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This electronic transmission and the attached document and the offer when made are only addressed to and directed at persons in member states of the European Economic Area who are ''qualified investors'' within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC) (''Qualified Investors''). In addition, in the United Kingdom, this electronic transmission and the attached document is being distributed only to, and is directed only at, Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the ''Order'') and Qualified Investors falling within Article 49(2)(a) to (d) of the Order, and (ii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as ''relevant persons''). This electronic transmission and the attached document must not be acted on or relied on (i) in the United Kingdom, by persons who are not relevant persons, and (ii) in any member state of the European Economic Area other than the United Kingdom, by persons who are not Qualified Investors. Any investment or investment activity to which this document relates is available only to (i) in the United Kingdom, relevant persons, and (ii) in any member state of the European Economic Area other than the United Kingdom, Qualified Investors, and will be engaged in only with such persons.

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Dated 4 December 2009

Gartmore Group Limited

Prospectus

This document comprises a prospectus relating to Gartmore Group Limited (the ''Company'')[1] and has been prepared in accordance with the Prospectus Rules of the Financial Services Authority (the ''FSA'') made under Section 73A of the Financial Services and Markets Act 2000 (as amended) (the ''FSMA''), has been approved by the Financial Services Authority and has been made available to the public as required by the Prospectus Rules.

Application has been made to the FSA for all of the issued ordinary share capital of the Company to be admitted to the Official List of the FSA (the ''Official List'') and to the London Stock Exchange plc (the ''London Stock Exchange'') for such Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities (together, ''Admission''). Conditional dealings in the Ordinary Shares are expected to commence on the London Stock Exchange on 11 December 2009. It is expected that Admission will become effective, and that unconditional dealings will commence in the Ordinary Shares on the London Stock Exchange, at 8:00 a.m. (London time) on 16 December 2009. All dealings in the Ordinary Shares prior to the commencement of unconditional dealings will be of no effect if Admission does not take place and such dealings will be at the sole risk of the parties concerned.

The Company and its Directors (whose names appear on page 26 of this Prospectus) accept responsibility for the information contained in this Prospectus. To the best of the knowledge of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect the import of such information.

Prospective investors should read this entire document and, in particular, for a discussion of certain risks that should be considered in connection with the Company and an investment in the Ordinary Shares, see Part II: ''Risk Factors''.

Gartmore Group Limited[1]

(incorporated under the laws of the Cayman Islands with registered number 184399)

Global Offer of up to 160,000,000 Ordinary Shares at a price expected to be between 250p and 330p per Ordinary Share

Admission to the Official List and to trading on the main market of the
London Stock Exchange

Sponsors and Joint Global Co-ordinators

BofA Merrill Lynch | Morgan Stanley | UBS Investment Bank

Bookrunners

BofA Merrill Lynch | Morgan Stanley | UBS Investment Bank | Citi

Co-lead Manager

Fox-Pitt Kelton

Financial Adviser

Ondra Partners

The Company is offering new Ordinary Shares (the ''New Shares'') under the Global Offer so as to raise an expected £280 million of primary gross proceeds. Directors, Senior Management and employees of Gartmore and the Hellman & Friedman Fund Vehicles are collectively expected to sell Ordinary Shares to an expected value of £120 million. The Company will not receive any of the proceeds of the sale of the Ordinary Shares by the Selling Shareholders, all of which will be received by the Selling Shareholders.

The Offer Price Range is indicative only, it may change during the course of the Global Offer and the Offer Price may be set within, above or below the Offer Price Range. The amount to be raised and the number of Ordinary Shares to be issued or sold may be increased or decreased during the course of the Global Offer. A number of factors will be considered in determining the Offer Price, the amount raised in the Global Offer and the basis of allocation, including the level and nature of demand for the Ordinary Shares during the book-building process, prevailing market conditions and the objective of establishing an orderly after-market in the Ordinary Shares. Unless required to do so by law or regulation, the Company does not envisage publishing any supplementary prospectus or a pricing statement, as the case may be, until announcement of the Offer Price. A pricing statement containing the Offer Price, confirming the number of Ordinary Shares which are the subject of the Global Offer and containing any other outstanding information (the ''Pricing Statement'') is expected to be published on or about 11 December 2009.

The New Shares will, following Admission, rank *pari passu* in all respects with the other issued Ordinary Shares and will carry the right to receive all dividends and distributions declared, made or paid on or in respect of the issued Ordinary Shares after Admission.

Ordinary Share Capital immediately following the Global Offer and Admission (assuming the Offer Price is set at the mid-point of the Offer Price Range)

Authorised			Issued and fully paid	
Number	Amount		Number	Amount
500,000,000	£2,500,000.00	Ordinary Shares of £0.005 each	276,551,724	£1,382,758.62

[1] ***The Company is currently registered as Hellman & Friedman Acquisition III Limited and is in the process of changing its name.***

This document does not constitute an offer of, or the solicitation of an offer to buy, Ordinary Shares to any person in any jurisdiction to whom or in which such offer or solicitation is unlawful and, in particular, is not for distribution or publication in the United States, Australia, Canada or Japan.

The Ordinary Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold (i) within the United States except to qualified institutional buyers ("QIBs") as defined in, and in reliance on, the exemption from the registration requirements of the Securities Act provided by Rule 144A under the Securities Act ("Rule 144A") or another exemption from, or transaction not subject to, the registration requirements of the Securities Act or (ii) except in offshore transactions as defined in, and in reliance on, Regulation S under the Securities Act ("Regulation S"). Prospective purchasers in the United States are hereby notified that sellers of the Ordinary Shares may be relying on an exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. The Ordinary Shares have not been and will not be registered under the applicable securities laws of Australia, Canada or Japan and subject to certain exceptions, Ordinary Shares may not be offered or sold in Australia, Canada, Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan. For a description of these and certain further restrictions on offers, sales and transfers of the Ordinary Shares and the distribution of this Prospectus, see Part VI: "Details of the Global Offer".

Merrill Lynch International, Morgan Stanley & Co. International plc, UBS Limited, Citigroup Global Markets Limited, Fox-Pitt, Kelton Limited and Ondra Partners each of which is authorised and regulated in the United Kingdom by the FSA are advising the Company and no one else in connection with the Global Offer and will not regard any other person (whether or not a recipient of this document) as their respective clients in relation to the Global Offer. They will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing any advice in relation to the Global Offer, Admission or any other matter contained in this Prospectus.

Apart from the responsibilities and liabilities, if any, which may be imposed on the Managers (including those acting as Sponsor as the case may be) by FSMA or the regulatory regime established thereunder or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, none of the Managers accepts any responsibility whatsoever for the contents of this Prospectus or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Ordinary Shares or the Global Offer. Each of the Managers accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of such document or any such statement.

This Prospectus has not been, and is not required to be, filed with any governmental or other authority in the Cayman Islands. No governmental or other authority in the Cayman Islands has approved this Prospectus or the offering of Ordinary Shares, nor passed upon or endorsed the merits of the Global Offer or the accuracy or adequacy of this Prospectus. The activities of the Company will not be regulated or otherwise overseen by any Cayman Islands authority. Any representation to the contrary is unlawful. No offering of Ordinary Shares is being made by this Prospectus to the public in the Cayman Islands.

THE ORDINARY SHARES OFFERED BY THIS PROSPECTUS HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE "SEC"), ANY OTHER FEDERAL OR STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER UNITED STATES REGULATORY AUTHORITY, NOR HAVE ANY SUCH AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE GLOBAL OFFER OR CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENCE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES ("RSA 421-B") WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

CONTENTS

	Page
PART I: SUMMARY INFORMATION	1
PART II: RISK FACTORS	8
PART III: ADMINISTRATION, ADVISERS AND PRESENTATION OF INFORMATION	24
PART IV: INFORMATION ON THE GROUP	34
PART V: REGULATORY OVERVIEW	67
PART VI: DETAILS OF THE GLOBAL OFFER	78
PART VII: OPERATING AND FINANCIAL REVIEW	92
PART VIII: ACCOUNTANT'S REPORT AND HISTORICAL FINANCIAL INFORMATION	121
PART IX: UNAUDITED PRO FORMA FINANCIAL INFORMATION	172
PART X: CREST, DEPOSITORY INTERESTS AND THE DEED POLL	176
PART XI: TAXATION	179
PART XII: ADDITIONAL INFORMATION	184
PART XIII: DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS	229

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PART I: SUMMARY INFORMATION

This summary should be read as an introduction to this Prospectus only. Any decision to invest in the Ordinary Shares should be based on the consideration of this Prospectus as a whole by the investor and not just this summary. Under the Prospectus Directive (Directive 2003/71/EEC), in each member state of the EEA civil liability attaches to those persons who are responsible for the summary, including any translations of the summary, but only if the summary is misleading, inaccurate or inconsistent when read together with other parts of this Prospectus. Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the EEA states, have to bear the costs of translating the Prospectus before such legal proceedings can be initiated.

1. OVERVIEW

Gartmore is an established traditional equity and alternative asset management firm, whose mutual funds, alternative funds and segregated mandates are distributed to clients in the United Kingdom, Continental Europe, North America, Japan and South America.

Over the last ten years, Gartmore has built a significant alternative asset management business in terms of AUM. This is in addition to its longstanding long-only equities business, making Gartmore one of the few asset management firms with significant expertise in both key market segments. As at 30 September 2009, Gartmore had £21.8 billion of assets under management split amongst its three product classes.

As a result of Gartmore's significant expertise and long-standing track record in mutual funds, alternative funds and segregated mandates, as well as its diversified distribution capabilities, the Company believes it is well positioned to benefit from the growth trends evident in the asset management industry, in particular the improving demand in its core product areas.

Gartmore overall has a record of strong historical fund performance. For the three, five and ten years ended 30 September 2009, the Group's alternative funds produced asset weighted returns (net of fees) of 8.0%, 10.4% and 15.4% per annum, respectively. In 2008, the Group's alternative funds also performed well relative to comparable indices. For the year ended 31 December 2008, the Group's alternative funds produced an asset weighted return (net of fees) of −5.5%, which compared favourably against the Eurohedge European Equity Long-Short Index which recorded returns of −8.8% over the same period[(1)]. For the nine month period ended 30 September 2009, the Group's alternative funds produced asset weighted returns (net of fees) of 17.3%. As at 30 September 2009, 64%, 72% and 80% of Gartmore's mutual fund AUM (including cross holdings) were invested in funds that have achieved first or second quartile performance over the last one, three and five years, respectively. Where performance has not met Gartmore's expectations, it has taken measures, including the recruitment of new portfolio managers, to address this.

Since 2006 as a result of a management buyout, Gartmore has been owned by its employees, former employees and certain other persons, and by the Hellman & Friedman Funds indirectly through interests in Oxford Partners, L.P..

2. BUSINESS MODEL AND STRATEGY

The Company believes it is a diversified active manager that is ideally positioned for the convergence of traditional and alternative investment management. Gartmore's business model is designed to attract and retain investment talent and to maximise the effectiveness and efficiency of its marketing, risk management and support functions. This is achieved through a common distribution and administrative platform and a centralised risk management framework. Gartmore's business model has the following key features:

Multi-Team Investment Approach—Gartmore's investment professionals are organised into teams based on asset classes and investment strategies which are not constrained by a set 'house' view.

Side-by-Side Management—Several of Gartmore's investment teams manage both long-only and long-short mandates.

(1) Source: Eurohedge. Gartmore's asset weighted return (net of fees) includes long/short and quantitative funds both in Europe and elsewhere.

Centralised Risk Management—Gartmore's centralised investment and operational risk management is core to Gartmore's investment and business model.

Global Integrated Distribution Under One Brand—The Company believes its global client base and global distribution of products give it both client and geographic diversity. Substantially all of Gartmore's products are promoted under one brand in order to maximise brand recognition.

Outsourcing—Gartmore's policy of outsourcing its non-core activities is designed to allow it to focus on its core capabilities whilst benefitting from the deeper expertise, economies of scale and flexibility provided by its chosen outsourced service providers.

Gartmore's strategy is to grow from its current scale and market position in the U.K. into one of the premier independent mutual fund and alternative asset management firms in Europe. To achieve this growth, Gartmore is focusing on four strategic priorities:

- Superior risk-adjusted returns.
- Excellent client service.
- Business diversity.
- Business efficiency and flexibility.

Gartmore is pursuing the following strategic growth initiatives:

- Diversifying and growing alternative assets under management.
- Accelerating the growth of Gartmore's mutual fund business.
- Expanding through new hires and acquisitions.
- Increasing the number of segregated mandates.

3. KEY STRENGTHS

The Company believes that it benefits from the following key strengths:

- Diversified mix of investment products, clients and equity capabilities.
- Strong investment performance.
- Strong growth prospects.
- Centralised risk management.
- High operating leverage, and strong cashflow.
- Results driven management team with strong alignment of interests.

4. SUMMARY FINANCIAL AND OPERATING INFORMATION

4.1 Summary Financial Information

The Group's consolidated income statement set out below has been extracted without material adjustment from the financial information set out in Part VIII: ''Accountant's Report and Historical Financial Information'' and discussed in Part VII: ''Operating and Financial Review'':

	Three months to 31 December	Year ended 31 December		Nine months ended 30 September	
	2006	2007	2008	2008	2009
	£'000	£'000	£'000	unaudited £'000	£'000
Management fees	60,755	273,903	251,363	200,153	142,684
Performance fees	10,887	128,967	27,747	21,079	55,909
Other revenue	4,128	15,748	16,944	11,949	8,504
Total revenue	75,770	418,618	296,054	233,181	207,097
Fees and commission expenses	(12,843)	(57,969)	(53,934)	(42,815)	(38,582)
Net Revenue	62,927	360,649	242,120	190,366	168,515
Other operating expenses	(35,554)	(207,790)	(153,811)	(111,505)	(130,463)
Operating earnings	27,373	152,859	88,309	78,861	38,052
Staff costs from closed schemes	(6,119)	(33,272)	—	—	—
Pension scheme settlement losses	—	(5,781)	—	—	—
Intangible amortisation	(13,414)	(48,018)	(37,735)	(29,100)	(22,819)
Operating Profit	7,840	65,788	50,574	49,761	15,233
Finance income	5,941	16,539	20,207	11,185	56,045
Finance expenses	(15,051)	(67,328)	(209,187)	(76,669)	(32,462)
Profit/(Loss) before taxation	(1,270)	14,999	(138,406)	(15,723)	38,816
Taxation	248	(9,658)	(8,611)	(8,846)	280
Profit/(Loss) for the period attributable to equity holders of the parent	(1,022)	5,341	(147,017)	(24,569)	39,096

4.2 Assets under Management

The following table shows the composition by product category of Gartmore's AUM at the dates set out in the table below:

	As at 31 December			As at 30 September	
	2006	2007	2008	2008	2009
	£ billion	£ billion	£ billion	£ billion	£ billion
Mutual funds	12.4	14.0	9.5	10.1	11.9
Alternative funds	4.9	6.3	4.2	5.3	3.8
Segregated mandates	7.1	6.8	5.0	5.1	6.1
Total	24.4	27.1	18.7	20.5	21.8

Figures are unaudited.

4.3 EBITDA and EBITDA Margin (based on net revenue)

The following table shows the Group's EBITDA and EBITDA margin (based on net revenue) for the periods set out in the table:

	29 September to 31 December	Year ended 31 December		Nine months ended 30 September	
	2006	2007	2008	2008	2009
	£'000	£'000	£'000	£'000	£'000
EBITDA(1)	27,940	154,909	90,247	80,314	39,387
EBITDA margin (based on net revenue)(2)	44%	43%	37%	42%	23%

Figures are unaudited.

(1) EBITDA represents operating earnings before depreciation on owned assets. EBITDA, when viewed with the Group's IFRS financial statements, provides additional information with respect to factors and trends affecting the Company's results of operations. The presentation of this supplemental information is not meant to be considered in isolation or as a substitute for measures of financial performance reported in accordance with IFRS.

(2) EBITDA margin (based on net revenue) represents EBITDA as a percentage of net revenue.

5. DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

The Company currently has a board of seven directors comprising:

- two executive directors, the Chief Executive Officer and Chief Financial Officer;
- three non-executive directors (including the chairman) who are independent of the Company and its major shareholders; and
- two non-executive directors who have been nominated by the Hellman & Friedman Fund Vehicles.

The Company intends to appoint additional independent non-executive directors in due course following Admission so that at least half the Board will be independent and non-executive in compliance with the Combined Code.

In addition, the day-to-day running of the Group is the responsibility of Gartmore's executive committee consisting of the two executive directors and four senior Gartmore executives.

6. DIVIDEND POLICY

The Directors' current intention is that the Company should consider paying its first dividend in 2011 as a final dividend in respect of the financial year ending 31 December 2010, subject to any unforeseen circumstances arising and assuming that profits are available and/or a dividend is otherwise permitted by law. The Company does not intend to pay a dividend in 2009 or 2010, and instead currently intends that the Company's surplus cash flow should be applied to further reduce the Company's outstanding indebtedness.

There is no assurance that the Company will pay a dividend or if a dividend is paid, the amount of such dividend. See Part II: ''Risk factors—There are no guarantees that the Company will pay dividends or the level of any such dividends''.

7. THE GLOBAL OFFER

Pursuant to the Global Offer, the Company expects to raise gross primary proceeds of £280 million out of which it will pay underwriting commissions and other estimated fees and expenses in connection with the Global Offer of approximately £15 million. The Company expects to issue 96,551,724 New Ordinary Shares and the Selling Shareholders are expected in aggregate to sell 41,379,310 Ordinary Shares in each case based on the mid-point of the Offer Price Range. Assuming that the Offer Price is set at the mid-point of the Offer Price Range and there is no exercise of the Over-allotment Option, the gross proceeds of the Global Offer are expected to be £400 million.

The Global Offer comprises an Institutional Offer to qualified investors outside the United States and to QIBs in the United States and an Intermediary Offer to selected retail investors in the United Kingdom.

Members of the general public will not be able to apply directly for Ordinary Shares in the Global Offer. If selected and/or permitted by the Intermediary they can, however, apply for Ordinary Shares through the Intermediary by completing an application form distributed by the Intermediary or otherwise following its application procedures.

The Global Offer is fully underwritten by the Managers and is subject to satisfaction of the conditions set out in the Underwriting Agreement, including Admission occurring and becoming effective by no later than 8:00 a.m. (London time) on 16 December 2009 or such later time and/or date as the Company and the Joint Global Co-ordinators (on behalf of the Managers) may agree, and to the Underwriting Agreement not having been terminated in accordance with its terms.

The New Ordinary Shares being issued by the Company pursuant to the Global Offer will, on Admission, rank *pari passu* in all respects with the existing Ordinary Shares in issue and will rank in full for all dividends and other distributions thereafter declared, made or paid on the Ordinary Share capital of the Company. The Ordinary Shares will, immediately following Admission, be freely transferable.

8. REASON FOR THE GLOBAL OFFER AND USE OF PROCEEDS

The Company believes that Admission of the Ordinary Shares will enhance the Company's profile and status with existing and potential clients and strengthen its ability to attract and retain the best investment talent. The Global Offer will also provide an opportunity for the Selling Shareholders to realise part of their investment in the Company.

The gross proceeds of the subscription of New Ordinary Shares in the Global Offer receivable by the Company are expected to be £280 million out of which it will pay underwriting commissions and other estimated fees and expenses of the Global Offer of £15 million. Consequently, it is expected that the Company will receive net proceeds of £265 million. The Company will not receive any of the proceeds from the sale of Ordinary Shares in the Global Offer by the Selling Shareholders, including pursuant to the Over-allotment Option. The Company intends to use the net proceeds from the Global Offer received by it, in addition to a portion of its existing surplus cash resources, to repay approximately £315 million of the debt of the Group under the Senior Credit Agreement.

9. LOCK-UP ARRANGEMENTS

The Company, the Hellman & Friedman Fund Vehicles, the Nominee and the Directors, pursuant to the Underwriting Agreement, and the Individual Shareholders, pursuant to individual deeds of undertaking between the Nominee, the Company, Oxford Partners and the relevant Individual Shareholder, have each agreed to certain lock-up arrangements.

Subject to certain exceptions, the Company, the Hellman & Friedman Fund Vehicles, the Directors and the Individual Shareholders have undertaken, *inter alia*, not to offer, issue or sell Ordinary Shares (or securities convertible into Ordinary Shares) for a period of six months from Admission, in the case of the Company and the Hellman & Friedman Fund Vehicles, and the period ending three years following the first publication of the Company's annual results for the year ending 31 December 2010, for the Directors and Individual Shareholders, unless the Joint Global Co-ordinators (on behalf of the several Managers) and the Company (in the case of Individual Shareholders) otherwise consent, although one third of the holdings of Ordinary Shares of the Directors and Individual Shareholders at Admission will be released from the lock-up following the publication of the Company's annual results for the years ending 31 December 2010, 2011 and 2012. The Nominee has agreed not to effect any disposal of Ordinary Shares it holds on behalf of Individual Shareholders in circumstances where the Individual Shareholders themselves would be unable so to dispose of the Ordinary Shares.

10. FTSE ELIGIBILITY

Subject to the Company having the appropriate market capitalisation, the Company expects that, upon Admission, it will be eligible to be considered for inclusion in the U.K. FTSE 250 Index.

11. CURRENT TRADING AND PROSPECTS

Since 30 September 2009, net inflows have been in line with the Company's expectations. However, Gartmore's AUM fell to £21.4 billion as at 31 October 2009 from £21.8 billion as at 30 September 2009, which included net inflows of £0.2 billion but adverse movement in market levels accounted for a fall in

AUM of £0.6 billion. This fall in market levels indicates that although the capital markets appear to have stabilised, they remain volatile and uncertain.

Overall investment performance has been stable since September 2009. The year to date asset weighted performance of the Company's alternative funds was 16.9% to 31 October 2009. At 31 October 2009, 61%, 73% and 81% of mutual fund AUM (including cross holdings) were invested in funds that have achieved first or second quartile performance over the last one, three and five years, respectively. End of November performance will not be available until mid-December.

Net inflows between 1 October 2009 and 1 December 2009 (excluding managed accounts for December) were £138 million and resulted from a variety of reasons. The Company believes the underlying trends remain positive. See Part IV: ''Information on the Group—Current Trading and Prospects''.

12. RISK FACTORS

Prior to making an investment decision in respect of Ordinary Shares, prospective investors should carefully consider all the information in this Prospectus, including the risk factors referred to below which are set out in more detail in Part II: ''Risk Factors''. Additional risks not presently known to the Company or that the Company currently considers to be immaterial may also negatively impact Gartmore's business operations. The business, growth prospects, financial condition and/or results of operations of Gartmore could be materially adversely affected by any of these risks. The trading price of the Ordinary Shares could decline due to any of these risks and investors could lose part or all of their investment.

Risks Relating to the Business

Gartmore is exposed to volatility in the financial markets, in particular the equity markets, due to its large concentration of AUM in equities, and to other adverse financial, economic, political and market factors.

The funds that Gartmore manages may experience poor investment performance.

The share of Gartmore's revenue attributable to performance fee income renders it particularly sensitive to changes in AUM composition, maintenance of levels of AUM and the returns generated on AUM.

Gartmore is reliant on its ability to attract and retain key personnel.

Gartmore's clients have the ability to withdraw AUM.

Gartmore may suffer damage resulting from its employees' and service providers' operational errors or negligence.

Gartmore is reliant on outsourcing arrangements and may experience disruption or failure of services provided by such outsourcing arrangements or because of the transition of such outsourcing arrangements.

Gartmore has a concentration of AUM around one investment team.

Gartmore's debt agreements contain significant restrictions limiting Gartmore's flexibility in operating its business.

Gartmore may be affected by fluctuations in exchange rates.

Gartmore is susceptible to changes in interest rates.

Gartmore may be adversely affected by mistakes and misconduct by its portfolio managers and operational personnel.

Gartmore may not be successful in its growth strategies and initiatives.

Gartmore's proposed joint venture with Hermes may not proceed and may not produce the expected benefits.

Complexities in Gartmore's corporate structure may result in restrictions in the movement of cash within the structure.

Gartmore operates in an evolving regulatory environment.

Gartmore is subject to extensive regulations and benefits from waivers, approvals and exemptions. Gartmore may fail, or be held to have failed to comply with regulations. In addition, such regulations, waivers, approvals and exemptions may change making compliance more onerous.

Gartmore operates in a competitive environment.

Gartmore may experience conflicts of interest between funds it manages.

Gartmore may experience damage or disruption to its business operations and systems.

Gartmore may be susceptible to crime.

Gartmore may have difficulty in obtaining further credit or securing attractive terms for the refinancing of credit.

Gartmore may suffer damage to its reputation.

Employees of Gartmore who are Shareholders and Hellman & Friedman may seek to exert significant influence over the outcome of matters relating to Gartmore's business.

Funds managed by Gartmore may experience losses associated with their use of leverage or may not be able to access necessary leverage in order to execute their strategy.

Gartmore may suffer payment default by third parties.

Gartmore may have inadequate insurance to protect it against losses it may suffer.

Gartmore has direct funding obligations in respect of its closed defined benefit pension scheme.

The funds that Gartmore manages are subject to counterparty risk.

Risks Relating to Taxation

Gartmore may experience adverse changes in taxation law or practice, or a change in the appeal of investments as a result of such changes, and adverse changes in accountancy practice.

The taxation provisions in the Group's accounts may be insufficient or Gartmore may not be able to recover deferred tax assets recorded in such accounts.

The Group's taxation practices may be challenged.

Risks Relating to Cayman Islands incorporation

Shareholders of a Cayman Islands incorporated company may not have the same protections (including protections against takeovers) which are equivalent to shareholders of a company incorporated in England.

Risks Relating to the Ordinary Shares

The value of the Ordinary Shares may decrease as well as increase.

There are no guarantees that the Company will pay dividends or the level of any such dividends.

There is no assurance that an active trading market will develop.

The availability of Ordinary Shares for future sale could depress the share price.

PART II: RISK FACTORS

Investing in and holding shares in the Company involves a number of risks. Prior to making an investment decision in respect of the Ordinary Shares, prospective investors should carefully consider all the information in this Prospectus, including the following risk factors and consult with their professional advisers.

The risk factors address risks which the Company believes are material in respect of Gartmore and its business, taxation, the Cayman Islands incorporation of the Company and the Ordinary Shares. Additional risks not presently known to the Company or that the Company currently considers to be immaterial may also negatively impact Gartmore. The Company's business, growth prospects, results of operations and/or financial condition could be materially adversely affected by any of these risks. The trading price of the Ordinary Shares could decline due to any of these risks and investors could lose part or all of their investment.

Risks Relating to the Business

GARTMORE IS EXPOSED TO VOLATILITY IN THE FINANCIAL MARKETS, IN PARTICULAR THE EQUITY MARKETS, DUE TO ITS LARGE CONCENTRATION OF AUM IN EQUITIES, AND TO OTHER ADVERSE FINANCIAL, ECONOMIC, POLITICAL AND MARKET FACTORS.

The financial markets in which Gartmore offers its services are directly affected by many national and international factors that are beyond its control. Due to the large concentration of AUM in equities in Gartmore's funds, Gartmore is particularly exposed to the performance and volatility of the equity markets. As at 30 September 2009, approximately 90% of Gartmore's AUM comprised listed equity securities, and approximately 94% of Gartmore's revenues in the nine month period in 2009 were derived from the management of listed equity securities. Any impact on Gartmore and its financial results could be proportionally greater than the direct fall in equity markets.

The financial markets in which Gartmore invests are affected by the following factors each of which may cause a decline in those markets as has been the case from time to time in recent years:

- economic and political conditions in the United Kingdom, the United States, Continental Europe, Japan and elsewhere in the world;
- the availability of credit;
- concerns over inflation and changes in institutional and consumer confidence levels;
- the level and volatility of interest rates and foreign currency exchange rates;
- legislative and regulatory changes;
- concerns about acts of war, terrorism and other armed hostilities; and
- natural disasters.

Most recently, the financial markets have been affected by the global financial crisis. Since the second half of 2007 this reduction led to, amongst other things, a decrease in the value of securities and volatility in the global equity and debt markets. For example, during the year ended 31 December 2008, the U.K. FTSE 250 Index suffered a fall of 40%[1]. Given the high proportion of AUM invested in equity securities, decreases in the value of equity markets generally will have an impact on Gartmore's overall AUM. In addition, worsening economic conditions could impact investor sentiment and investors may withdraw AUM as a result of poor or changing economic conditions. During 2008 and the first quarter of 2009, Gartmore experienced large volumes of withdrawals from its investment products, which the Company believes were largely attributable to economic conditions resulting from the global financial crisis (see below ''Gartmore's clients have the ability to withdraw AUM'').

Uncertain economic prospects or declines in equities or other financial markets could: (i) adversely affect the performance of Gartmore's funds under management and its reputation; (ii) could result in a deterioration of Gartmore's competitive position and in a reduction in the overall level of AUM (including through increased redemption requests); and (iii) lead to a failure to win new business. Gartmore's revenue is predominantly derived from: (i) management fees in respect of AUM; and (ii) performance fees payable on the achievement of certain criteria as described further below in ''The share of Gartmore's revenue attributable to performance fee income renders it particularly sensitive to the returns

(1) Source: Factset.

generated on AUM and maintenance of levels of AUM''. See also Part VII: ''Operating and Financial Review''. Accordingly, a decline in the overall levels of and/or value of AUM could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

THE FUNDS THAT GARTMORE MANAGES MAY EXPERIENCE POOR INVESTMENT PERFORMANCE.

The funds Gartmore manages may experience poor investment performance (both generally and as compared to their peers) for a variety of reasons including the failure of strategies that Gartmore implements in managing its funds. In addition, Gartmore delegates the management of certain of the funds' assets to third party sub-advisers. Failure by those sub-advisers to manage such funds appropriately may also lead to poor overall investment performance of those funds. Poor investment performance by any of Gartmore's funds would lead to a direct decline in the value of such funds. In addition, poor investment performance by any of Gartmore's funds may result in a withdrawal of investments from those funds by existing clients, damage to Gartmore's reputation and challenges with respect to seeking new clients, particularly given the competitive nature of the asset management market, which may have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

THE SHARE OF GARTMORE'S REVENUE ATTRIBUTABLE TO PERFORMANCE FEE INCOME RENDERS IT PARTICULARLY SENSITIVE TO CHANGES IN AUM COMPOSITION, MAINTENANCE OF LEVELS OF AUM AND THE RETURNS GENERATED ON AUM.

The amount and composition of AUM have a direct impact on Gartmore's net revenue. Management and performance fees earned by Gartmore in relation to AUM vary according to the asset class and to the fund type. Historically, Gartmore's performance fees have been largely earned in the management of its alternative funds. For example, in the nine month period in 2009, approximately 33% of Gartmore's net revenue was attributable to performance fee income (see Part VII: ''Operating and Financial Review''). Given Gartmore's reliance on performance fee income to maintain its profitability, Gartmore is particularly sensitive to a change in the composition of AUM that may impact upon Gartmore's ability to earn performance fees. In addition, Gartmore's ability to earn performance fees is sensitive to any adverse conditions leading to a fall in returns on relevant AUM. The majority of performance fees are earned on the appreciation of alternative fund AUM from the last high-water mark in respect of a client's investment, and are therefore vulnerable to negative performance caused, for example, by falls in the equity market. Any decline in the level of AUM (because of withdrawals of AUM or decline in the value of AUM and/or failure to attract new AUM) or declines in the returns from AUM could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE IS RELIANT ON ITS ABILITY TO ATTRACT AND RETAIN KEY PERSONNEL.

Gartmore's continued success depends upon its ability to attract and retain highly skilled portfolio managers and other key personnel. The market for experienced investment and other professionals is extremely competitive and therefore such personnel are difficult to attract and replace. If Gartmore were to lose any of its senior portfolio managers, senior management or other key employees, it could experience withdrawals of AUM or may be unable to win new business, which would result in the loss of related management fees and potential performance fees. The loss of senior management or other key employees could also result in the Company's strategy not being executed effectively or at all, or could result in a decline in the standards of management or operation of Gartmore's business. Furthermore, the loss of certain key portfolio managers, such as Roger Guy and Guillaume Rambourg, senior managers of the European Large Cap team, could impact more heavily on Gartmore's business than the loss of others. See below ''Gartmore's concentration of AUM is around one investment team''. A number of Gartmore's agreements with clients require Gartmore to notify such client of the departure of a key portfolio manager and in some cases provide clients with the ability to redeem committed funds upon such a departure without the application of early redemption penalties.

Gartmore strives to provide competitive compensation arrangements to attract and retain portfolio managers, senior management and other key personnel, including basic salaries, bonus and fee-based arrangements, and share-based incentivisation. This may be impacted in the future by any legislative or regulatory restrictions that may be imposed in the jurisdictions in which Gartmore operates on the

remuneration of personnel (including the ability and scope to pay bonuses). As is summarised in Part XII: ''Additional Information—The Gartmore Group Limited Omnibus Incentive Plan'', and reflected in the compensation policy set out in Part IV: ''Information on the Group'', Gartmore is in the process of developing and finalising an incentive plan—the Gartmore Group Limited Omnibus Incentive Plan (the ''Plan''). The terms and provisions of this Plan are not yet finalised and although it aims to provide for certain share based incentivisation to be deferred, this feature and other terms of the Plan may need to change in a way that is less beneficial to the Group so as to achieve reasonably satisfactory competitive compensation arrangements. The Plan, as finalised, may also result in higher costs than presently contemplated. In addition, Gartmore's rates of compensation vary significantly, based on the contribution to the business of individual employees, with successful portfolio managers in particular often earning very substantial amounts. Gartmore may also, from time to time, make substantial payments or increase proportions of team-related remuneration to attract or retain key personnel. The costs of attracting and retaining key personnel are significant and are likely to increase over time. See Part VII: ''Operating and Financial Review—Certain factors affecting the Group's results of operations—Staff costs''. All of these factors could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

There are a number of reasons why portfolio managers, senior management and other key personnel in the industry have left or been unable to serve their employer in the past, and why Gartmore's employees might do so in the future. These reasons may include the following:

- an employee may be able to earn more and/or gain more responsibility, by moving to another employer or by creating his or her own investment management business. This risk could be heightened for Gartmore if the Company's shares fell in value, since Gartmore's share-based incentivisation schemes rely on the value of those shares, or if Gartmore's fee revenue fell, since portfolio manager compensation typically includes an element based on specified fee income. See above ''The share of Gartmore's revenue attributable to performance fee income renders it particularly sensitive to changes in AUM composition, maintenance of levels of AUM and the returns generated on AUM'' and Part VII: ''Operating and Financial Review''. Furthermore, contractual provisions such as non-compete, non-solicitation, non-interference and garden leave clauses, even if effective in accordance with their terms, are generally time limited from 12 to 18 months in relation to restrictive covenants and six months for garden leave;
- an employee could become incapacitated or otherwise unable to perform his or her role. Gartmore does not maintain ''key-man'' insurance cover for its portfolio managers, senior management or other key personnel;
- an employee may leave or have his or her employment terminated as a result of poor performance, or, in the case of a portfolio manager, if his or her investment speciality falls out of favour; or
- an employee might pursue a change of career, or otherwise consider himself or herself financially independent such that he or she could retire.

The loss of any senior portfolio manager, senior management or other key personnel for these or other reasons, as well as the inability to attract and/or retain new highly skilled personnel, could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE'S CLIENTS HAVE THE ABILITY TO WITHDRAW AUM.

Gartmore's revenues are predominantly derived from: (i) management fees in respect of the total funds managed: and (ii) performance fees payable on the achievement of certain criteria (see Part VII: ''Operating and Financial Review''). Many of Gartmore's funds are open-ended and its segregated mandates can be terminated with little or no notice. Accordingly, Gartmore's existing clients have considerable flexibility, often at short notice, to reduce, withdraw or liquidate some or all of their assets, shift their funds to other types of accounts with different fee structures that might be less profitable for Gartmore and/or transfer mandates to other asset managers, thereby reducing the aggregate amount of Gartmore's AUM. Reasons why Gartmore's clients may take such actions include:

- if Gartmore's investment performance or client service is unsatisfactory, even for a short period. In addition, if Gartmore's investment performance or client service were to remain unsatisfactory for a prolonged period it might be unable to win new asset management business or to sustain current fee structures;

- changes in investment preferences of clients including those due to negative publicity surrounding a type of investment or changes in regulation which make a type of investment less attractive than others. If the asset classes in which Gartmore manages were to remain unpopular, existing clients may seek to withdraw their funds or switch them into asset classes for which Gartmore does not offer its services. In addition, Gartmore may be unable to win new asset management business;
- changes to Gartmore's products, for example as a result of the current consolidation of some of Gartmore's SICAV and OEIC products (see paragraph 4.2(a) of Part IV: ''Information on the Group''), may also impact upon the attractiveness of such products to existing or new clients;
- changes in Gartmore's reputation in the marketplace;
- changes in management, client relationships or third party distributors with whom Gartmore has relationships;
- loss of key investment management personnel, in particular in cases where investment management agreements require Gartmore to notify its clients of the departure of certain key fund managers who manage their assets and which may result in the withdrawal of funds; and
- a client's inability to access liquidity by other means including due to the tightening of credit markets, for example, during 2008 when global credit markets tightened, the Company experienced net withdrawals of £4.9 billion or 18% of its AUM as at 1 January 2008 as compared to during 2007 when net withdrawals were £0.1 billion or 0.1% of AUM as at 1 January 2007.

Furthermore, funds managed by Gartmore, many of which have fully or partially independent boards, can remove Gartmore as their investment manager with or without cause which could also result in a substantial loss of AUM and reputational damage.

Any of these factors could result in the loss of AUM, management fees or performance fees, or otherwise result in a material adverse effect on Gartmore's revenues and/or reputation, which could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition. Further, the impact could be exacerbated where Gartmore loses a client (and their AUM) on which it was heavily reliant. For example, as at 30 September 2009, Gartmore's top ten clients by AUM accounted for 33% of AUM and 19% of net management fee revenue. A loss of any one of these clients (and their AUM) would have a greater impact on Gartmore's business, growth prospects, results of operations and/or financial condition than the loss of a client who had less AUM.

GARTMORE MAY SUFFER DAMAGE RESULTING FROM ITS EMPLOYEES' AND SERVICE PROVIDERS' OPERATIONAL ERRORS OR NEGLIGENCE.

Notwithstanding the safeguards and processes Gartmore has in place, it has in the past and may in the future suffer damage from operational errors or negligence of its employees and outsourced service providers. These operational errors include, for example, incorrect assets being purchased for a fund managed by Gartmore or an erroneous trade being placed or failure to place trades, or a failure or shortcoming in the systems and controls implemented by Gartmore or its outsourced service providers to detect and prevent errors (including systems and controls designed to enable Gartmore to comply with its continuing obligations under the Listing Rules, Prospectus Rules and Disclosure and Transparency Rules). Operational errors or negligence could lead to reputational damage and financial costs (such as Gartmore being required, by contract or otherwise, to put clients back into the position they would have been in had the error or negligent act not occurred) where the cost is not covered by insurance or by an outsourced service provider. The consequences of such operational errors or negligence could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE IS RELIANT ON OUTSOURCING ARRANGEMENTS AND MAY EXPERIENCE DISRUPTION OR FAILURE OF SERVICES PROVIDED BY SUCH OUTSOURCING ARRANGEMENTS OR BECAUSE OF THE TRANSITION OF SUCH OUTSOURCING ARRANGEMENTS.

The Company has a policy of outsourcing Gartmore's non-core competencies and relies on a number of outsourced service providers of administration and other back office functions (see paragraph 4.7(b) of Part IV: ''Information on the Group''). These functions include investment administration, fund accounting, transfer agency and securities processing functions and information technology and systems. In addition, certain investment management activity for U.S. equities, passive asset, managed futures and cash management is also delegated. Gartmore may experience an interruption in its ability

to rely on the services of these outsourced service providers (which could occur for a variety of reasons including where the outsourced service provider ceases to provide such service) or a deterioration in the quality of services (including client service) provided and the performance of the outsourced service provider of such services. Such disruption or deterioration could impair the timing and quality of Gartmore's services and have a material adverse effect upon the performance of the funds which Gartmore manages. For example, Gartmore entered into arrangements with HSBC Bank plc (''HSBC'') in March 2004 (see paragraph 16 of Part XII: ''Additional Information'') with a duration of seven years, whereby HSBC provides back-office and middle-office administrative functions for all of Gartmore's business units. The arrangements with HSBC can be terminated by either party on twelve months' notice at any time after 14 June 2011 or immediately upon an event of force majeure. Contracts with other outsourced service providers, either directly between Gartmore and the service provider or managed by Gartmore, contain notice periods which the Company believes are customary for the contracted services. If the Company's outsourcing arrangements are terminated or renegotiated, there is no guarantee that Gartmore will be able to obtain new outsourcing arrangements or renegotiate existing outsourcing arrangements on a timely basis or on terms equivalent to those currently in place.

In addition, Gartmore may experience disruption or failure of functions as a result of the transition of functions between existing and replacement outsourced service providers or where functions are transitioned from Gartmore to a new outsourced service provider. For example, following an agreement reached with HCL Technologies Limited in October 2009, Gartmore commenced transition of certain of its information technology and systems functions in November 2009 and there is no guarantee that such functions will transition without disruption or failure. The occurrence of any of these events could disrupt and/or impair the quality of Gartmore's services, damage Gartmore's reputation, require Gartmore to compensate clients who have suffered loss as a result of the disruption or failure where the cost is not covered by insurance or by an outsourced service provider and could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE HAS A CONCENTRATION OF AUM AROUND ONE INVESTMENT TEAM.

As at 30 September 2009, approximately 37% (£8.1 billion) of Gartmore's AUM were managed by the European Large Cap investment team. By way of contrast, only approximately 14% (£3.1 billion) of AUM were managed by the next largest team in terms of AUM. Accordingly, if the risks that affect Gartmore's business (the material risks of which are detailed in this Part II, including those relating to the loss of key personnel) were to have an adverse effect on the largest teams in terms of AUM or their performance, it could result in a greater adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition than if such risks were to affect Gartmore through other teams. See also above ''Gartmore is reliant on its ability to attract and retain key personnel''. From 1 February 2010, it is proposed that some of the assets managed by the European Large Cap investment team will be managed by a new European All Cap investment team. There is no guarantee that the transfer of assets to the new European All Cap investment team will occur. If it does occur, there may be disruptions to the management of such assets during the transition to the new investment team and for this reason and other reasons relating to the team change, including investor reaction to different portfolio managers, there might be a withdrawal of AUM and/or a failure to attract new AUM to these funds. This change could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE'S DEBT AGREEMENTS CONTAIN SIGNIFICANT RESTRICTIONS LIMITING GARTMORE'S FLEXIBILITY IN OPERATING ITS BUSINESS.

Various covenants contained in Gartmore's Senior Credit Agreement, for which the Company and a number of its subsidiaries are guarantors (see paragraph 5.2 of Part VII: ''Operating and Financial Review''), limit or may limit the flexibility of Gartmore in running its business, including its ability to, among other things:

- incur or guarantee additional indebtedness;
- pay dividends or make other distributions, or redeem or repurchase indebtedness junior to the loans made under the Senior Credit Agreement;
- redeem, repurchase, defease or repay any membership interest, shares or share capital;
- make investments and acquisitions;

- create liens;
- sell, lease or transfer all or substantially all of the Group's assets (including the capital stock of subsidiaries);
- dispose of any asset save for certain limited permitted disposals;
- enter into sale and leaseback transactions;
- create restrictions on the payment of dividends or other amounts and on the transfer of assets by Gartmore's restricted subsidiaries;
- consolidate, merge or amalgamate; and
- engage in any business other than a business related to its current business.

The breach of any covenants or obligations under the Senior Credit Agreement, related agreements or instruments governing Gartmore's debt under the Senior Credit Agreement, if not cured or waived, would result in a default under the Senior Credit Agreement and could result in the acceleration of the debt repayment thereunder. In addition, an event of default is also deemed to have occurred under the Senior Credit Agreement where the value of the assets of certain subscribers in the Group is less than such subsidiary liabilities. The lenders under the Senior Credit Agreement could also foreclose on their security, which includes equity interests in a number of the Company's subsidiaries and could eventually take control of and/or dispose of such subsidiaries. The lenders could also exercise other rights of secured creditors or deny Gartmore access to any unused amounts under the Senior Credit Agreement. On an insolvency of Gartmore, the Senior Credit Agreement will provide the lenders with priority over shareholders and certain other creditors.

The debt repayment may be accelerated if there is a change of control of the Company as defined under the Senior Credit Agreement. The Company will not have control over the composition of the shareholding of the Company going forward and therefore as to whether a change of control will occur.

A default and/or acceleration of repayment of debt under the Senior Credit Agreement could result in Gartmore not having sufficient assets to pay dividends or other distributions on the Ordinary Shares (see paragraph 5.2 of Part VII: ''Operating and Financial Review'') and could have a material adverse effect on its business, growth prospects, results of operations and/or financial condition.

GARTMORE MAY BE AFFECTED BY FLUCTUATIONS IN EXCHANGE RATES.

Gartmore reports in pounds sterling. However, a significant proportion of its AUM are denominated in U.S. Dollars, Euros and Yen and therefore its net revenue is generated in U.S. Dollars, Euro and Yen, in addition to pounds sterling. In the nine month period in 2009, 22%, 41%, 30% and 7% of Gartmore's net revenue was generated in pounds sterling, U.S. Dollars, Euro and Yen, respectively. Furthermore, a significant portion of Gartmore's expenses are denominated in currencies other than pounds sterling. In the nine month period in 2009, approximately 51% of Gartmore's total operating costs were denominated in currencies other than pounds sterling. In addition, interest costs pursuant to the Senior Credit Agreement, for example, are denominated in Euros and U.S. Dollars. Accordingly, fluctuations in exchange rates between these currencies and pounds sterling have the potential to increase or decrease the Group's profit by increasing or decreasing its reported revenue or reported expenses. The Group is also exposed to fluctuations in exchange rates where assets and liabilities are denominated in currencies other than pounds sterling, in particular, its debt of £576 million as at 30 September 2009 under the Senior Credit Agreement (see paragraph 2.5 of Part VII: ''Operating and Financial Review''). Gartmore has not entered into any hedging contracts in respect of its currency exposures. The Company believes that an appreciation of the pound sterling against the U.S. Dollar, the Euro and the Yen has the capacity to significantly reduce Gartmore's AUM, net revenue and operating profit. As a result, Gartmore's business is subject to the effects of exchange rate fluctuations with respect to any currency conversions and Gartmore's ability to hedge these risks and the cost of such hedging or its decision not to hedge could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE IS SUSCEPTIBLE TO CHANGES IN INTEREST RATES.

As at 30 September 2009, approximately £576 million of Gartmore's borrowings carried interest at floating rates. Gartmore does not currently hedge its interest rate risk but may do so in the future (see paragraph 7.4 of Part VII: ''Operating and Financial Review''). Gartmore is therefore subject to interest

rate risk resulting from fluctuations in the relevant reference rates underlying its floating rate liabilities. An increase in interest rates will increase the amount of interest payments that Gartmore will need to make in order to service its borrowings. This may adversely affect Gartmore's financial condition. Equally, if Gartmore does decide in the future to hedge its interest rate risk, there is a risk that such hedging may not be effective in eliminating all of the risks inherent in any particular position and there can be no guarantee that suitable instruments for hedging will be available at times when Gartmore chooses to use them. In addition, even if such hedging strategies are used, Gartmore may realise losses on a hedge position or it may limit Gartmore's ability to capture a gain that it would otherwise attain in the absence of a hedge. This could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE MAY BE ADVERSELY AFFECTED BY MISTAKES AND MISCONDUCT BY ITS PORTFOLIO MANAGERS AND OPERATIONAL PERSONNEL.

Gartmore's portfolio managers and other operational personnel are responsible for making day-to-day decisions about the management of Gartmore's funds and the operation of Gartmore's business, as well as implementing those decisions including by trading securities. Gartmore's employees could inadvertently make mistakes or intentionally make misrepresentations, breach investment and operational guidelines in relation to a particular fund, breach applicable laws or regulations in the course of their duties (including insider trading laws) or engage in other improper acts (such as entering fraudulent transactions on behalf of a client's account) (see paragraph 20 of Part XII: ''Additional Information on the Group'' for a discussion of ongoing investigations). The Company has systems in place designed to prevent and/or mitigate these risks (see paragraphs 4.5(d) and 4.7(d) of Part IV: ''Information on the Group'' for information on such systems); however, such systems may fail to detect or prevent such acts. Such acts by Gartmore's employees could lead to poor investment performance, direct reputational damage, regulatory action and financial costs (such as Gartmore being required, by contract or otherwise, to put clients back into the position they would have been in had the mistake or misconduct not occurred) where such costs are not covered by insurance or to other regulatory censures or restrictions both of Gartmore and the individual employee, including the suspension or withdrawal of any authorisations that the employee may require in order to perform his duties. This could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE MAY NOT BE SUCCESSFUL IN ITS GROWTH STRATEGIES AND INITIATIVES.

Gartmore will regularly enter into transactions or undertake initiatives in furtherance of its business. There are no guarantees that such transactions will complete and such initiatives will be successful. Failure to complete such transactions or the lack of success of such initiatives could result in Gartmore not being able to implement its growth strategies and initiatives. More generally, there is no guarantee that Gartmore will be successful in any of its growth strategies and initiatives such as accelerating growth in the United Kingdom retail market, expanding into other areas such as fixed income or into more complex hedge fund strategies or increasing the AUM of its alternatives business. The United Kingdom retail market is particularly competitive and Gartmore will face competition in this and other markets from other parties already operating in such markets, including those players who have larger capacity and scale than Gartmore. In addition, Gartmore may experience capacity constraints in its ability to expand. There is therefore no assurance that Gartmore will be successful in implementing such strategies and initiatives. Gartmore could incur wasted costs attempting to implement its growth strategies and initiatives and members of its business teams could be diverted away from existing business functions in its attempts to implement its growth strategies and initiatives. There is also no guarantee that portfolio managers whom Gartmore has recruited, and may in the future recruit, will generate the same track record as was generated in funds previously managed by them. In addition, failure to achieve its growth strategies and initiatives could lead to Gartmore suffering reputational damage and a loss of clients and could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE'S PROPOSED JOINT VENTURE WITH HERMES MAY NOT PROCEED AND MAY NOT PRODUCE THE EXPECTED BENEFITS.

Gartmore has entered into an agreement with Hermes, a large U.K. asset management business, to contribute its private equity business and the private equity business of Hermes into a new joint venture. This agreement is still conditional and there is no guarantee that the proposed joint venture will be

established or that if it is established it will realise the benefits in the long term expected by Gartmore. Failure to establish the proposed joint venture may lead to reputational damage as well as a withdrawal of AUM that is unlikely to be replaced. All of these events could have a material adverse effect upon Gartmore's business, growth prospects, results of operation and/or financial condition. Further, if the proposed joint venture is completed, there is no guarantee that it will be successful in developing and growing a free standing private equity investment business (see ''Gartmore may not be successful in its growth strategies and initiatives''). Further, the success of any joint venture is, in part, dependent upon the maintenance of a good working relationship between the relevant partners. Gartmore's joint venture with Hermes will be governed by an agreement containing detailed provisions regulating the relationship between the partners. These restrict the Group's ability to proceed with a disposal, acquisition, development or other action in relation to property owned by the joint venture that it might consider to be advantageous. Additionally there are a number of further costs, risks and difficulties in managing joint venture operations which can impact on the success of the arrangement. The Group does not control all decisions regarding the assets which are subject to its joint venture (including decisions to sell or retain assets) and, as a result, the joint venture may take actions that are not in the Group's best interests. Conflicts with its partner may lead to deadlock and result in the Group being unable to pursue its desired strategy or exit the arrangement other than on disadvantageous terms. If the Group were to experience difficulties with its partner, or its partner was to experience difficulties, it may have to sell its interest in the joint venture or even terminate the arrangement (if possible), which could have an adverse impact on the Group's business, growth prospects, results of operations and/or financial condition. The Group's understanding of the performance of the joint venture is also dependent on the quality of the reporting procedures of its partner. Should the partner fail to report correctly then this could affect the Group's results of operations. Depending on the terms of such arrangements, the Group may be unable to sell its interest in the arrangement at a time or at a price that is most advantageous to it, or it may be required to acquire its partner's interest when it does not want to do so. Disputes between the joint venture partners could lead to a withdrawal of AUM by clients which might be significant. Any such event described above could have a material adverse effect upon Gartmore's business, growth prospects, results of operations and/or financial condition.

COMPLEXITIES IN GARTMORE'S CORPORATE STRUCTURE MAY RESULT IN RESTRICTIONS IN THE MOVEMENT OF CASH WITHIN THE STRUCTURE.

Gartmore's corporate structure contains multiple operating entities and subsidiaries and income and expenses may not be incurred by the same entity within Gartmore. In particular, Oxford Acquisition VII Limited and Oxford U.S. Acquisition LLC pay interest charges in respect of the majority of Gartmore's debt incurred pursuant to the Senior Credit Agreement (see paragraph 5.2 of Part VII: ''Operating and Financial Review''), although neither is a trading entity and therefore neither receives any income. Accordingly, it is necessary for cash to be moved through the Group's holding structure in order to service the interest expense. Legal provisions, such as the requirement that there be sufficient reserves for the payment of dividends or for regulatory capital, or other limitations (including changes in taxation laws), could restrict the movement of cash within the Group, which could in turn affect Gartmore's ability to meet its interest and other expense repayment obligations although the Company is not currently aware of any matters which would lead to restrictions in the movement of cash. In addition, exchange rate fluctuations between the U.S. Dollar, Euro and the pound sterling could increase pressure on the movement of cash still further in the longer term (see above ''Gartmore may be affected by fluctuations in exchange rates'') as the amounts may be greater.

Failure to move cash through the holding structure could result in a default under the Senior Credit Agreement, related agreements or instruments governing the Group's debt under the Senior Credit Agreement and other expenses. If the Company were to default, this could give rise to penalty interest upon the defaulting expense or mandatory prepayment of the Senior Credit Agreement and/or equity being taken in the Company (as described above in ''Gartmore's debt agreements contain significant restrictions limiting Gartmore's flexibility in operating its business'') or other debt facilities and/or reputational damage. In addition, a failure to move cash through the holding structure could mean that the Company is unable to pay dividends as it does not have sufficient cash at the Company level to pay such dividends. All of these events could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE OPERATES IN AN EVOLVING REGULATORY ENVIRONMENT.

The heavily regulated environment in which Gartmore operates is evolving, particularly following the recent global economic crisis. Recent and proposed regulatory changes, including changes in response to the recent global economic crisis, will have an effect on the regulatory environment within which Gartmore operates. Any change in the laws and regulations governing Gartmore's business or in the interpretation or application thereof by the FSA, or regulators in other jurisdictions where Gartmore operates, or by a court or other relevant person, or an adverse outcome of a regulatory review of Gartmore or its Directors or employees could also affect the products and services which Gartmore is able to offer and/or to whom and where it may offer them or the fees it is able to charge for such products and services or may increase Gartmore's regulatory compliance costs. In addition, regulatory change could adversely affect the ability of Gartmore to retain personnel. Any of these factors could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

A recent example of this is provided by the draft European Alternative Investment Fund Managers Directive (''AIFM Directive''), published in April 2009 and amended by a Proposal from the Presidency of the Council of the European Union on 12 November 2009. As the proposed draft is currently being discussed and is the subject of ongoing consultation, it is not possible to establish with certainty what measures will be implemented as a result of these discussions and consultation. However, if the AIFM Directive as currently in draft form were to be implemented, it would result in significantly increased regulatory scrutiny of the hedge fund business in Europe and the distribution of products into Europe issued by hedge funds domiciled outside Europe. Gartmore currently acts as investment manager to and distributor of a number of funds that are domiciled in the Cayman Islands, and therefore the proposed restriction on European distribution of non-EEA domiciled funds contained in the draft AIFM Directive would have a significant impact on Gartmore's ability to distribute such hedge fund products into Europe.

In addition, regulators around the world are in consultation with various representative bodies throughout the financial services industry to ensure that employees' compensation packages reward employees over the medium to long term rather than the short term. In the United Kingdom, the FSA's Remuneration Code (which is scheduled to come into effect in January 2010) provides that employees, especially those involved in risk and compliance functions, should be awarded a higher fixed component of pay and that variable remuneration should be based on long term performance, rather than being dependent on the results of a single financial year. Initiatives discussed in the United Kingdom have been based on remuneration policies which promote effective risk management and this is likely to be the model for future policy-making. Additionally, there may be other changes in compensation packages which could adversely affect the ability of Gartmore to retain personnel (see above ''Gartmore is reliant on its ability to attract and retain key personnel''). Equally, failure by Gartmore to alter its compensation strategy to reflect any new such regulatory requirements could have an adverse effect on Gartmore's relationship with its regulators and could therefore have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE IS SUBJECT TO EXTENSIVE REGULATIONS AND BENEFITS FROM WAIVERS, APPROVALS AND EXEMPTIONS. GARTMORE MAY FAIL, OR BE HELD TO HAVE FAILED TO COMPLY WITH REGULATIONS. IN ADDITION, SUCH REGULATIONS, WAIVERS, APPROVALS AND EXEMPTIONS MAY CHANGE MAKING COMPLIANCE MORE ONEROUS.

Gartmore and its business are subject to numerous regulatory regimes, including in the United Kingdom, the United States, Germany, Japan, Spain, Luxembourg, Ireland and the Cayman Islands. The FSA is Gartmore's primary regulator. Due to the products and services offered by Gartmore in jurisdictions outside the United Kingdom, it is also subject to regulation by the SEC and the Financial Industry Regulatory Authority in the United States, the Federal Financial Supervisory Authority in Germany and the Financial Services Agency in Japan (see Part V: ''Regulatory Overview''). The withdrawal of, or an amendment to, any regulatory approval required by Gartmore or any of its Directors or employees for Gartmore's business could result in the cessation of, or an adverse change in, Gartmore's business or part thereof.

The FSA has broad regulatory powers dealing with all aspects of financial services including the authority to grant, and in specific circumstances to vary or cancel, permissions and to regulate marketing and sales practices, advertising and the maintenance of adequate financial resources. The FSA has effected greater regulatory scrutiny over the financial institutions it regulates over the past year

and it is expected that this will continue for the foreseeable future, particularly in relation to compliance with new and existing corporate governance rules, cashflows and compensation, conduct of business, anti-money laundering, anti-terrorism laws and regulations, as well as the provisions of applicable sanctions.

The FSA and other regulators have in the past and may in the future make enquiries of companies operating within their jurisdiction regarding compliance with regulations governing the conduct of business or the operation of a regulated business (including the degree and sufficiency of supervision of the business by Gartmore) and the handling and treatment of clients or conduct investigations where it is alleged that regulations (including insider trading laws) have been breached. For example, Gartmore has in the past been and is currently the subject of a number of regulatory investigations (see paragraph 20 of Part XII: ''Additional Information''). The FSA and/or other regulators could conclude that Gartmore and/or its employees have breached applicable regulations or regulatory principles and/or have not undertaken corrective action as required and commence regulatory proceedings which could result in a public reprimand to and/or fines or other regulatory sanctions being imposed upon one or more entities within the Group or any of its Directors or employees. Regulatory proceedings could result in adverse publicity or negative perceptions regarding Gartmore, restrictions on business activities and/or key personnel and/or fines and other penalties, any of which could result in a loss of AUM, as well as diverting the attention of Gartmore's management from the day-to-day management of the Group. A significant regulatory action against a member of the Group or any of its Directors or employees could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

In addition, in December 2006, various companies in the Group obtained a waiver from the FSA, effective from 1 January 2007 until 31 December 2011, from the requirement to have a minimum level of eligible group capital resources calculated on a consolidated basis. Without this waiver, the topmost EEA entity in the group, currently Oxford Acquisition 0 Limited, would be obliged to hold a minimum level of eligible capital resources calculated on a consolidated basis in accordance with the FSA rules. These rules would require Oxford Acquisition 0 Limited to deduct the goodwill arising on consolidation when calculating its eligible capital resources. Were Oxford Acquisition 0 Limited required to make such a deduction, the deduction could result in a capital resources deficit, and, accordingly, a breach of the FSA's group capital resources requirement. One condition of the waiver is that the Group must comply with an alternative group capital requirement under which the topmost EEA entity in the group must hold a minimum level of capital calculated on an unconsolidated basis. Under this approach, no deduction for goodwill is required. The FSA could revoke or not renew the waiver if the Group failed to comply with the current waiver requirements or impose additional conditions on the Group. A revocation of the FSA waiver or a failure of the FSA to renew the waiver beyond 2011 or the imposition by the FSA of additional conditions to the waiver could result in the Group failing to satisfy its group capital requirements, which could lead to increased regulatory capital requirements, which could require the Group to raise additional share capital and/or subordinated debt and/or require the Group to discontinue or to restrict its business in whole or in part (see also paragraph 1.6 of Part V: ''Regulatory Overview'' and paragraph 6 of Part VII: ''Operating and Financial Review'').

The FSA has discretion to extend the scope of its consolidated supervision with regard to regulatory capital requirements to require a non-EEA parent undertaking of Oxford Acquisition 0 Limited to comply with its rules on regulatory capital on a consolidated basis. This would result in the relevant parent undertaking needing to raise additional regulatory capital to meet the requirement and could result in the dilution of holdings of existing Shareholders due to a need to raise funding to address any capital resources shortfall.

Changes in: (i) the extent of the FSA's oversight of Gartmore's business; (ii) the FSA's interpretation or application of the current rules in respect of regulatory capital; or (iii) the Group's regulatory capital requirements (including changes to the eligibility requirements for waivers from regulatory capital requirements and/or changes to the extent of the Group entities being overseen by the FSA for regulatory capital purposes and/or increases in the amount of regulatory capital required to be held), could, in the longer term, impact upon the Company's surplus working capital and have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

With regard to the regulation of certain companies of the Group in the United States as ''investment advisers'' by the SEC and the regulation of certain of their clients as ''investment companies'', the Company has concluded that the Global Offer will not constitute an ''assignment'' (within the meaning of

the Advisers Act or the Investment Company Act) of the investment advisory contracts to which such companies are a party. See paragraph 3 of Part V: ''Regulatory Overview''. If those companies' clients, or the SEC, were to disagree with the Company's conclusion that no ''assignment'' has occurred, it could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE OPERATES IN A COMPETITIVE ENVIRONMENT.

Gartmore competes with global, national and local specialist asset management companies as well as banks and financial services companies, some of whom may have greater scale and resources than Gartmore. In addition, other competitors, due to their regulatory status, may benefit from certain regulatory or taxation benefits from which Gartmore may not benefit. The increasingly competitive environment in which Gartmore operates may result in increased pressure on revenue margins including reductions in management fee and performance fee charges currently considered to be typical across the industry, including reductions required by distributors. In addition, failure of Gartmore (and its outsourced service providers) to anticipate and respond to the demand for new services, products and technologies in a timely and cost-effective manner or to adapt its infrastructure to technological advancements and changing standards could adversely affect its ability to compete. Failure by Gartmore to compete effectively in this environment may result in the loss of existing clients, and of opportunities to capture new business, each of which could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE MAY EXPERIENCE CONFLICTS OF INTEREST BETWEEN FUNDS IT MANAGES.

Gartmore manages certain funds on a side-by-side basis, whereby the same portfolio manager or team manages several funds or accounts with similar investment strategies. A long-only fund may be managed by the same portfolio manager or team as an alternative fund and, as the alternative fund fee structure typically provides higher remuneration to portfolio managers, there is potential for the portfolio manager to be incentivised to devote more time to, or to allocate or alternate investments on a preferential basis into, the alternative funds. Consequently, Gartmore may suffer reputational damage or potential regulatory liability if its procedures and systems to detect such conflicts of interest fail or it fails to deal appropriately with conflicts of interest which may have a material adverse impact on Gartmore's business, growth prospects, results of operations and/or financial condition (see also paragraph 4.5(d) of Part IV: ''Information on the Group'').

GARTMORE MAY EXPERIENCE DAMAGE OR DISRUPTION TO ITS BUSINESS OPERATIONS AND SYSTEMS.

Gartmore's business operations, information systems and processes are vulnerable to damage or interruption from fires, floods, power loss, telecommunication failures, bomb threats, explosions or other forms of terrorist activity and other natural and man-made disasters. These operations and systems may also be subject to sabotage, vandalism, theft and similar misconduct. In particular, information technology infrastructure is a critical part of Gartmore's business, and Gartmore would be unable to properly conduct its business if such systems were to fail or be severely impeded. The same risks apply to the outsourced service providers on which Gartmore depends. See also above ''Gartmore is reliant on outsourcing arrangements and may experience disruption or failure of services provided by such outsourcing arrangements or because of the transition of such outsourcing arrangements''.

Gartmore's core businesses have in place disaster recovery plans covering current business requirements, which have been tested and are considered adequate. Suppliers of administration and middle and other back office and support functions, including HSBC, have disaster recovery plans and business continuity plans, however, such disaster recovery plans may prove to be inadequate.

Although Gartmore maintains insurance cover that includes property damage and business interruption cover up to an amount of £30 million globally, a claim under the insurance policy may not be available in every case, and the loss resulting from a loss of business continuity may exceed the policy limit. For the reasons above, a loss of business continuity could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE MAY BE SUSCEPTIBLE TO CRIME.

Gartmore may be susceptible to various forms of crime including theft, money laundering or fraud. In the event that Gartmore experienced such crime, Gartmore could suffer losses from such activities and/or incur fines and/or damage to its reputation which could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE MAY HAVE DIFFICULTY IN OBTAINING FURTHER CREDIT OR SECURING ATTRACTIVE TERMS FOR THE REFINANCING OF CREDIT.

Gartmore may be required to refinance borrowings from time to time or to obtain further borrowings in the longer term. A number of factors (including conditions in the credit market and general economic conditions) may make it difficult for Gartmore to obtain such financing on attractive terms or even at all. If Gartmore's borrowings become more expensive, then the Company's profits would be adversely affected. If Gartmore in the longer term is not able to obtain new financing at all, it may not be able to pursue certain activities it wishes to pursue which may have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE MAY SUFFER DAMAGE TO ITS REPUTATION.

Gartmore's reputation is one of its most important assets. Its relationships with institutional investors and other significant market participants are very important to its business. Any deterioration in the market perception of Gartmore, including pursuant to the loss of key personnel or poor investment performance, could lead to a loss of business or a failure to win new business. Gartmore's reputation could be damaged by factors such as litigation, regulatory action, misconduct, operational failures, mismanagement, breach of data protection legislation in relation to client data, fraud (by employees or by third parties), failure to satisfy fiduciary responsibilities, negative publicity or press speculation (whether or not valid) or a simple deterioration in Gartmore's performance. These issues could also arise in respect of sub-advisors that manage Gartmore-branded funds, over whom the Company has limited control. Damage to Gartmore's reputation as a result of these or other factors could have a material adverse effect on its business, growth prospects, results of operations and/or financial condition.

EMPLOYEES OF GARTMORE WHO ARE SHAREHOLDERS AND HELLMAN & FRIEDMAN MAY SEEK TO EXERT SIGNIFICANT INFLUENCE OVER THE OUTCOME OF MATTERS RELATING TO GARTMORE'S BUSINESS.

Following Admission, employees of Gartmore who are shareholders and interests of persons related to them are expected to collectively own approximately 21.37%, of the Ordinary Shares of the Company, and the Hellman & Friedman Fund Vehicles are expected to own a significant number of Ordinary Shares of the Company (including Ordinary Shares they are entitled to have retransferred to them under stock lending arrangements) (see paragraphs 12 and 16 of Part XII: ''Additional Information''). Accordingly, these shareholders will be in a position and may seek to exert significant influence over the outcome of matters relating to Gartmore, including appointments to the Board of Directors and the approval of significant change-of-control and other transactions. The interests of these shareholders may be different from the interests of the Company or the Company's other shareholders. In addition, this control may have the effect of making certain transactions more difficult without the support of these shareholders and may have the effect of delaying or preventing an acquisition or other change in control of the Company.

FUNDS MANAGED BY GARTMORE MAY EXPERIENCE LOSSES ASSOCIATED WITH THEIR USE OF LEVERAGE OR MAY NOT BE ABLE TO ACCESS NECESSARY LEVERAGE IN ORDER TO EXECUTE THEIR STRATEGY.

Funds managed by Gartmore may use leverage by borrowing on the account of the funds on a secured and/or unsecured basis and pursuant to repurchase arrangements and/or deferred purchase agreements. Leverage can also be employed in a variety of other ways including margining (that is, depositing with a broker a portion of the purchase price for investments in the form of cash or securities and borrowing the balance of the purchase price) and the use of futures, warrants, options and other derivative products. Generally, leverage is used with the intention of increasing the overall level of investment in a fund. Higher investment levels may offer the potential for higher returns. The corollary of this, however, is that it exposes investors to increased risk as leverage can increase the fund's market exposure and volatility and magnify the impact of any loss. For instance, a purchase or sale of a

leveraged investment may result in losses in excess of the amount initially deposited as margin for the investment. This increased market exposure and volatility could have a material adverse effect on the return of the funds. In addition, certain funds that Gartmore manages, such as those which use quantitative strategies, rely upon leverage in order to execute their strategies. An inability of such funds to be able to obtain sufficient leverage may negatively impact upon the performance of such funds, (see above ''The funds that Gartmore manages may experience poor investment performance''). Any of these factors could impact upon the level of Gartmore's AUM and the management and performance fees it receives and accordingly may have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE MAY SUFFER PAYMENT DEFAULT BY THIRD PARTIES.

Management fee and performance fee income earned by Gartmore is reflected in the fund's net asset values periodically and received directly from third parties such as funds managed by Gartmore and customers for Gartmore products. Gartmore is also the beneficiary of certain indemnities from its former parent, Nationwide. Gartmore also purchases and sells shares in certain funds to and from clients and advances money to settle trades in fund shares where settlement is overdue. Gartmore is therefore subject to the risk of payment default by these third parties, including due to insolvency, other liquidity issues, or in the case of sales of fund shares or money advanced to settle fund shares, an unwillingness to pay due to a loss of value of the shares. In addition, members of the Group also regularly place monies on deposit during which time the Group will be at risk of loss upon the default of the institutions which hold such monies. The consequential loss of fee income and/or amounts payable under any indemnity and/or settlement funds could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE MAY HAVE INADEQUATE INSURANCE TO PROTECT IT AGAINST LOSSES IT MAY SUFFER.

Gartmore's businesses entail the risk of liability related to litigation from clients or third party service providers and actions taken by regulatory agencies which may not be covered by insurance. Specifically, there is a risk that claims may arise in relation to damage resulting from its employees and service providers' operational errors or negligence, or misconduct or misrepresentation by its portfolio managers and other operational personnel. There can be no assurance that a claim or claims will be covered by insurance or, if covered, will not exceed the limits of available insurance coverage, or that any insurer will remain solvent and will meet its obligations to provide Gartmore with coverage, or that insurance coverage will continue to be available with sufficient limits at a reasonable cost. Renewals of insurance policies may expose Gartmore to additional costs through higher premiums or the assumption of higher deductibles or co-insurance liability. The future costs of maintaining insurance cover or meeting liabilities not covered by insurance could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

GARTMORE HAS DIRECT FUNDING OBLIGATIONS IN RESPECT OF ITS CLOSED DEFINED BENEFIT PENSION SCHEME.

Gartmore supports a defined benefit scheme for its U.K. employees, which was closed to future accruals in August 2006 and replaced with a defined contribution scheme run by Standard Life (see paragraph 11 of Part XII: ''Additional Information''). A valuation of the defined benefit scheme as at 31 December 2008 is currently being conducted but has yet to be finalised between the trustee of the defined benefit scheme and members of the Group who are participating employers in the defined benefit scheme. The trustee of the defined benefit scheme has indicated, based on certain actuarial assumptions, that the defined benefit scheme was in deficit of £9.9 million as at 31 December 2008 (and has subsequently updated those figures to £3.3 million as at 30 September 2009). Following finalisation of the valuation of the defined benefit scheme, members of the Group, as participating employers in the defined benefit scheme and pursuant to a memorandum of understanding, with amongst others the trustee of the defined benefit scheme, may be required to make future contributions to clear any deficit in the defined benefit scheme (see paragraph 16 of Part XII: ''Additional Information''). In addition, changing demographic trends in the population of the United Kingdom indicating an increase in longevity and/or significant changes to the levels of the financial markets affecting credit generally and/or the reform of the regulations that apply to pensions could lead to a deterioration in the defined benefit scheme's financial position in the future and more onerous funding obligations for members of the Group. This

increased funding requirement could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

THE FUNDS THAT GARTMORE MANAGES ARE SUBJECT TO COUNTERPARTY RISK.

The funds that Gartmore manages are subject to counterparty risk between trade date and settlement date for equity and bond trades. They are subject to counterparty risk on an on-going basis for contracts for difference, participatory note and over-the-counter derivative trades. In addition, counterparties hold margin cash balances from the funds which may not be held on a segregated basis from the counterparties' own funds. Alternative funds with prime brokers do not always have client money protection on excess cash balances. Losses may arise in these funds if such counterparties default in their obligations or become insolvent and in such case the funds may only rank as unsecured creditors. Consequently, a default by the counterparties of the funds that Gartmore manages may impact upon AUM and therefore the management and performance fees payable to Gartmore. This could therefore have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

Risks Relating to Taxation

GARTMORE MAY EXPERIENCE ADVERSE CHANGES IN TAXATION LAW OR PRACTICE, OR A CHANGE IN THE APPEAL OF INVESTMENTS AS A RESULT OF SUCH CHANGES, AND ADVERSE CHANGES IN ACCOUNTANCY PRACTICE.

Adverse changes in taxation laws (including changes to rates of taxation and the introduction of new rules) and adverse changes in the interpretation and application of existing taxation laws by courts or taxation authorities could adversely affect Gartmore's business, results of operations and/or financial condition. For example, certain jurisdictions have, either by law or practice, not sought to treat any of Gartmore's offshore hedge funds as having taxable permanent establishments in those jurisdictions by reason of investment management activities conducted by fund managers in those jurisdictions on behalf of such funds. If a fund manager in such a jurisdiction were to be regarded as a permanent establishment in that jurisdiction of an offshore fund, the fund would become subject to tax in that jurisdiction in respect of profits derived from the activities of the fund manager. Adverse changes in law or practice in the applicable jurisdictions (principally, the U.K. and Japan) could therefore lead to certain of the offshore funds managed by Gartmore incurring substantial tax liabilities. Furthermore, changes in taxation law and practice can affect investment behaviour and can make particular types of investment product either more or less appealing and could result in the withdrawal by clients of AUM or the failure by potential investors to invest in an investment product.

Adverse changes in accountancy practice could also adversely affect Gartmore's business, results of operations and/or financial condition. In particular, any changes in accounting practice resulting in Gartmore being required to recognise currency movements on non-sterling borrowings in its accounts could mean that such movements (which currently are tax neutral) become taxable or tax deductible.

Any such adverse changes, or changes in the appeal of certain investments, could have a material adverse affect on Gartmore's business, growth prospects, results of operations and/or financial condition.

THE TAXATION PROVISIONS IN THE GROUP'S ACCOUNTS MAY BE INSUFFICIENT OR GARTMORE MAY NOT BE ABLE TO RECOVER DEFERRED TAX ASSETS RECORDED IN SUCH ACCOUNTS.

The Group's accounts contain certain provisions for estimated future taxation liabilities. Those tax provisions may be insufficient to cover the Group's future tax liabilities. In addition, deferred tax assets recorded in the accounts may not be recoverable, in particular if the relevant timing differences unwind in an accounting period when the Group is loss-making.

Any such insufficiency of a tax provision could mean that the Group's accounts understate the liabilities of the Group, and any failure to recover a deferred tax asset could lead to an obligation on Gartmore to fund additional taxes, which could have a material adverse affect on Gartmore's business, growth prospects, results of operations and/or financial condition.

THE GROUP'S TAXATION PRACTICES MAY BE CHALLENGED.

Various aspects of taxation law are open to interpretation and have required certain members of the Group to make certain judgments when filing taxation returns. In some cases, the applicable taxation authorities may be able to challenge the interpretations given by the applicable members of the Group. In particular:

- HMRC could challenge the basis on which losses have been surrendered between companies that are treated as members of a U.K. group relief group for U.K. corporation tax purposes;
- HMRC could challenge certain share incentive and other compensation arrangements employed by members of the Group, including the amount of tax withheld on incentive payments and the tax treatment of amounts paid to offshore trusts on behalf of staff working in overseas locations;
- HMRC could challenge the input tax recovery methodology of the U.K. VAT group, leading to increased VAT expense;
- the taxation authorities in the United Kingdom, the United States and Japan could challenge the transfer pricing arrangements between members of the Group that are resident for tax purposes in those jurisdictions; and
- members of the Group are currently filing voluntary disclosure agreements in certain U.S. states, where they have not previously filed and such taxation authorities in those states could challenge such agreements or the fact that members of the Group have not previously filed.

Any such challenge could lead to an obligation on the relevant member (or members) of the Group to fund additional taxes, which could have a material adverse effect on Gartmore's business, growth prospects, results of operations and/or financial condition.

Risks Relating to Cayman Islands Incorporation

SHAREHOLDERS OF A CAYMAN ISLANDS INCORPORATED COMPANY MAY NOT HAVE THE SAME PROTECTIONS (INCLUDING PROTECTIONS AGAINST TAKEOVERS) WHICH ARE EQUIVALENT TO SHAREHOLDERS OF A COMPANY INCORPORATED IN ENGLAND.

As the Company is incorporated in the Cayman Islands it is subject to the laws of that jurisdiction. The U.K. Companies Act 2006 does not apply to the Company and Cayman Islands law does not provide identical shareholder protections to those contained in the U.K. Companies Act 2006. Set out below is a description of certain differences between companies incorporated in England and the Cayman Islands:

(i) *Pre-emption rights*—Shareholders do not have statutory pre-emption rights under the Companies Law of the Cayman Islands (the ''Companies Law'') over further issues of shares in the Company. Certain restrictions on the ability of the Company's Directors to allot shares are contained in the Company's Articles, which may be amended by a special resolution of shareholders.

(ii) *Takeovers*—Cayman Islands companies law does not contain provisions similar to those in the City Code which oblige a person or persons acquiring at least 30% of voting rights in a company to which the City Code applies to make an offer to acquire the remainder of the shares in such company. The Company's Articles incorporate provisions similar to those contained in the City Code (in particular, Rule 9) but may be amended by a special resolution of the shareholders. The Company's shares are subject to the compulsory acquisition (''Squeeze Out'') provisions set out in section 88 of the Companies Law. Under these provisions, any offeror making a takeover offer which, within four months of making the offer, has been approved by the holders of not less than 90% in value of the shares to which the offer relates, is entitled to acquire compulsorily from dissenting shareholders those shares which have not been acquired or contracted to be acquired on the same terms as under the offer.

(iii) *Disclosure of interests in shares*—The rules on disclosure by shareholders of interests in a company under the Disclosure Rules and Transparency Rules of the FSA and under sections 793 and related sections of the U.K. Companies Act 2006 are not applicable to the Company. Under the Companies Law, shareholders are not obliged to disclose their interests in the Company in the same way as shareholders of a company governed by the U.K. Disclosure Rules and Transparency Rules and the U.K. Companies Act 2006. The Company intends to implement similar arrangements to those set out in the U.K. Companies Act 2006 pursuant to the Deed Poll executed by the Depository, but there is no guarantee that they will be able to do so. In addition, the Company's Articles incorporate

provisions relating to disclosures of interests in the Company, but these may be amended by a special resolution of the shareholders. For further information on the rules of disclosure by shareholders of interests see paragraph 5 of Part XII: ''Additional Information''.

Risks Relating to the Ordinary Shares

THE VALUE OF THE ORDINARY SHARES MAY DECREASE AS WELL AS INCREASE.

Following Admission, it is likely that the price of the Ordinary Shares will fluctuate and may not always accurately reflect the underlying value of the Group's businesses. The value of the Ordinary Shares may decrease as well as increase and investors may realise less than the original sum invested. The price that investors may realise for their holdings of Ordinary Shares, when they are able to do so, may be influenced by a large number of factors including the possibility that the market for the Ordinary Shares is less liquid than for other equity securities and that the price of the Ordinary Shares is relatively volatile.

THERE ARE NO GUARANTEES THAT THE COMPANY WILL PAY DIVIDENDS OR THE LEVEL OF ANY SUCH DIVIDENDS.

Gartmore's results of operations could fluctuate and the ability of the Company to pay dividends is dependent on, amongst other things, its achieving sufficient profits. The Company might not pay dividends if the Directors believe this would cause any Group member to be less than adequately capitalised (including taking into account any regulatory restrictions that may be applicable), or if for any other reason the Directors conclude it would not be in the best interests of the Company. Future dividends will depend on, amongst other things, Gartmore's future profits, financial position, regulatory capital requirements, accounting changes, general economic conditions and other factors that the Directors deem significant from time to time. There can be no assurance that Gartmore will pay dividends or if it does pay dividends, regarding the amount of such dividends and consequently therefore Shareholders may not receive their anticipated income stream.

THERE IS NO ASSURANCE THAT AN ACTIVE TRADING MARKET WILL DEVELOP.

As there has been no public trading market for the Ordinary Shares, there can be no assurance that an active trading market will develop or, if one does develop, that it will be maintained.

THE AVAILABILITY OF ORDINARY SHARES FOR FUTURE SALE COULD DEPRESS THE SHARE PRICE.

Following Admission, the Directors and Individual Shareholders (subject to any vesting) will be interested in approximately 22.88% in aggregate of the Ordinary Shares of the Company and the Hellman & Friedman Fund Vehicles will own a significant number of the Ordinary Shares of the Company (including Ordinary Shares they are entitled to have retransferred to them under stock lending arrangements in connection with the Global Offer) (see paragraph 12 of Part XII: ''Additional Information''). Such Ordinary Shares will be subject to various lock-up arrangements (see paragraph 11 of Part VI: ''Details of the Global Offer''), for differing periods but no more than up to the publication of the Company's 2012 annual results in 2013. There is no requirement on the Individual Shareholders (subject to any vesting) or the Hellman & Friedman Fund Vehicles to retain those Ordinary Shares which are no longer subject to the lock-up and any of them may decide to sell any or all of such Ordinary Shares. The Company is unable to predict when and if substantial numbers of these existing Ordinary Shares, in addition to those Ordinary Shares available in the Global Offer, will be sold in the open market following such releases. Any such sales, or the perception that such sales might occur, could result in a material adverse effect on the market price of the Ordinary Shares.

PART III: ADMINISTRATION, ADVISERS AND PRESENTATION OF INFORMATION

GLOBAL OFFER STATISTICS

Offer Price Range per Ordinary Share[1]	250p to 330p
Number of Ordinary Shares being offered in the Global Offer[2][4]	137,931,034
— Ordinary Shares already in existence as at the date of this Prospectus	180,000,000
— New Ordinary Shares[3]	96,551,724
Percentage of the enlarged issued ordinary share capital in the Global Offer[2][4]	49.9%
Maximum number of Ordinary Shares subject to the Over-allotment Option[2]	20,689,655
Number of Ordinary Shares in issue following the Global Offer[3]	276,551,724
Market capitalisation of the Company at the Offer Price[3]	£802 million
Estimated net proceeds of the Global Offer receivable by the Company[5]	£265 million
Estimated net proceeds receivable by the Selling Shareholders after expenses[6] (assuming no exercise of the Over-allotment Option)	£116 million
Estimated net proceeds receivable by the Selling Shareholders after expenses (assuming the Over-allotment Option is exercised in full)[6]	£174 million

(1) The Offer Price may be set within, above or below, the Offer Price Range. To the fullest extent permitted by law, applications received under the Institutional Offer and the Intermediary Offer are irrevocable and are based on the amount the applicant wishes to invest and not the number of Ordinary Shares or the Offer Price. It is expected that the Pricing Statement containing the Offer Price and the number of Ordinary Shares which are the subject of the Global Offer will be published on or about 11 December 2009. Further details of the Global Offer are contained in Part VI: ''Details of the Global Offer''.

(2) Assuming aggregate proceeds from the Global Offer of approximately £400 million and an Offer Price at the mid-point of the Offer Price Range.

(3) Assuming that the Company raises gross primary proceeds of £280 million and an Offer Price at the mid-point of the Offer Price Range.

(4) Assuming no exercise of the Over-allotment Option.

(5) Net proceeds receivable by the Company are stated after deduction of underwriting commissions and other estimated fees and expenses of the Global Offer (including VAT) of £15 million.

(6) Net proceeds receivable by the Selling Shareholders are stated after deduction of underwriting commissions (including VAT) of £3.9 million (£5.8 million if the Over-allotment Option is exercised in full).

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Time and date
Announcement of Offer Price Range	by 4 December 2009
Price Range Prospectus published	4 December 2009
Latest time and date for receipt of completed application form by the Intermediary in respect of the Intermediary Offer[(1)]	1.00 p.m. on 9 December 2009
Latest time and date for receipt of indications of interest from institutional investors under the Institutional Offer	5.00 p.m. on 10 December 2009
Announcement of the results of the Global Offer through a Regulatory Information Service announcement and notification of allocations	11 December 2009
Publication of the Pricing Statement containing the Offer Price	11 December 2009
Conditional dealings in Ordinary Shares expected to commence on the London Stock Exchange[(1)]	8.00 a.m. on 11 December 2009
Admission and expected commencement of unconditional dealings in Ordinary Shares on the London Stock Exchange[(2)]	8.00 a.m. on 16 December 2009
CREST accounts to be credited in respect of Depository Interests	8.00 a.m. on 16 December 2009
Dispatch of definitive share certificates (where applicable)[(3)]	before 23 December 2009

Each of the times and dates in the timetable set forth above is subject to change without further notice. References to a time of day are to London Time.

It should be noted that if Admission does not occur, all conditional dealings will be of no effect and any such dealings will be at the sole risk of the parties concerned.

(1) This date is indicative only and may, in the discretion of the Joint Global Co-ordinators (with the agreement of the Company), be subject to change.

(2) Or as soon as practicable thereafter. No temporary documents of title will be issued.

(3) Or as soon as practicable thereafter.

DIRECTORS, SECRETARY, REGISTERED OFFICE AND HEAD OFFICE

Directors	Andrew Skirton (Chairman) Jeffrey Meyer (Chief Executive Officer) Keith Starling (Chief Financial Officer) David Barclay (Senior Independent Non-Executive Director) David Lindsell (Independent Non-Executive Director) Patrick Healy (Non-Executive Director) Blake Kleinman (Non-Executive Director)
Company Secretary	Dean Clarke
Registered Office	Walker House 87 Mary Street George Town Grand Cayman KYI-9005 Cayman Islands
Principal Place of Business and Business Address of the Directors	Gartmore House 8 Fenchurch Place London EC3M 4PB
Sponsors, Joint Global Co-ordinators and Bookrunners	Merrill Lynch International Merrill Lynch Financial Centre Two King Edward Street London EC1A 1HQ
	Morgan Stanley & Co. International plc 25 Cabot Square London E14 4QA
	UBS Limited 1 Finsbury Avenue London EC2M 2PP
Bookrunner	Citigroup Global Markets Limited Citigroup Centre 33 Canada Square Canary Wharf London E14 5LB
Co-Lead Manager	Fox-Pitt, Kelton Limited 25 Copthall Avenue London EC2R 7BP
Financial Advisers	Ondra LLP City Tower 40 Basinghall Street London EC2V 5DE
Legal Advisers to the Company as to English and U.S. Law	Freshfields Bruckhaus Deringer LLP 65 Fleet Street London EC4Y 1HS
Legal Advisers to the Company as to Cayman Islands Law	Walkers 6 Gracechurch Street London EC3V 0AT
Legal Adviser to the Sponsors, Joint Global Co-ordinators, Bookrunners and Co-Lead Manager as to English and U.S. Law	Linklaters LLP One Silk Street London EC2Y 8HQ

Auditors to the Company and Reporting Accountants	KPMG Audit Plc 8 Salisbury Square London EC4Y 8BB Registered to carry out audit work by the Institute of Chartered Accountants in England & Wales
Registrar	Capita Registrars (Guernsey) Limited Longue Hougue House St Sampson Guernsey GY2 4JN
Depository	Capita IRG Trustees Limited Regulated Business The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

PRESENTATION OF INFORMATION

1. CONTENTS AND DISTRIBUTION OF THE PROSPECTUS

Recipients of this Prospectus are authorised to use it solely for the purpose of considering an investment in the Ordinary Shares and may not reproduce or distribute this Prospectus, in whole or in part, and may not disclose any of the contents of this Prospectus or use any information herein for any purpose other than considering an investment in the Ordinary Shares. Such recipients of this Prospectus agree to the foregoing by accepting delivery of this Prospectus.

Investors should rely only on the information in this Prospectus. No person has been authorised to give any information or to make any representations other than those contained in this Prospectus in connection with the Global Offer and, if given or made, such information or representations must not be relied upon as having been authorised by or on behalf of the Company, the Directors, the Selling Shareholders or the Managers.

No representation or warranty, express or implied, is made by any Manager or selling agent as to the accuracy or completeness of such information, and nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation by any Manager or selling agent as to the past, present or future. Without prejudice to any obligation of the Company to publish a supplementary prospectus pursuant to Section 87G of FSMA and paragraph 3.4.1 of the Prospectus Rules, neither the delivery of this Prospectus nor any subscription or sale made under this Prospectus shall, under any circumstances, create any implication that there has been no change in the business or affairs of the Company or the Group taken as a whole since the date hereof or that the information contained herein is correct as of any time subsequent to its date.

The contents of this Prospectus should not be construed as legal, financial, business or tax advice. Each prospective investor should consult his or her own legal adviser, financial adviser or tax adviser for legal, financial, business or tax advice in relation to any purchase or proposed purchase of Ordinary Shares.

In connection with the Global Offer, the Managers and any of their affiliates, acting as investors for their own accounts, may subscribe for or purchase Ordinary Shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Ordinary Shares and other securities of the Company or related investments in connection with the Global Offer or otherwise. Accordingly, references in this Prospectus to the Ordinary Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Managers and any of their affiliates acting as investors for their own accounts. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

In connection with the Global Offer and on an ongoing basis, funds managed by the Gartmore Group, may subscribe for or purchase Ordinary Shares and such funds may retain, purchase, sell, offer to sell or otherwise deal for the account of such funds in such Ordinary Shares or related investments in connection with the Global Offer or otherwise on an ongoing basis. Accordingly, references in this Prospectus to the Ordinary Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, any funds managed by Gartmore. Unless contrary to legal or regulatory obligations any dealing for the account of funds managed by Gartmore may take place at any time (including during periods when directors and others are prevented from dealing). There will be no disclosure of the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations.

In connection with the Global Offer, UBS Limited (the ''Stabilising Manager'') or any of its agents may (but will be under no obligation to), to the extent permitted by applicable law, over-allot up to a maximum of 15% of the total number of Ordinary Shares comprised in the Global Offer or effect other stabilisation transactions with a view to supporting the market price of the Ordinary Shares in each case at a higher level than that which might otherwise prevail in the open market. Such stabilising measures may only be taken during the period from the date of adequate public disclosure of the final price of the Ordinary Shares and, if begun, may be ended at any time but must end no later than 30 calendar days thereafter. Such transactions may be effected on the London Stock Exchange, over-the-counter market or otherwise. There is no obligation on the Stabilising Manager or any of its agents to effect stabilising transactions and there is no assurance that such transactions will be undertaken. Such stabilisation, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilise the market price of the Ordinary Shares above the Offer Price without prior notice save as

required by law or regulation. It is not intended that the Stabilising Manager or any of its agents will publicly disclose, save as required by law, the extent of any over-allotments and/or stabilisation transactions conducted in relation to the Global Offer.

In connection with the Global Offer, the Over-allotment Shareholders have granted to UBS Limited, on behalf of the Managers, the Over-allotment Option, which is exercisable in whole or in part, upon notice by the Joint Global Co-ordinators and Bookrunners, on behalf of the Managers, for the period from the commencement of conditional trading of the Ordinary Shares on the London Stock Exchange and ending 30 calendar days thereafter. Pursuant to the Over-allotment Option, the Joint Global Co-ordinators and Bookrunners may require the Over-allotment Shareholders to sell additional Ordinary Shares at the Offer Price to cover short positions resulting from over-allocations, if any, made in connection with the Global Offer or from sales of Ordinary Shares effected by the Stabilising Manager during the stabilising period. Any Ordinary Shares sold by the Over-allotment Shareholders following exercise of the Over-allotment Option will rank *pari passu* in all respects with the Ordinary Shares including for all dividends and other distributions declared, made or paid on the Ordinary Shares, will be purchased on the same terms and conditions as the Ordinary Shares being issued and sold in the Global Offer and will form a single class for all purposes with the Ordinary Shares.

The Ordinary Shares are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

None of the Company, the Directors, the Selling Shareholders or the Managers is making any representation to any offeree, subscriber or purchaser of the Ordinary Shares regarding the legality of an investment by such offeree or purchaser.

The distribution of this Prospectus and the offer of the Ordinary Shares in certain jurisdictions may be restricted by law. No action has been or will be taken by the Company, the Selling Shareholders, or the Managers to permit a public offering of the Ordinary Shares or to permit the possession or distribution of this Prospectus (or any other offering or publicity materials or application form(s) relating to the Ordinary Shares) in any jurisdiction (other than the United Kingdom) where action for that purpose may be required. Accordingly, neither this Prospectus nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities law of any such jurisdictions. The Global Offer and sale of Ordinary Shares and the distribution of this Prospectus are subject to the restrictions set out in paragraph 12 of Part VI: ''Details of the Global Offer''.

Prior to making any decision as to whether to invest in Ordinary Shares, prospective investors should read this Prospectus in its entirety. In making an investment decision, prospective investors must rely upon their own examination, analysis and enquiries of the Company and the terms of this Prospectus, including the merits and risks involved.

2. PRESENTATION OF FINANCIAL AND OTHER INFORMATION

In this Prospectus, the terms ''Group'' and ''Gartmore'' refer to the Company and its consolidated subsidiaries. Control by the Company is normally evidenced when the Company owns, either directly or indirectly, more than 50% of the voting rights of a company's share capital or is able to govern the financial and operating policies so as to benefit from its activities.

Unless otherwise indicated, financial information in this Prospectus has been prepared on the basis set out in Note 1 of the Consolidated Financial Statements in Part VIII: ''Accountant's Report and Historical Financial Information'' on page 128 of this Prospectus. IFRS differ in certain significant respects from U.S. GAAP. Investors should seek their own advice on the differences between IFRS and U.S. GAAP.

The consolidated financial information included in this Prospectus relates to Gartmore Group Limited (currently registered as Hellman & Friedman Acquisition III Limited) and that of Oxford Acquisition 0 Limited. On 29 September 2006, Oxford Acquisition III Limited, an indirect subsidiary of Oxford Acquisition 0 Limited, acquired the Gartmore operating entities pursuant to the Buyout. Oxford Acquisition 0 Limited was wholly owned by Oxford Partners (U.K.), L.P.. On 17 May 2007, a restructuring

took place whereby Hellman & Friedman Acquisition III Limited issued its own shares to Oxford Partners (U.K.), L.P. in return for all of the issued share capital in Oxford Acquisition 0 Limited. Consequently reverse acquisition accounting principles have been applied in the preparation of the Company's consolidated financial information dating back to a period prior to the Company's incorporation (see Note 1 of ''Part VIII: Accountant's Report and Historical Financial Information'').

The audited consolidated financial information with respect to the Company for the period from 29 September 2006 to 31 December 2006 (also referred to as ''the three months to 31 December 2006'')[(1)], the years ended 31 December 2007 and 31 December 2008 and the nine months ended 30 September 2009 (also referred to as ''the nine month period in 2009'') and unaudited consolidated financial information for the nine months ended 30 September 2008 (also referred to as ''the nine month period in 2008'') contained in Part VIII: ''Accountant's Report and Historical Financial Information'' has been prepared in accordance with IFRS. The consolidated financial information for the nine months ended 30 September 2008 has not been audited. Unless otherwise indicated, financial information set out in the summary of this Prospectus has been extracted without material adjustment from the financial information set out in Part VIII: ''Accountant's Report and Historical Financial Information''.

The non-financial operating data included in this Prospectus and data relating to Gartmore's AUM have been extracted without material adjustment from the management records of the Group and are unaudited. AUM data contained in the management records of the Group have been sourced from third parties who administer AUM on behalf of the funds managed by the Group. Data in respect of funds currently managed by Gartmore but dating back prior to 29 September 2006 relate to such funds as managed by entities acquired by Oxford Acquisition III Limited as part of the Buyout.

Save as otherwise stated, AUM stated as being held on behalf of ''Segregated Mandates'' do not include such AUM held for institutional clients invested in Gartmore's mutual funds. In addition to including AUM invested in Gartmore's pooled hedge funds, alternative fund AUM also include assets held in managed accounts where Gartmore has a segregated account for a particular client, where such accounts follow an alternatives strategy. In addition, AUM for Gartmore's private equity clients, which is included in segregated mandates, are only counted as forming part of the total AUM of Gartmore where they are capable of generating management fees.

Certain figures contained in this Prospectus, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum of the numbers in a column or a row in tables contained in this Prospectus may not conform exactly to the total figure for that column or row.

Performance of investment funds is often measured by reference to average weighted peer group rankings, see paragraph 4.4 of Part IV: ''Information on the Group''. By their nature such rankings vary from day-to-day, or as frequently as they are published. A particular fund's ranking may vary as a result of external factors, such as the termination or amalgamation of third party funds. In preparing this Prospectus, performance rankings have been taken as at 30 September 2009, except as otherwise set out in this Prospectus.

This Prospectus provides certain indicative shareholdings immediately prior to and following Admission. Where applicable, these shareholdings are based on the following assumptions:

- Completion of the steps detailed in paragraph 3 of Part XII: ''Additional Information'';
- The Company has 180,000,000 Ordinary Shares in issue immediately prior to Admission and issues 96,551,724 Ordinary Shares on Admission at a price of 290p per share (the mid-point of the Offer Price Range for Ordinary Shares to be offered in the Global Offer) so as to raise gross proceeds of £280 million. The number of Ordinary Shares held by the Hellman & Friedman Fund Vehicles and the Individual Shareholders will depend on the value of the Company at Admission and will only be finally known once the Offer Price has been determined;
- There is no exercise of the Over-allotment Option; and
- Each Individual Shareholder decides to sell the maximum permitted percentage of their Ordinary Shares under the Global Offer or the percentage that they have individually indicated they will sell (within such limit). The number of shares which Individual Shareholders may sell in the Global Offer

(1) As explained in Note 1 to the historical financial information included in Part VIII: ''Accountant's Report and Historical Financial Information'', for accounting purposes the Group commenced trading on 29 September 2006 and the historical financial information for the period from incorporation on 17 May 2006 to 31 December 2006 therefore includes the results of three months' trading only from 29 September 2006 to 31 December 2006.

is subject to an aggregate limit of 25% of their aggregate holdings as at the date of the Prospectus. Individuals' maximum limits vary but none exceeds 30%, save for one person with a pre-Admission interest of 430,975 Ordinary Shares (0.16% post primary)—expected post-Admission interest 230,432 (0.08%), who has been permitted to exceed this limit to meet local tax requirements.

3. CURRENCIES

In this Prospectus references to ''pounds sterling'', ''£'', ''pence'' or ''p'' are to the lawful currency of the United Kingdom, references to ''U.S. Dollars'', ''U.S.$'', ''$'', ''cents'' or ''c'' are to the lawful currency of the United States of America, references to ''Euro'' or ''€'' are to the single currency of those relevant adopting member states of the European Union, and references to ''Yen'' are to the lawful currency of Japan.

The Offer Price will be stated in pounds sterling.

Unless otherwise indicated, the financial information contained in this Prospectus has been expressed in pounds sterling. In addition, solely for convenience, this Prospectus contains translations of pounds sterling AUM to U.S. Dollars in respect of the alternative funds at specified rates (as metrics related to alternative funds are typically expressed in U.S. Dollars in the asset management industry). The functional currency of the Company is pounds sterling, as is the reporting currency of the Group. Transactions not already measured in pounds sterling have been translated into pounds sterling in accordance with the relevant provisions of IAS 21. On consolidation, income statements of subsidiaries for which pounds sterling are not the functional currency are translated into pounds sterling, the presentation currency for Gartmore, at average rates of exchange. Balance sheet items are translated into pounds sterling at period-end exchange rates. These translations should not be construed as representations that the relevant currency could be converted into pounds sterling at the rate indicated, at any other rate or at all.

Indicative exchange rates of the pound sterling against the U.S. Dollar, the Euro and the Yen comprising the average rate used for income statements and the specific date used for balance sheet information are shown below:

Indicative exchange rates of the pound sterling against the U.S. Dollar[(1)]:

Period	Period-end	Average	High	Low
2006	1.9588	1.8436	1.9848	1.7188
2007	1.9850	2.0019	2.1161	1.9185
2008	1.4593	1.8524	2.0398	1.4354
2009 (to 30 September)	1.5982	1.5444	1.7043	1.3503

As at 3 December 2009, being the last practicable date prior to publication of this Prospectus, the exchange rate of the pound sterling against the U.S. Dollar was 1.6536.

Indicative exchange rates of the pound sterling against the Euro[(1)]:

Period	Period-end	Average	High	Low
2006	1.4843	1.4669	1.4993	1.4239
2007	1.3611	1.4615	1.5300	1.3534
2008	1.0461	1.2575	1.3720	1.0200
2009 (to 30 September)	1.0917	1.1290	1.1904	1.0362

As at 3 December 2009, being the last practicable date prior to publication of this Prospectus, the exchange rate of the pound sterling against the Euro was 1.0992.

(1) Source: Bloomberg.

Indicative exchange rates of the pound sterling against the Yen[(1)]:

Period	Period-end	Average	High	Low
2006	233.19	214.48	233.92	200.59
2007	214.76	235.72	251.14	219.36
2008	132.55	192.23	223.77	129.89
2009 (to 30 September)	143.38	146.50	163.09	118.85

As at 3 December 2009, being the last practicable date prior to publication of this Prospectus, the exchange rate of the pound sterling against the Yen was 146.01.

In addition to the convenience translations (the basis of which is described above), the basis of translation of foreign currency transactions and amounts contained in the financial information set out in Part VIII: ''Accountant's Report and Historical Financial Information'' is described in that Part VIII and which may be different to the convenience translations.

4. FORWARD-LOOKING STATEMENTS

This Prospectus includes statements that are, or may be deemed to be, ''forward-looking statements''. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms ''believes'', ''estimates'', ''plans'', ''projects'', ''anticipates'', ''expects'', ''intends'', ''may'', ''will'' or ''should'' or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Prospectus and include, but are not limited to, statements regarding the Group's intentions, beliefs or current expectations concerning, among other things, the Group business, results of operations, financial position, liquidity, prospects, growth, strategies and the asset management business.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements are not guarantees of future performance and the actual results of the Group's operations, financial position and liquidity, and the development of the markets and the industries in which the Group operates may differ materially from those described in, or suggested by, the forward-looking statements contained in this Prospectus. In addition, even if the Group's results of operations, financial position and liquidity, and the development of the markets and the industries in which the Group operates, are consistent with the forward-looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. A number of risks, uncertainties and other factors could cause results and developments to differ materially from those expressed or implied by the forward-looking statements including, without limitation:

- materially adverse changes in economic or industry conditions generally or in the markets served by the Group;
- strength of the markets in which assets are invested;
- amount and composition of AUM;
- change in costs; and
- other factors discussed in Part II: ''Risk Factors'', Part IV: ''Information on the Group'' and Part VII: ''Operating and Financial Review''.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this Prospectus reflect the Group's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's business, results of operations, financial condition, liquidity, prospects, growth, strategies and the asset management business. Investors should specifically consider the factors identified in this Prospectus, which could cause actual results to differ, before making an investment decision. Subject to the requirements of the Listing Rules, the Prospectus Rules and the Disclosure and Transparency Rules, the Company undertakes no obligation publicly to release the result of any revisions to any forward-looking statements in this Prospectus that may occur due to any change in the Company's expectations or to reflect events or circumstances after the date of this Prospectus.

5. AVAILABLE INFORMATION

The Company has agreed that, for so long as any of the Ordinary Shares are ''restricted securities'' within the meaning of Rule 144(a)(3) under the Securities Act, the Company will, during any period in which it is neither subject to Section 13 or 15(d) of the U.S. Securities and Exchange Act of 1934, as amended (the ''Exchange Act'') nor exempt from reporting under the Exchange Act pursuant to Rule 12g3-2(b) thereunder, make available to any holder or beneficial holder of such restricted securities or to any prospective purchaser of such restricted securities designated by such holder or beneficial holder, upon the request of such holder, beneficial holder or prospective purchaser, the information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act.

6. ENFORCEABILITY OF U.S. JUDGMENTS

The Company is a holding company incorporated as an exempted company under the laws of the Cayman Islands with business operations conducted through various subsidiaries. Almost all of the Directors and officers of the Company and the Selling Shareholders reside outside the United States. In addition, a substantial portion of the assets of the Company, the Directors and the Company's officers and the Selling Shareholders are located outside of the United States. As a result, it may not be possible for U.S. investors to effect service of process within the United States upon the Company or its Directors and officers or the Selling Shareholders located outside the United States or to enforce against them any judgments of U.S. courts, including judgments predicated upon the civil liability provisions of the U.S. federal securities laws or the securities laws of any state or territory within the United States. There is also doubt as to the enforceability in the Cayman Islands, whether by original actions or by seeking to enforce judgments of U.S. courts, of claims based on the federal securities laws of the United States. In addition, punitive damages in actions brought in the United States or elsewhere may be unenforceable in the Cayman Islands. Although there is no statutory enforcement in the Cayman Islands of judgments obtained in the United States or the United Kingdom (or other jurisdictions generally), the courts of the Cayman Islands will recognise and enforce a foreign judgment of a court of competent jurisdiction, based upon the principle that a judgment of a competent foreign court imposes upon the judgment debtor an obligation to pay the sum for which judgment has been given, provided such judgment is final and conclusive, for a liquidated sum not in respect of penalties, taxes or a fine or similar fiscal or revenue obligations, or in certain circumstances, for *in personam* non-monetary relief, other charges of a like nature or in respect of a fine or other penalty, and was not obtained in a manner, and is not of a kind, the enforcement of which is contrary to the public policy of the Cayman Islands.

7. REFERENCES TO DEFINED TERMS

Certain terms used in this Prospectus, including certain capitalised terms and certain technical and other terms are defined in Part XIII: ''Definitions and Glossary of Technical Terms''.

PART IV

INFORMATION ON THE GROUP

1. INTRODUCTION

Gartmore is an established traditional equity and alternative asset management firm, whose mutual funds, alternative funds and segregated mandates are distributed to clients in the United Kingdom, Continental Europe, North America, Japan and South America.

Over the last ten years, Gartmore has built a significant alternative asset management business, in terms of AUM. This is in addition to its longstanding long-only equities business, making Gartmore one of the few asset management firms with significant expertise in both key market segments. As at 30 September 2009, Gartmore had £21.8 billion of assets under management split amongst its three product classes as follows:

- Mutual funds: £11.9 billion invested in 53 mutual funds for approximately 200,000 investor accounts;
- Alternative funds: £3.8 billion (U.S.$6.1 billion) invested through 14 different hedge fund strategies and related managed accounts and in house fund of funds for approximately 340 direct investors; and
- Segregated mandates: £6.1 billion invested through separate mandates for over 55 clients.

Of Gartmore's £21.8 billion of assets under management as at 30 September 2009, 90% was invested in listed equities, with 10% invested in other assets, including fixed income, private equity and managed futures funds.

As a result of Gartmore's significant expertise and long-standing track record in mutual funds, alternative funds and segregated mandates, as well as its diversified distribution capabilities, the Company believes it is well positioned to benefit from the growth trends evident in the asset management industry, in particular, the improving demand in its core product areas.

Whilst in 2008 and early 2009 both the mutual fund and alternative asset industry experienced significant declines in AUM due to asset price reductions and AUM withdrawals, the trend in flows has recently reversed. During the third quarter of 2009, the global alternatives industry has seen early signs of improving investor sentiment and inflows, with U.S.$42.8 billion of positive net inflows[(1)]. Gartmore has also experienced some early sign of recovery in demand for alternatives products, with its alternative funds recording six consecutive months of positive flows from June to November (see paragraph 4.3(b) below), although the Company experienced an increase in redemptions for the 1 December 2009 dealing date. See paragraph 8 of this Part IV: ''Information on the Group'' below.

The U.K. mutual fund industry has also seen some recovery in investor demand, with positive net inflows of approximately £8.8 billion for the three months to 30 September 2009[(2)]. Gartmore, similarly, has recorded £0.5 billion of positive net inflows in its mutual funds for the same period see ''Investment Flows—Mutual Funds'' below. The Company believes that it has the expertise, investment performance, products, risk management framework and brand to continue to grow in both of these core market segments. In addition, Gartmore's segregated mandate AUM have continued to remain broadly stable since 2006 and the Company believes this reflects the growth, diversity and strength of Gartmore's relationships with key investing institutions. The Company believes it has a large number of high quality institutional clients with the potential to provide significant flows of AUM.

Gartmore overall has a record of strong historical fund performance. For the three, five and ten years ended 30 September 2009, the Group's alternative funds produced asset weighted returns (net of fees) of 8.0%, 10.4% and 15.4% per annum, respectively. In 2008, the Group's alternative funds also performed well relative to a comparable index. For the year ended 31 December 2008, the Group's alternative funds produced an asset weighted return (net of fees) of −5.5%, which compared favourably against the Eurohedge European Equity Long-Short Index which recorded returns of −8.8% over the same period[(3)]. For the nine month period ended 30 September 2009, the Group's alternative funds produced asset weighted returns (net of fees) of 17.3%. As at 30 September 2009, 64%, 72% and 80% of

(1) Source: HFN Hedge Fund Industry Asset Flow/Performance Report.

(2) Source: IMA.

(3) Source: Eurohedge. Gartmore's asset weighted return (net of fees) includes long/short and quantitative funds both in Europe and elsewhere.

Gartmore's mutual fund AUM (including cross-holdings) were invested in funds that have achieved first or second quartile performance over the last one, three and five years, respectively. Where performance has not met Gartmore's expectations it has taken measures, including the recruitment of new portfolio managers, to address this.

Gartmore's products are distributed to a wide range of institutional and retail investors throughout the world. Its mutual funds are sold through a network of intermediaries including through approximately 7,000 active IFA relationships and over 150 banks and insurance partners in the United Kingdom, Continental Europe and South America. Gartmore's alternative and segregated mandates are sold directly to clients in the United Kingdom, Continental Europe, Japan and North America.

Since 2006, as a result of a management buyout, Gartmore has been owned by its employees, former employees and certain other persons and indirectly by Hellman & Friedman Funds through interests in Oxford Partners. The Company was incorporated in the Cayman Islands as the holding company of the Group and is wholly owned by Oxford Partners. As at the date of this Prospectus and assuming a value based on the mid-point of the Offer Price Range, the Hellman & Friedman Fund Vehicles own limited partnership interests in Oxford Partners providing those funds with indirect beneficial ownership of approximately 55% of the Company and Individual Shareholders (and former employees) hold limited partnership interests and other instruments issued by Oxford Partners providing them in aggregate with indirect beneficial ownership of approximately 45% of the Company. Oxford Partners' shareholding in the Company will be distributed or transferred to the Hellman & Friedman Fund Vehicles, to the Nominee on behalf of the Individual Shareholders and to certain former employees holding loan notes, prior to Admission (see paragraph 12 of Part XII: ''Additional Information'').

Over the last three years, Gartmore has completed a number of initiatives designed to improve the profitability and growth potential of the Group and to ensure it is appropriately positioned for the evolving asset management market. These initiatives include:

- Recruiting a number of new members of management and employees in key areas, including Philip Wagstaff (Global Head of Distribution) and Dominic Rossi (Chief Investment Officer) and a number of new senior portfolio managers including Leigh Himsworth, John Anderson, Dan Roberts and John Bennett (see paragraph 4.5(a) below);
- Restructuring compensation and increasing the proportion of compensation paid in the form of equity to better align the interests of the key personnel with those of shareholders;
- Exiting certain capabilities and asset classes in which the Company believes it did not have sufficient scale or which were unprofitable;
- Commencing a process to consolidate Gartmore's existing mutual fund range from 53 funds to approximately 40 funds (excluding any recent launches) in order to increase scale and improve marketing focus;
- Launching new absolute return mutual fund products;
- Refocusing and reorganising its distribution teams; and
- Reducing the headcount of approximately 480 full time or equivalent employees at the beginning of 2006 to 402 at the time of the Buyout in 2006 and to 359 full time or equivalent employees as at 30 September 2009.

Gartmore's principal office is located in London with regional offices in Tokyo, Boston, Frankfurt and Madrid.

2. BUSINESS MODEL AND STRATEGY

2.1 Business Model

The Company believes it is a diversified active manager that is ideally positioned for the convergence of traditional and alternative investment management. Gartmore's business model is designed to attract and retain investment talent and to maximise the effectiveness and efficiency of its marketing, risk management and support functions. This is achieved through a common distribution and administrative

platform and a centralised risk management framework. Gartmore's business model has the following key features:

- *Multi-Team Investment Approach*—Gartmore's investment professionals are organised into teams based on asset classes and investment strategies which are not constrained by a set 'house' view. The Company believes that this structure provides portfolio managers with greater independence over investment decisions. At the same time, the Company believes this structure provides increased accountability and a more effective management of resources and diversity of investment styles. Gartmore currently has 13 investment teams located in London, Tokyo and Boston.
- *Side-by-Side Management*—Several of Gartmore's investment teams manage both long-only and long-short mandates. The Company believes this approach enhances its ability to attract, retain and develop investment talent and creates a stronger risk management and performance culture.
- *Centralised Risk Management*—Gartmore's centralised investment and operational risk management is core to its investment and business model. By using this structure, Gartmore aims to ensure a consistent and rigorous approach to risk management which is robust and institutional in quality. For Gartmore's investment management teams, the Company believes the structure provides strong systems and processes to facilitate risk management at the individual portfolio manager level and also at the level of the Chief Investment Officer. The Company believes its approach and systems allow for strong portfolio oversight.
- *Global Integrated Distribution Under One Brand*—The Company believes its global client base and global distribution of products give it both client and geographic diversity. Gartmore's six teams focused on distribution are integrated under a Global Head of Distribution and actively cross-sell the Group's products. Substantially all of Gartmore's products are promoted under one brand in order to maximise brand recognition. The Company believes this structure and approach enhance sales accountability and effectiveness.
- *Outsourcing*—Gartmore's policy of outsourcing its non-core activities is designed to allow it to focus on its core capabilities whilst benefitting from the deeper expertise, economies of scale and flexibility provided by its chosen outsourced service providers.

2.2 Strategy and growth initiatives

Gartmore's strategy is to grow from its current scale and market position in the U.K. into one of the premier independent mutual fund and alternative asset management firms in Europe. To achieve this growth, Gartmore is focusing on four strategic priorities:

- *Superior Risk-Adjusted Returns*—The Company believes superior risk adjusted returns result from: (i) attracting, retaining and developing investment talent; (ii) adhering to a disciplined investment process; and (iii) applying consistently rigorous risk management skills.
- *Excellent Client Service*—Gartmore has a global client base that includes institutions, retail investors and sovereign entities. Gartmore seeks to develop long-term partnerships with its clients and aims to provide the highest level of client service.
- *Business Diversity*—The Company believes that diversity across products, clients and geographies is the right strategy to deliver consistent growth and to protect it against the volatility of markets. Gartmore seeks new investment teams, products and opportunities that add to the diversity of its business.
- *Business Efficiency and Flexibility*—Gartmore outsources non-core functions to third-party service providers with greater scale and expertise in the relevant service area than Gartmore to allow Gartmore to concentrate on its core investment capabilities and to flexibly leverage its platform to service growing levels of AUM.

Gartmore is pursuing the following strategic growth initiatives:

- *Diversifying and Growing Alternative Assets Under Management*—The Company believes it has depth and strength across its alternative business. Given this and Gartmore's historical investment performance, the Company believes it is in a strong position to grow its alternative assets under management through the offering of existing and new products.

Gartmore managed as at 30 September 2009, £3.8 billion (U.S.$6.1 billion) in alternative assets across a range of 14 different strategies for a diversified spread of clients which includes institutional clients (approximately 44% of Gartmore's alternative fund AUM), institutionally focused funds of hedge funds (approximately 27% of alternative fund AUM), family offices and high net worth individuals (approximately 14% of Gartmore's alternative fund AUM) and managed account platforms and other fund of hedge funds (approximately 12% of Gartmore's alternative fund AUM) (see Table 6 below). The Company believes that Gartmore's market recognition and reputation in the alternatives sector (including that it has not, in the recent past, restricted withdrawals by investors through the imposition of gates or side pockets or other similar restrictions) means that it is well positioned to benefit from increased flows from a diverse range of investors into alternative funds if the early signs of recovery in the global markets continues.

- *Accelerating the Growth of Gartmore's Mutual Fund Business*—Over the last two years Gartmore has invested significantly in its mutual fund business through the hiring of new senior portfolio managers in key asset classes, implementing new leadership and organisation in distribution and developing new product offerings, including its range of absolute return funds, which the Company believes will give it access to greater industry flows. Going forward, Gartmore aims to address at least 65% of U.K. gross mutual fund sales as categorised by the IMA and to be among the top five U.K. independent firms in terms of gross sales.

  Together with its record of historical investment performance, the Company believes Gartmore has the scale, brand, distribution network and products to increase its market share in the United Kingdom and Continental European mutual fund markets through the offer of new products. The Company believes these markets have attractive growth characteristics and provide Gartmore with an investor base that is distinct from its alternatives business.

- *Expanding Through New Hires and Acquisitions*—The Company believes that its business model will allow it to attract experienced portfolio managers in addition to the senior portfolio managers recently hired in such key areas as U.K. Equities, European Equities, Fixed Income and Asian Equities. It also believes that its business model will allow it to acquire alternative and mutual fund businesses that lack scale and cannot meet the increasing service requirements of certain investors.

- *Increasing the Number of Segregated Mandates*—The Company believes it will be able to increase its segregated mandate AUM in part due to the recently announced recruitment of a Pan-European investment team together with the strengthening of its Global investment teams and North American distribution team. In addition, it intends to build upon its recent mandate win from Japan's Government Pension Investment Fund with other Japanese investors by expanding the focus of its Japanese distribution team to cover both long-only and long-short opportunities.

3. KEY STRENGTHS

The Company believes Gartmore benefits from the following key strengths:

3.1 Diversified mix of investment products, clients and equity capabilities

Gartmore has a diversified mix of investment products, clients and equity capabilities which the Company believes enhances its ability to perform well in volatile markets. Gartmore is one of a number of firms globally with significant expertise in both the mutual fund and alternative fund segments. By size of AUM, Gartmore was in the top fifteen of both United Kingdom retail mutual fund managers and European alternative fund managers as at 30 September 2009[(4)]. The Company believes that this significant scale and diversity provides Gartmore with widespread brand recognition, economies of scale and the ability to expand its capacity by strategic and accretive acquisitions.

Gartmore serves a broad group of retail and institutional clients located around the world. Through its mutual fund products, it serves approximately 200,000 investor accounts, predominantly through financial intermediaries. Approximately 340 clients have direct interests in Gartmore's alternative funds. Gartmore manages segregated mandates for over 55 clients, primarily consisting of pension schemes. Its products are distributed to financial intermediaries, institutional and specialist wealth management organisations in the United Kingdom, Continental Europe, North America, Japan and South America, a number of whom have a longstanding relationship with Gartmore.

(4) Source: IMA for U.K. retail mutual fund rankings, eFinancial news for alternative fund rankings.

Gartmore has relatively low levels of end-customer and distribution concentration, with the ten largest intermediary distributors of its mutual fund products accounting for approximately 26% of its mutual fund net management fee revenue (excluding investment trusts) and with the ten largest alternative clients accounting for approximately 38% of its alternative management fee revenue as at 30 September 2009. At that date, the Company's largest client accounted for approximately 6% of AUM and its top twenty clients represented approximately 42% of AUM.

In addition, Gartmore has a diversified mix of equity capabilities including in global, U.K., European, emerging markets and quantitative equities. Its equity capabilities have been recently strengthened with the hiring of new senior portfolio managers in the areas of European equities, Asian equities and U.K. equities. It has also strengthened its expertise in Fixed Income.

3.2 Strong investment performance

Many of Gartmore's mutual funds are highly regarded with ten OEIC and five SICAV sub-funds with a Morningstar rating of four or more stars. Gartmore's mutual funds investment performance, a key indicator used by investors when choosing their investments, has been strong and as at 30 September 2009, 64%, 72% and 80% of Gartmore's mutual fund AUM (including cross-holdings) were invested in funds that have achieved first or second quartile performance over the last one, three and five years, respectively. The Company believes Gartmore is well positioned to increase its market share of mutual fund net flows as a consequence of this historical performance and market recognition. In addition, it believes that the recruitment of new, experienced portfolio managers will assist it in improving the investment performance of some of its funds.

3.3 Strong growth prospects

Given its scale, investment performance, products, risk management framework and brand, the Company believes that it has strong growth prospects in both mutual, alternative and segregated mandate fund segments. In particular the Company believes that Gartmore's strong overall investment performance in both mutual funds and alternative funds will attract new investors and funds both directly and through the recommendations of IFAs. These growth prospects are based upon Gartmore's four key growth initiatives which Gartmore intends to continue to pursue so as to achieve the potential for growth that the Company believes Gartmore has. These initiatives, which are discussed above, are diversifying and growing alternative assets under management, accelerating the growth of the mutual fund business, expanding through new hires and acquisitions and increasing the number of segregated mandates.

3.4 Centralised risk management

Gartmore places a strong emphasis on risk management. Responsibility for risk management is assigned at all levels of the investment management process. Individual investment teams are assisted in risk management by a dedicated and independent investment risk team and through a centralised operational risk function which the Company believes ensures a consistent and rigorous approach to managing risk. Gartmore received an unqualified SAS 70 audit report for the year ending 31 December 2008.

In addition, the Company believes Gartmore's side-by-side management approach strengthens its risk management culture by encouraging managers to continually review and monitor the portfolios they manage.

3.5 High operating leverage and cash flow

The Company believes that Gartmore's operational platform will allow it to leverage its activities to service further growth in AUM and that the consequential percentage increase in costs will be lower than the percentage increase of AUM. The Company has outsourced most of its non-core activities to enable it to focus on its core investment capabilities and to benefit from the wider expertise and the economies of scale and flexibility provided by its third party outsourcing providers particularly with regard to their ability to adapt to and service different levels of AUM.

In part as a result of these operational efficiencies, Gartmore's EBITDA margin (based on net revenue) improved, as is shown in the table below, to 43% for the year ended 31 December 2007 driven by increases in AUM. Following the declines in AUM resulting from the financial crisis, EBITDA margin

(based on net revenue) fell in the second half of 2008 and in 2009 (23% for the nine month period in 2009) and is only recently recovering. The Company believes this decrease is largely due to a decline in AUM and therefore revenue, rather than operational reasons and that EBITDA will improve as and when AUM levels increase.

The following table shows the Group's EBITDA and EBITDA margin (based on net revenue) for the periods set out in the table:

Table 1: EBITDA and EBITDA Margin (based on net revenue)

	29 September to 31 December	Year ended 31 December		Nine months ended 30 September	
	2006	2007	2008	2008	2009
	£'000	£'000	£'000	£'000	£'000
EBITDA[(1)]	27,940	154,909	90,247	80,314	39,387
EBITDA margin (based on net revenue)[(2)]	44%	43%	37%	42%	23%

Figures are unaudited.

(1) EBITDA represents operating earnings before depreciation on owned assets. EBITDA, when viewed with the Company's IFRS financial statements, provides additional information with respect to factors and trends affecting the Group's results of operations. The presentation of this supplemental information is not meant to be considered in isolation or as a substitute for measures of financial performance reported in accordance with IFRS.

(2) EBITDA margin (based on net revenue) represents EBITDA as a percentage of net revenue.

Gartmore's business is highly cash generative. Apart from expected capital expenditures of approximately £2 million per annum (excluding capital expenditure that will be used to equip a new building in 2010, 2011 and 2012 (see paragraph 4.4 of Part VII: ''Operating and Financial Review'')), the Company's working capital needs are limited, which will allow a significant portion of any cash generated to be used to repay debt, reinvested into the Company, used as seed capital or distributed to Shareholders.

3.6 Results driven management team with a strong alignment of interests

Gartmore's experienced executive management team, which has an average tenure of 19 years in the financial services industry, has in recent years successfully executed a series of changes in order to improve the Company's profitability and growth potential (see ''Introduction'' above for further information).

Following Admission, employees of Gartmore who are shareholders and interests of persons related to them are expected to own approximately 21.37% of the Company's ordinary share capital. The Ordinary Shares expected to be held by employees at Admission will be subject to a staggered lock-up for a period up to the publication of the Company's 2012 annual results in early 2013 (see paragraph 11 of Part VI: ''Details of the Global Offer'').

In addition, the interests of the key employees are closely aligned with the interests of Shareholders as a significant proportion of their total compensation has in the past and will in the future be performance related and issued in the form of equity-based incentivisation, see paragraph 6.1 of Part IV: ''Information on the Group'' below. By way of example, 66% of Gartmore's total staff costs (excluding guarantees for new employees) was related to investment performance and to the overall performance of Gartmore for the nine months ended 30 September in 2009.

The Company believes that these features help enhance its performance driven culture by aligning its employees' interests with those of the Shareholders and Gartmore's clients, whilst simultaneously helping to promote retention and making Gartmore an attractive place for new employees.

4. THE BUSINESS

4.1 Introduction

Gartmore manages investment products, comprising mutual funds, alternative funds and segregated mandates, which are distributed to a wide range of retail and institutional investors across the world.

Gartmore's investment management and distribution teams are supported by a dedicated operations team and a variety of specialist third party outsourced service providers.

4.2 Investment Products

Gartmore's AUM are diversified by product, investment strategy and client location.

Its AUM are spread among its mutual funds, alternative funds and segregated mandates. The table below shows the composition by product of Gartmore's AUM as at 31 December 2006, 2007 and 2008 and 30 September 2008 and 2009:

Table 2: Breakdown of Gartmore's AUM by Product Type

	As at 31 December						As at 30 September			
	2006		2007		2008		2008		2009	
	£ billion		£ billion		£ billion		£ billion		£ billion	
Mutual funds (percentage of total AUM)	12.4	(51%)	14.0	(52%)	9.5	(51%)	10.1	(49%)	11.9	(55%)
Alternative funds (percentage of total AUM)	4.9	(20%)	6.3	(23%)	4.2	(22%)	5.3	(26%)	3.8	(17%)
Segregated mandates (percentage of total AUM)	7.1	(29%)	6.8	(25%)	5.0	(27%)	5.1	(25%)	6.1	(28%)
Total AUM	24.4		27.1		18.7		20.5		21.8	

Figures are unaudited.

Gartmore's AUM are spread over a range of asset classes, as set forth in Table 3 below and its AUM are distributed to a geographically diverse range of clients as illustrated in Table 4 below:

Table 3: Breakdown of Gartmore's AUM by Investment Class

	AUM as at 30 September 2009
European Equities	38%
Global Equities	14%
Emerging Markets Equities	14%
U.K. Equities	12%
Private Equity(1)	5%
Fixed Income	4%
Quantitative Equities	3%
Other	10%
Total	100%

Figures are unaudited.

(1) Private equity investments are treated as AUM when the assets in question (whether committed or uncommitted) are capable of generating management fees. Gartmore has entered into a deed of contribution to contribute these assets to a joint venture with Hermes, a large U.K. asset management business. This deed is still conditional upon various regulatory approvals and although the Company believes these will be obtained there is no guarantee that the joint venture will be established and the assets contributed. For further details on the joint venture see ''(iv) Private Equity'' below.

Table 4: Overview of Gartmore's AUM by geography(1)

	AUM as at 30 September 2009
United Kingdom	49%
Continental Europe	28%
United States	9%
Japan	8%
South America	5%
Rest of the World	1%
Total	100%

Figures are unaudited.

(1) By reference to the domicile of the client.

Further information about Gartmore's investment products is detailed below:

(a) Mutual Funds

With £11.9 billion of mutual fund AUM as at 30 September 2009, Gartmore is a leading manager of mutual funds in the United Kingdom, focusing on the active management of a wide range of targeted products. Gartmore's mutual funds are primarily aimed at retail investors and are sold through intermediaries and distributors but are also sold to some institutional investors. As at 30 September 2009, £7.0 billion of AUM were managed in U.K. OEIC products, £4.4 billion were managed in European SICAV products and £0.5 billion were managed in investment trusts.

U.K. retail investors comprise the largest portion of investors in Gartmore's mutual funds, representing approximately £6.8 billion of mutual fund AUM (57% of total mutual fund AUM) as at 30 September 2009 and approximately 39% of gross mutual fund inflows during the nine month period in 2009. Gartmore's mutual funds are also distributed in Continental Europe and South America through the Northern Europe and Southern Europe and South American distribution teams. The table below summarises the breakdown of the source of Gartmore's mutual fund AUM by distribution team as at 30 September 2009:

Table 5: Overview of Gartmore's Mutual Fund AUM Clients by Gartmore Distribution Team

	Mutual Fund AUM as at 30 September 2009
U.K.	61%
Northern Europe	16%
Southern Europe and South America	12%
Institutional	11%
Total	100%

Figures are unaudited.

Gartmore's ten largest mutual funds by AUM in aggregate represented 71% of Gartmore's total mutual fund AUM (excluding investment trusts) as at 30 September 2009. Gartmore is currently consolidating its range of mutual funds and the Company expects that upon completion of the consolidation in June 2010, its range of 33 OEICs and 18 SICAVs will be consolidated into 26 OEICs and 13 SICAVs. This is in addition to the five investment trusts managed by Gartmore, five recent product launches and any new funds which Gartmore may launch after the date of this Prospectus. Its consolidated OEIC and SICAV ranges will include a wide variety of equity funds designed to provide exposure to the major world markets. These will include regional equity funds and, within some markets, funds that focus on particular stocks such as income or small cap funds. The range will also include fixed income funds, multi manager funds that invest in other managers' funds and

hybrid funds that include both equities and bonds. Gartmore's investment trusts are focused on a variety of equities including U.K. small cap equities and European equities.

Gartmore introduced a range of absolute return funds in the fourth quarter of 2008 and during 2009, which seek to deliver a positive return regardless of market conditions by balancing traditional longer-term equity investments with other investment techniques such as short selling. Absolute return AUM have steadily increased since the first absolute return product was launched in October 2008 with absolute return AUM being £4 million, £67 million, £166 million, £667 million at the end of the fourth quarter of 2008 and first, second and third quarters of 2009, respectively. Gartmore intends in the near future to expand its range of absolute return funds that currently focus on U.K. and Continental European Equities to include funds focusing on Japanese and Pan-European equities. It is also considering launching absolute return products focusing on other equity and non-equity products.

The Company believes that Gartmore's recruitment of new portfolio managers (see Table 16 below) will allow it to expand its opportunities to access a wider pool of mutual fund demand. Previously, Gartmore had investment management capabilities which it believed were sufficient in areas consisting of Europe (ex-U.K.), Absolute Return, Cautious Managed, Balanced Managed, Active Managed and other equity and non-equity products. These areas represented, in aggregate, £26 billion, or 30%, of U.K. mutual fund gross sales for the nine month period in 2009[5]. The recent recruitment of new portfolio managers has strengthened its capabilities including in areas such as U.K. All Companies, U.K. Equity Income, U.K. Corporate Bonds and U.K. High Yield. The Company believes that the recruitment of these new portfolio managers provides it with sufficient capabilities to allow it to address new opportunities in these areas, which represented in aggregate £30 billion of gross sales, or 35% of U.K. mutual fund gross sales for the nine month period in 2009[6]. Consequently, based on IMA mutual fund gross sales for the nine month period in 2009, the Company believes that these new appointments will allow it to increase its access to mutual fund sales opportunities, from 30% to 65% of U.K. mutual fund gross sales.

(b) Alternative Funds

Gartmore began managing alternative funds in 1999 with the development of its first long-short hedge fund in that year. Since then, Gartmore has grown the business and now manages £3.8 billion (U.S.$6.1 billion) across 14 different alternative fund investment strategies including equity long-short funds and quantitative equity funds as at 30 September 2009.

Gartmore benefits from a diversified alternative fund investor base in respect of both client and geographical mix. Gartmore's key clients for these products have historically been funds of funds and private banks, which purchase single-manager alternative funds from Gartmore. However, in more recent times, Gartmore has seen an increase in sales of alternative funds to traditional institutional clients such as pension funds and it has developed relationships with some of the largest investors in alternative funds across the world. Institutional investors now comprise the largest investor type (by AUM) invested in alternative funds managed by Gartmore. In addition, high net worth individuals, through family offices, also comprise a significant portion of Gartmore's

(5) Source: IMA.
(6) Source: IMA.

alternative funds investor base. The following table shows the breakdown of alternative fund AUM by client type as at 30 September 2009:

Table 6: Overview of Gartmore's Alternative Clients

	Alternative Fund AUM as at 30 September 2009
Institutional Clients	44%[(1)]
Institutional Focused Fund of Hedge Funds	27%
Family Offices/High Net Worth Individuals	14%
Managed Account Platforms	7%
Fund of Hedge Funds	5%
Private Banks (including Wealth Managers)	3%
Total	100%

Figures are unaudited.

(1) Institutional clients includes foundations, endowments and sovereign wealth funds.

Gartmore's alternative products are distributed by all of its distribution teams and its alternative fund clients are spread across the world. The following table shows the breakdown of alternative fund AUM source by region as at 30 September 2009:

Table 7: Overview of Gartmore's Alternative Fund AUM source by region

	Alternative Fund AUM as at 30 September 2009
United Kingdom	31%
Continental Europe	26%
North America	14%
Asia and the rest of the World	29%
Total	100%

Figures are unaudited.

As at 30 September 2009, Gartmore had approximately 340 alternative fund clients with direct interests in Gartmore's alternative funds, of whom the largest ten accounted for approximately 38% of total alternative fund AUM and the largest 30 accounted for approximately 67% of total alternative fund AUM.

Each of Gartmore's alternative funds is open-ended, meaning that investors are permitted to withdraw their investments at specified points in time at the then current net asset value. The governing bodies of Gartmore's alternative funds have the ability to impose ''gates'' (being limits on redemptions from the funds on any dealing day (the limits vary depending on the fund)), side pockets (where separate portfolios and classes of shares are created to deal with illiquid investments) or other withdrawal restrictions although in recent history none of these has been implemented. Gartmore's alternative funds have early redemption fees to discourage short term investors and protect other investors. The decision not to impose gates on Gartmore's alternative funds led to significant withdrawals during the market turbulence of 2008 through to the first quarter of 2009. However, the Company believes Gartmore is now well positioned to leverage off its client relationships by virtue of not having imposed any such restrictions.

The Company believes that Gartmore has the ability to further grow its alternative funds business both in terms of sectors and distribution base and is looking at opportunities to expand its range of alternative fund strategies. In particular, it intends to launch new alternative funds focusing on the Asian and Pan-European sectors.

(c) Segregated Mandates

Gartmore has provided segregated mandate asset management services since 1969. Gartmore primarily manages segregated high alpha long-only investment portfolios for institutional clients focused on global, European and emerging markets equities. As at 30 September 2009, Gartmore had £6.1 billion of segregated mandate AUM invested on behalf of over 55 clients including sovereign wealth funds, government pension schemes, multi-national corporations, local authorities and public funds. A significant number of its segregated mandate clients and a high proportion of its segregated mandate assets are sourced from many of the world's largest pension schemes who have been Gartmore's clients for a number of years.

Although sold globally, the majority of Gartmore's segregated mandates come from U.K. and Continental European clients, representing 31% and 33% of segregated mandate AUM, respectively, as at 30 September 2009. However, an increasing number of segregated mandates are coming from U.S. corporate clients, representing 21% of segregated mandate AUM as at 30 September 2009 and approximately 29% of gross flows of segregated mandates during the nine month period in 2009. More recently, Gartmore has also sourced new mandates in Japan.

Over the last two years Gartmore has added new resources to support the distribution of segregated mandates, through its Global Institutional team. In particular, the Group appointed a new Head of Business Development in North America as well as a team to support this new role. The activities of the new team in North America, working with the consultant team in the U.K., have resulted, during the nine month period in 2009, in six new positive recommendations from consultants that advise North American clients. Gartmore has also recently appointed a new Head of Business Development in the U.K..

During the nine month period in 2009, Gartmore was awarded the management of seven new mandates representing £1.2 billion of AUM. These mandates covered the following strategies: European Large Cap Equity, Global Equity and Global Equity ex Japan, International Equities and Global Emerging Markets. With the addition of new portfolio managers (as described in paragraph 4.5(a) below), and the strengthening of the U.K., Emerging Markets and Global investment teams, the Company believes that Gartmore is well positioned to grow its segregated mandate business.

(d) Private Equity

Gartmore has been managing private equity assets for over 18 years. As part of the £6.1 billion of segregated mandate AUM as at 30 September 2009, Gartmore managed approximately £1.0 billion of private equity assets (being five per cent of total AUM) and had over £1.7 billion of committed capital. Building a credible third party private equity fund of funds business organically has proved challenging and Gartmore has decided to combine its business with a strategic partner. The Company believes that such a joint venture will accelerate the development of its business by significantly increasing the assets under management and the resources within the team and enable the new joint venture to attract additional private equity funds from institutional investors.

In October 2009, Gartmore entered into a deed of contribution with Hermes, a large U.K. asset management firm, whereby both parties agreed to contribute their private equity businesses into a new separate joint venture. The deed of contribution is still conditional upon various regulatory approvals and although the Company believes these will be obtained, there is no guarantee that the joint venture will be established and the assets contributed (see paragraph 16.5 of Part XII: ''Additional Information'' and Part II: ''Risk Factors—Gartmore's proposed joint venture with Hermes may not proceed and may not produce the expected benefits'').

4.3 Investment Flows

In 2008, both the U.K. mutual funds and the alternative industry experienced significant decline due to stock market falls and reductions in the value of other asset classes and as a consequence and for other macroeconomic reasons, an increase in withdrawals. This continued through the first half of 2009 but has recently shown signs of improvement in the third quarter of 2009.

Further details on flows into and redemptions from Gartmore's mutual funds and alternative funds are described below:

(a) Mutual Funds

After the fall in AUM in 2008 and early 2009, which the Company believes was largely attributable to the recent global financial crisis, Gartmore has recently seen an overall increase in the net fund flows into its mutual funds.

The table below illustrates the inflows and redemptions from Gartmore's mutual funds:

Table 8: Mutual Fund Inflows of New Investment and Redemptions

	New Investment	Redemptions	Net Flows
	£ million	£ million	£ million
2006 (Annual)	3,579	(3,714)	(135)
2007 (Annual)	4,517	(4,358)	159
2008 (Annual)	3,753	(4,811)	(1,058)
January 2009	283	(132)	151
February 2009	213	(316)	(103)
March 2009	213	(197)	16
April 2009	252	(273)	(21)
May 2009	226	(215)	11
June 2009	353	(391)	(38)
July 2009	452	(232)	220
August 2009	444	(253)	191
September 2009	353	(240)	113

Figures are unaudited.

(b) Alternative Funds

Gartmore has seen some recovery in its alternative fund products following the fall in AUM in its alternative funds in 2008 and the first quarter of 2009. During 2008, net redemptions in its alternative funds impacted Gartmore's alternative fund AUM as at 1 January 2008 by approximately 49%. However, Gartmore's alternative fund AUM have risen by 26% for the four months ending 30 September 2009. The table below illustrates the inflows and redemptions from Gartmore's alternative funds:

Table 9: Alternative Fund Inflows of New Investment and Redemptions

	New Investment	Redemptions	Net Flows
	U.S.$ million[(1)]	U.S.$ million[(1)]	U.S.$ million[(1)]
2006 (Annual)	3,280	(1,238)	2,042
2007 (Annual)	4,295	(2,320)	1,975
2008 (Annual)	2,193	(7,980)	(5,787)
January 2009	83	(984)	(901)
February 2009	57	(509)	(452)
March 2009	52	(124)	(72)
April 2009	192	(201)	(9)
May 2009	151	(180)	(29)
June 2009	250	(120)	130
July 2009	240	(80)	160
August 2009	352	(90)	262
September 2009	292	(175)	117

Figures are unaudited.

(1) Figures for 2006, 2007 and 2008 have been converted into U.S.$ at average rates of exchange for the respective year.

The Company believes that Gartmore's decision not to impose gates, side pockets and other withdrawal restrictions and therefore not restrict the ability of investors to achieve liquidity during the recent economic crisis will lead to increased investment in Gartmore's alternative funds now that there has been some recovery in the markets. As detailed in the table above, since the second quarter of 2009, the Company has seen inflows in its alternative fund portfolio whilst experiencing a reduction in requests for redemption out of such funds. As a significant player in the European alternatives market, the Company believes that Gartmore is well positioned to benefit further from the flows from investors into this investment class if markets continue to recover.

4.4 Investment Performance

(a) Products

Further information about the performance of Gartmore's investment products is detailed below.

(i) Mutual Funds

The investment performance of mutual funds is viewed on the basis of the total net returns they have produced for investors, ranked by percentile against a peer group of funds, grouped into sectors based on asset class. The rankings below are divided into percentiles in order of performance. Intermediaries will normally review historical fund performance over one, three and five years prior to advising clients on a potential investment.

In addition to performance rankings, funds are rated by third party rating agencies, including Old Broad Street Research, Standard & Poor's ("S&P") and Morningstar. Old Broad Street Research and S&P rate mutual funds in categories (for example AAA, AA and A), with AAA being the strongest rating. Funds do not usually qualify for a rating until they have been managed by the same manager for at least two years. Morningstar awards funds up to five Morningstar stars, with a five star rating being the strongest.

The following table shows the breakdown of fund performance based on weighted average asset returns (net of fees and commissions) of Gartmore's OEICs and SICAVs over the last one, three and five years:

Table 10: Overview of Gartmore's Mutual Fund Percentile Rankings

	Percentage of funds		
Mutual fund performance to 30 September 2009[1]	**1 yr**	**3 yr**	**5 yr**
1st quartile performance	48	56	69
2nd quartile performance	16	16	11
3rd quartile performance	18	17	8
4th quartile performance	18	11	12
Number of mutual funds included in analysis	43	42	39

Source: Lipper Hindsight.
Figures are unaudited.

(1) Mutual fund performance is based on weighted asset returns (net of fees and commissions) and excludes investment trusts.

As at 30 September 2009, 64%, 72% and 80% of Gartmore's mutual fund AUM (including cross-holdings) were invested in funds that have achieved first or second quartile performance over the last one, three and five years, respectively[7]. Whilst some of Gartmore's funds have performed consistently well, a number of other funds and mandates have shown volatile or poor performance. The Company is focused on improving the investment performance of Gartmore's poorly performing funds and believes that the recruitment of new investment talent in areas where it is currently performing poorly will assist in improving its investment performance.

(7) Source: Lipper Hindsight.

The following table shows the total AUM, percentile rankings, and third party ratings for Gartmore's 20 largest mutual funds by AUM (but excluding absolute return funds which have been established for less than one year):

Table 11: Overview of Performance of Gartmore's Twenty Largest Mutual Fund Products

Largest 20 mutual funds by AUM as at 30 September 2009	Year of Launch	AUM[(2)] £ million	Percentile ranking[(1)] Inception %	1 yr %	3 yr %	5 yr %	Rating Morningstar	S&P	New PMs Percentile Ranking 3 Year %[(3)]
European Selected Opportunities	1984	1,894	1	13	12	12	*****	AAA	
SICAV Continental European	1988	1,889	1	18	18	19	*****	AAA	
SICAV Latin American	1995	1,151	25	25	18	8	****	AAA	
Cautious Managed	2003	803	33	41	33	20	****	AA	
China Opportunities	1983	658	1	52	6	13	***	A	
SICAV Global Focus	2004	494	29	72	56		***	AAA	
SICAV Emerging Markets	1988	324	1	83	75	75		A	
SICAV European Absolute Return	2009	295	—	—	—	—			
U.K. Index	1999	288	52	38	44	44	***		
Fixed Interest[(3)]	1995	284	100	99	100	99			4
MultiManager Balanced	1992	280	48	63	47	31	***		
Emerging Markets Opportunities	1987	265	1	100	80	83	***		
Global Focus	2001	262	18	94	69	38	****	AAA	
European Absolute Return	2009	241	26	—	—	—			
US Growth	1976	208	75	49	11	7	*****		
US Opportunities	1998	193	8	90	42	69	***		
U.K. Growth[(3)]	1992	177	99	99	97	98			2
U.K. & Irish Smaller Companies	1994	176	1	33	55	72	***		
U.K. Equity Income[(3)]	1972	169	23	32	56	50	***		12
Corporate Bond[(3)]	1995	141	24	9	4	6			4

Source: Lipper Hindsight

(1) Lipper Hindsight rankings are based on a fund's average annual total return. The percentile rankings refers to the fund's rank relative to all funds in the same Lipper peer group over a certain period of time (i.e. since inception, the five years, three years and year to September 2009). A figure of 1 shows the highest returning fund in sector whereas a figure of 100 is the lowest. A percentile ranking between 1 to 24 represents first quartile ranking, a percentile ranking between 25 to 49 represents a second quartile ranking, a percentile ranking between 50 and 74 represents a third quartile ranking and a percentile ranking between 75 and 100 represents a fourth quartile ranking. The data is based, in the case of OEICS, on income (net of fees and commissions) reinvested, and in the case of SICAVs, on gross income reinvested and net of fees and commissions.

(2) AUM figures are not audited. Figures include AUM represented by cross-holdings in other Gartmore funds.

(3) The fund manager for these funds has changed over the last five years. Percentile rankings reflect the three year percentile rankings of funds previously managed by the current portfolio manager of the following funds: For U.K. Growth—Royal London U.K. Mid-Cap Trust; for Fixed Interest and Corporate Bond—Gartmore Corporate Bond; for U.K. Equity Income—Aviva Investors U.K. Equity Income.

In addition, Gartmore introduced a number of new absolute return funds during 2008 and 2009. The following table shows the total AUM and returns since inception of such absolute return funds:

Table 12: Table of Gartmore's Absolute Return Funds Launched in 2008 and 2009

Product	Theme	Launch Date	AUM[(1)] £ million	Returns since inception[(1)]
SICAV European Absolute Return Fund	European High Alpha	27/02/2009	295	11.6%
European Absolute Return Fund	European High Alpha	27/01/2009	241	10.8%
U.K. Absolute Return Fund	U.K. Equity All Cap	29/04/2009	125	8.0%
Multimanager Absolute Return Fund	Multi-Asset Fund of Funds	31/10/2008	6	11.9%

Figures are unaudited.

(1) AUM and returns since inception as at 30 September 2009.

(ii) Alternative Funds

Unlike mutual funds, alternative fund investment performance is generally not measured on a percentile basis but primarily on the increase in value of AUM (net of new investments), being its absolute return. Gartmore has achieved across its alternative fund range annualised weighted average performance (net of fees) of 8.0% and 10.4% over the past three and five years, respectively. On an annualised basis since launch, only one of Gartmore's funds shows negative performance. Gartmore's largest fund, Capella, has had only one year of negative performance since its inception. As at 30 September 2009, 87% of Gartmore's alternative AUM were in funds that were above their high-water marks.

The following table shows Gartmore's alternative fund range as at 30 September 2009, launch date, AUM, investment return statistics, volatility and information ratio as at 30 September 2009:

Table 13: Overview of Gartmore's Alternative Funds by Investment Performance

Fund	Theme	Launch Date	AUM[(1)] U.S.$m	Nine months ended 30 September	Return 1 Year[(2)]	Return 3 Year	Return Inception per annum	Fund Volatility[(3)]	Information Ratio[(4)]
Capella	European Equity	31/10/1999	1,816	12.6	14.1	5.8	14.0	4.4	1.3
Tucana	European Equity	17/01/2005	677	42.9	32.8	8.6	12.9	13.7	0.6
Perseus	Fund of Alternative Funds	30/11/2004	468	9.3	8.6	3.8	6.4	5.9	0.6
Hokuto	Japan Equity	05/11/2000	556	−0.6	0.6	2.4	4.6	4.6	0.5
Octanis	U.K. Equity	28/02/2005	409	14.4	26.7	15.0	16.1	8.0	1.9
Rhocas	Financials Equity	30/06/2004	401	42.5	47.0	12.9	15.6	13.5	1.0
Volantis	U.K. Small Cap Equity	30/04/2002	307	43.6	30.4	18.0	18.7	11.1	1.6
Regulus	European Equity Quant	31/10/2004	235	1.4	2.4	−0.9	3.0	6.6	−0.1
Crucis	Pacific Equity Quant	31/01/2005	191	−1.8	−6.9	−1.3	2.8	5.4	−0.2
Etacas	Consumer Equity	31/11/2005	174	1.2	3.3	8.8	8.2	8.2	1.1
Acamar	European Equity	31/03/2006	151	18.5	21.5	11.8	9.4	7.7	1.5
Eltanin	Japan Equity Quant	28/02/2006	104	−2.4	−2.6	−6.0	−5.1	9.0	−0.7
Aldebaran	Global Equity	28/02/2005	86	−4.2	−2.0	4.8	8.0	11.4	0.4
Tenro	Japan Equity	31/01/2006	76	−1.1	0.2	8.0	6.9	16.7	0.5

Figures are as at 30 September 2009 and are unaudited. Data is based on published NAV returns. Returns denominated in currency of the primary share class.

(1) AUM is net of any performance fees accrued.

(2) Net of fees and commissions with dividends re-invested as at 30 September 2009.

(3) Volatility reflects the annualised standard deviation of the 3-year monthly NAV returns.

(4) The Information Ratio is a measure of risk adjusted returns and is calculated by dividing the fund's three year returns by the three year annualised fund volatility.

The performance of Gartmore's alternative products as compared to the Eurohedge European Equity Long/Short Index (which the Company believes is the closest comparable to Gartmore's alternative fund product range) is as follows:

Table 14: Comparison of Alternative Fund Returns Against the Eurohedge Equity European Long/Short Index

Period	Gartmore's Alternative Funds[(1)]	Eurohedge European Equity Long/Short Index
Since Inception (10 years)	15.4%	n.a.
5 years	10.4%	7.6%
3 years	8.0%	4.7%
1 year	17.5%	7.3%
2008	(5.5)%	(8.8)%
9 months to 30 September 2009	17.3%	9.4%

(1) Represents annualised asset weighted returns net of fees and includes long/short and quantitative funds both in Europe and elsewhere.

Although Gartmore's alternative funds are all equity long-short, the correlations between its alternative funds is low. The Company believes this gives the alternatives business greater diversity and illustrates the benefit of a multi-team approach.

Gartmore has received an award from Financial News in 2008 for Excellence in Hedge Fund Operations and in 2007 for Best Operator in Long/Short Equity.

(iii) Segregated mandates

The performance of segregated long-only mandates for institutional customers is primarily determined by reference to the benchmarks set out in the relevant investment management agreements. These benchmarks are often set by reference to industry recognised index measures, such as the MSCI World benchmark. As at 30 September 2009, the weighted average three year relative returns of the Group's segregated mandates to their benchmark was +1.5% per annum. As at 30 September 2009, over a one, three and five year period, 52%, 79% and 82%, respectively, of Gartmore's weighted average segregated mandate AUM performed above their contractually agreed benchmarks.

Unlike mutual fund distribution, where performance is an important factor in choosing an asset manager, consultants and institutional clients in the segregated mandate market have, in addition to performance, an increased focus on the management and corporate stability of the asset manager. As at 30 September 2009, Gartmore had over 20 current positive recommendations from independent consultants. These recommendations took the form of requests from consultants on behalf of their clients for Gartmore to provide them with proposals for mandates and recommendations by consultants to their clients for such clients to maintain their mandates with Gartmore.

(b) Monitoring

The investment performance of each fund is formally reviewed by Gartmore's Chief Investment Officer and Head of Performance Measurement on a weekly basis and Gartmore's Chief Investment Officer chairs a performance review meeting with the head of each investment team quarterly to cover fund performance and performance attribution analysis.

4.5 Investment Management

(a) Organisation

The Company believes in the benefits of active management and operates a team-based active investment management model comprising, at present, 13 different investment management teams, 12 of which are focused on equities. From February 2010, the Group intends to introduce an additional team, the European All Cap team, led by John Bennett, which will merge with an existing team. Five teams manage long-only products (typically mutual funds and segregated mandates) alongside long-short hedge funds (typically alternative funds). The Company believes this side-by-side model helps to build a stronger performance culture and attract and retain the best

investment talent. The investment teams vary in size, from two to eight investment professionals, depending on the nature and volume of investments managed. Individual teams manage multiple funds within their areas of specialisation and manage different proportions of long-only and alternative assets. As at 30 September 2009, the European Large Cap investment team managed approximately 37% of the Group's AUM. From February 2010, it is anticipated that 17% of AUM (based on AUM as at 30 September 2009) will be transferred to the European All Cap investment team. Consequently, from February 2010, the largest team, being the European Large Cap team, will account for approximately 20% of AUM (based on AUM as at 30 September 2009).

Each team has one team head or co-heads who takes ultimate responsibility for investment performance and manages the team's other portfolio managers, researchers and team assistants. Each team head, together with the Head of Investment and Counterparty Risk and the Head of Dealing, reports to Gartmore's Chief Investment Officer.

As at 30 September 2009, Gartmore's investment management team comprised over 80 investment professionals including 35 portfolio managers and 21 research analysts and a wider team of 25 professional investment staff, which includes a centralised dealing team, derivative team personnel, investment risk personnel, corporate governance personnel and team assistants. Overall, as at 30 September 2009 more than 30% of Gartmore's current portfolio managers have been with Gartmore for more than ten years. In addition, over 30% of Gartmore's current portfolio managers have had over 20 years of investment expertise. A number of Gartmore's managers are recognised within the industry, with certain portfolio managers achieving the following ratings from Citywire over the past six months:

Table 15: Portfolio Managers Rated By Citywire

Portfolio Manager	Ratings
John Anderson	AAA
Leigh Himsworth	AAA[1]
Christopher Burvill	AA
Dan Roberts	AA
Roger Guy	A
Guillaume Rambourg	A

(1) Awarded in July 2009 and expected to be confirmed.

The Company believes that excess returns are only generated by talented teams and individuals and that investment in such teams is critical to its future success. Gartmore's investment management team has been strengthened in recent times by the recruitment of a number of industry recognised senior portfolio managers in key areas. The table below details the senior portfolio managers recently recruited, their key specialisations, the ratings that they have received

(where applicable) and the three-year investment track record (based on percentile rankings) of funds that they previously managed:

Table 16: Recent Senior Portfolio Managers Recruited by Gartmore

Key Specialisation	Portfolio Manager	Month Recruited	Ratings/ Background	3 Year Investment Track Record (Percentile)[1]
U.K. Corporate Bond . . .	John Anderson	February 2009	AAA (Citywire)	4
U.K. Equity Income	Dan Roberts	April 2009	AA (Citywire)	12
High Yield	Kam Tugnait	April 2009	20 years investment expertise	
U.K. Equities	Luke Newman	May 2009	7 years investment expertise	
European Equities	John Bennett	June 2009[2]	AAA (S&P)[3]	15
U.K. All Companies	Leigh Himsworth	July 2009	AAA rated (Citywire)	2
Asian Equities	Jan de Bruijn	September 2009[4]	17 years investment expertise	

Source: Citywire and S&P for manager ratings. Lipper Hindsight for 3-year investment track record.

(1) Percentile rankings relate to funds previously managed by the newly recruited portfolio managers being Royal London U.K. Mid Cap Trust for Leigh Himsworth; Gartmore Corporate Bond (formerly Rensburg Corporate Bond) for John Anderson, GAM Star Continental European Equity GBP for John Bennett and Aviva Investors U.K. Equity Income for Dan Roberts.

(2) Due to commence at Gartmore in January 2010 and commence investment management in February 2010.

(3) S&P Rating granted for GAM Star Continental European Equity managed by John Bennett and his team.

(4) Due to commence at Gartmore in the first half of 2010.

The Company believes that the addition of these new portfolio managers will strengthen these key areas for Gartmore and will position it well to execute its strategy and growth initiatives, including enhancing its established franchise in European equities and targeting assets in Pan-European equities. Gartmore is planning to recruit further portfolio managers to cover currency, macro and credit asset classes.

All of the investment teams are located in London, with the exception of the quantitative equity team, which is located in Boston, and the Japanese equity team, which is located in Tokyo. The management of passive assets, cash and U.S. equity mutual funds is sub-advised by third parties.

(b) Investment Approach

Gartmore's investment teams operate independently. They are not inhibited by a 'house view' nor are they required to attend asset allocation or Group-wide investment meetings. The Company believes that its investment teams operate within a dynamic environment that allows each team to develop its own investment process that best suits their strengths and market conditions. The Company believes that this approach assists in attracting and retaining the best investment talent and enhancing a strong risk management and performance culture.

(c) Investment Process

Each of Gartmore's investment teams is allowed to develop an investment process which it believes suits its strengths and market conditions. The Company believes this approach allows for a diversity of investment styles and provides individual portfolio managers with greater accountability.

Gartmore's equity teams are principally fundamental, active managers whose principal technique for achieving excess returns over a market index is derived from stock selection for both long-only and alternative portfolios. Each team comprises both dedicated analysts and portfolio managers. Idea generation stems from numerous sources including Vision, Gartmore's in-house knowledge

engine, in-house quantitative screening tools, company meetings and external sources of research such as sell-side research, Bloomberg, Factset and other third parties. Analysts focus their research on specific ideas they believe will generate value rather than researching generically a universe of stocks. Analysts produce research notes using both primary and secondary sources of data on their ideas and provide recommendations as to whether the idea is considered to be a ''long'' or a ''short'', contrasting their own expectations against those of the markets, as well as specifying a potential catalyst for the stock price to move. Analysts recommend ideas to portfolio managers at regular team meetings, presenting their research both verbally and in written form. Portfolio managers, who are accountable for the performance of their funds, are free to accept or reject the idea, and size the position in their portfolios as they consider appropriate, and in accordance with the mandate and its benchmark and any other risk parameters. Selected stocks are typically set a price target which forms the basis of the team's buy/sell discipline.

Gartmore's investment grade team combines a view on inflation, interest rates and duration with fundamental single security analysis. The team derives alpha from asset allocation between gilts and investment grade bonds, duration and bottom up security selection. The team focuses on capital preservation and the capacity to cover coupon payments, and typically manages conservatively run portfolios.

Gartmore's high yield team's key source of alpha is from single security selection. The team focuses on capital preservation and the capacity to pay coupons. Analysts undertake fundamental analysis, focusing on a company's financial statements, balance sheet strength and cash generation. Analysts recommend ideas to portfolio managers who are free to accept or reject the idea, and size the position in portfolios as they consider appropriate and in accordance with the mandate and its benchmark and any other risk parameters.

(d) Investment Risk

Investment risk management is the responsibility of a dedicated investment risk management team working independently of the portfolio managers. The Investment Risk team sets risk parameters or ''budgets'' for portfolio managers to adhere to for each client portfolio which are actively monitored in real time. The Investment Risk team has the responsibility of identifying and assessing portfolio risk and liquidity and engaging with and challenging portfolio managers in relation to their investment strategies.

The Investment Risk team reports directly to Gartmore's Chief Investment Officer. It also reports to the Executive Committee on a monthly basis and the boards of the alternative funds managed by Gartmore.

The Investment Risk team uses a proprietary investment risk management system to monitor portfolios. It uses a daily risk summary to monitor portfolio risk in accordance with internal risk guidelines which are pre-determined within each portfolio's risk budget. Gartmore operates a pre- and post-trade compliance system that is coded with external risk limits relevant to each individual fund as may be required under law or regulation, the fund's prospectus or the investment management agreement between Gartmore and the individual fund. This system aims to prevent fund managers from dealing in breach of such restrictions.

A formal review of portfolio risk takes place twice a week. The Chief Investment Officer chairs two investment risk management meetings each week, one which covers the alternative funds and the other which covers the mutual funds and segregated mandates. At each meeting risk summaries are reviewed by the Investment Risk team and individual portfolio managers are selected for individual fund reviews. Post trade breaches are monitored on a daily basis and portfolio managers are required to rectify any such breaches.

4.6 Distribution and Product Development and Management

(a) Distribution—Organisation

Gartmore's distribution is managed through six teams, segregated by geography and client profile. The six teams are organised into the following groups: U.K. Retail, Global Alternatives, Global Institutional, Southern European and South American Wholesale, Northern European Wholesale and Japan.

The following table sets out the AUM sold by these distribution teams as at 30 September 2009:

Table 17: AUM sold by distribution team as at 30 September 2009

Team	AUM (£bn)
U.K. Retail	7.7
Global Alternatives	2.6
Global Institutional	6.2
Southern European/South American Wholesale	1.5
Northern European Wholesale	2.0
Japan	1.8
Total	21.8

Figures are unaudited.

These teams are run from distribution offices in London, Boston, Frankfurt, Madrid and Tokyo. Each team consists of business development directors and business development managers who are responsible for winning and retaining clients and client service executives who provide ongoing support to clients. The Global Head of Distribution oversees the activities of all the distribution teams, supported by central marketing, client communications and product development and management teams. The Global Head of Distribution holds bi-weekly global sales meetings with the distribution teams to facilitate communication.

The Company believes that a key feature of its distribution model is that Gartmore's distribution teams work together to provide each other with ongoing cross-channel cooperation and support. The Company believes that its distribution teams are able to quickly facilitate the efficient building of multi-geographical or multi-disciplinary sales teams which are able to pursue opportunities with clients who are increasingly active across different product disciplines and geographies.

Gartmore has also restructured a number of its client service functions situated in its various distribution teams as described below to improve client service.

(b) Distribution Teams

(i) U.K. Retail

The U.K. Retail team focuses on the distribution of mutual funds managed by Gartmore to U.K. retail clients predominately through financial intermediaries.

In London, retail distribution relationships are supported by 23 staff. The function has been strengthened with the appointment a new Head of U.K. Retail in February 2008 and a restructuring of the team. This included the disbanding of the former structure which provided for overlapping asset manager and strategic partner sales teams and the creation of new roles including the Head of Intermediary Sales and Head of U.K. Marketing.

The U.K. Retail sales team consists of two sub-teams—the first team consists of specialist discretionary business development managers who are assigned to asset manager clients in London and the South East such as banks, investment IFAs, funds of funds and wealth managers (including stockbrokers). The second team is responsible for sales to IFAs and regional wealth managers based outside of London and the South East and for forming strategic distribution partnerships primarily with leading U.K. life insurance companies, fund supermarkets and consolidators who distribute funds managed by Gartmore through their distribution platforms. Gartmore has also recently adopted a new client service model. As a result, all business development roles will be supported by a dedicated sales executive which the Company believes is best practice for client servicing.

In the U.K., Gartmore serves approximately 195,000 investor accounts, predominantly through financial intermediaries. Gartmore's U.K. retail fund distribution can be broken down into the following categories:

- *Retail IFAs.* This category consists of approximately 7,000 IFAs distributing products through investment platforms and other IFA networks. As at 30 September 2009, AUM from this category of distributors were approximately £2.4 billion and gross sales from this category for

the nine month period in September 2009 were approximately 37% of the Group's mutual fund gross sales.

- *Strategic Partners.* This category consists of approximately 100 clients which include U.K. life insurance companies that offer open architecture products to IFAs through their distribution teams, fund supermarkets that provide consolidated buying and administration points for a wide range of funds and product providers and the head offices of networks of IFAs that provide aggregation services and other economic benefits to their IFA members. A significant and growing proportion of Gartmore's business from IFAs is ultimately purchased through fund supermarkets to take advantage of the administration benefits offered by such platforms. As at 30 September 2009, AUM from this category of distributors were approximately £2 billion and gross sales from this category for the nine month period in 2009 were approximately 32% of the Group's mutual fund gross sales.
- *Asset managers.* This category consists of approximately 200 specialist wealth managers and stockbrokers, as at 30 September 2009, managing money for clients on a discretionary basis or advising clients on investment. This category also includes banks and other large institutions that distribute mutual funds to retail clients. Clients from this category primarily purchase funds for underlying clients or purchase funds for their own funds of funds. As at 30 September 2009, AUM from this category of distributors were approximately £0.6 billion and gross sales from this category for the nine month period in 2009 were approximately 19% of the Group's mutual fund gross sales.
- *Other.* This category includes direct distribution to investors, cross selling of products to European clients and distribution to staff. As at 30 September 2009, AUM from this category of distributors were approximately £1.8 billion and gross sales from this category for the nine period in 2009 were approximately 12% of the Group's U.K. mutual fund gross sales.

Gartmore's top ten U.K. mutual fund distribution relationships, excluding investment trusts, accounted for approximately 20% of mutual fund AUM as at 30 September 2009 and 20% of mutual fund revenues (net of fees and commissions) for the nine month period in 2009. These relationships include life insurance companies and platforms that consolidate the business of underlying IFAs.

Gartmore is ranked sixth in terms of name awareness with IFAs and multi-managers[8] and is ranked 14th (as at 30 September 2009) in terms of U.K. retail funds under management[9]. Gartmore views this gap between its name awareness and its current market position as an opportunity to grow the business especially given the recent recruitment of new portfolio managers and strengthened product range.

(ii) Global Alternatives

The Global Alternatives team, based in London and Boston, is focused on and coordinates the distribution of alternative funds managed by Gartmore. The London team, with a total of nine staff as at 30 September 2009, focuses on alternative fund distribution in London and Continental Europe. A senior business development director is based in Boston who focuses on alternative fund distribution in North America. Both teams are responsible for the sale of alternative funds managed by Gartmore and segregated mandates which utilise alternative strategies. A dedicated client service team is also embedded in the team to provide support as is required. The team has been recently strengthened with the recruitment of a new Head of Alternatives and aims to take a systematic approach to business development and marketing by setting clearly defined targets with respect to client and geographical mix. The team has in recent times improved its client service model and seeks to provide a client centric culture by treating investors as business partners and providing regular updates to investors in order to maintain a transparent and open dialogue.

Gartmore aims to diversify and grow its alternative funds under management by distributing the significant existing capacity in its alternative funds business and expanding its alternative strategies. It intends to focus on European and U.S. institutional clients, whose investments typically tend to be more long term. As an established player in the alternatives market, the Company believes that Gartmore is well positioned to benefit from the flows from a wide variety of investors into this investment class as economic markets recover.

(8) Source: ORC International, August 2009, Spontaneous Awareness of Investment Company.
(9) Source: IMA—ranking excludes Capita Financial Managers Limited who provides administration and investment management services to investment managers.

(iii) Global Institutional

The Global Institutional team, based in London and Boston, is focused on securing mandates for segregated and alternative funds from institutional clients both directly and through relationships with investment consultants. It is primarily responsible for sales of these products and services into the United Kingdom, the Netherlands, Scandinavia and North America.

The London based Global Institutional team of 11 staff as at 30 September 2009, focuses on distribution in the United Kingdom, the Netherlands, and Scandinavia. The Boston based Global Institutional team of three staff as at 30 September 2009 focuses on sales into North America and has during the nine month period in 2009, helped win a number of U.S. mandates with AUM of nearly £300 million. More recently Gartmore has sourced new segregated mandates through other distribution teams such as Japan and U.K. Retail and these teams receive support from the London based Global Institutional team.

Segregated mandate distribution in the United Kingdom and Continental Europe is principally to pension funds (particularly in the United Kingdom). Pension consultants dominate asset allocation recommendations for the U.K. market, though they are a less important factor in Continental Europe. As at 30 September 2009, approximately 70% of Gartmore's segregated mandate AUM sold in the United Kingdom and Continental Europe were derived from direct relationships with clients with the balance from consultant-intermediated relationships. Consultant relationships are supported by the Head of Consultant Relations and through the Global Institutional regional teams.

Distribution in the United States is also largely to pension funds and is largely intermediated by specialised consultants. The balance of distribution in the United States is made directly to U.S. corporate pension schemes, for which the Company believes there is significant potential to expand in the future. As at 30 September 2009, approximately 92% of Gartmore's segregated mandate AUM sold in the United States were derived from direct relationships with corporate clients. The Company believes that it is well placed to increase its presence in the U.S. market.

Gartmore aims to increase the distribution of segregated mandates by emphasising its global Continental European and pan European capabilities. The Company also believes there is an opportunity to increase its proportion of consultant-advised business in other core asset classes given the recent recruitment of new portfolio managers and strengthened product range. Its Global Institutional, Northern European Wholesale and Southern European and South American Wholesale teams will also work together to build Gartmore's continental European long-only business. Additionally, the Southern European and South American Wholesale and Northern European Wholesale teams aim to increase market share in their respective regions by building on Gartmore's strengthened Pan-European capabilities and distributing its absolute return products.

(iv) Southern European and South American Wholesale

The Southern European and South American Wholesale team based in Madrid, manages distribution of mutual funds and alternative funds in Spain, Italy, Portugal and also South America. The team, established in 2002, consists of two senior business development directors and two client service executives. Gartmore has a significant presence in the Chilean pension market where, at the end of September 2009, it was the seventh largest overseas investment manager by assets[10]. The Madrid office coordinates the support of its Chilean pension scheme clients through a specialist local third party distribution partner.

(v) Northern European Wholesale

The Northern European Wholesale team, based in Frankfurt, manages distribution of mutual funds on a wholesale basis through banks and other intermediaries in Germany, Austria, Luxembourg and Switzerland. The team, established in 1995, consists of four staff being two senior business development directors and two client service executives.

(vi) Japan

The Japan team, based in Tokyo, manages distribution of alternative funds and segregated mandates to pension schemes and other large financial institutions in Japan. The team, established in 1987, consists of eight staff including three senior business development directors who are supported by four client service executives who are responsible for all local language marketing

(10) Source: Celfin Capital.

materials. As at 30 September 2009, the total AUM contributed by products sold by this office was £1.8 billion, which comprised £1.0 billion in alternative fund AUM and £0.8 billion in segregated mandate AUM.

The office has a successful history of distributing alternative funds. In addition, in 2009, the team, supported by the Head of Global Institutional and other product specialists based in London, secured a significant long-only mandate from Japan's Government Pension Investment Fund. Since the award of this mandate, the Japan team has received a number of further enquiries in respect of Gartmore's segregated mandate products. The Company believes the award of this mandate may lead to other significant opportunities for long-only fund sales and intends to build on the award of this mandate as a platform for further growth of the Japanese segregated mandate business.

(c) Product Development and Management

New product development ideas can originate at the investment team level, within the distribution division or at the request of individual clients.

The Company believes Gartmore takes a disciplined approach to new product development, focusing on developing products that it believes will meet client needs and market demand and so obtain significant scale within a two year time period. For example, in the nine month period in 2009, Gartmore has launched three new products utilising the UCITS III investment guidelines and has plans for further such funds, which the Company believes have significant growth potential, including the Gartmore Japan Absolute Return Fund to be launched, subject to obtaining regulatory approval, in February 2010. In the recent past, Gartmore has partnered with investors who have provided initial seed capital for new products. Going forward, however, the Company expects that it will provide more seed capital in developing products that seek to meet client needs and market demand.

Each proposed product is evaluated by a centralised Product Development Committee, comprising key individuals from across the distribution and investment functions. The Product Development Committee is required to approve product ideas before formulating, with input from other areas of the business, a business case for such approved ideas. The business case is then referred to Gartmore's Product Operations Committee comprising further key individuals from the operations, finance, risk, compliance and legal functions for further evaluation. Only after approval from the Product Operations Committee will products be recommended to Gartmore's Executive Committee for approval to proceed to the implementation phase. In all cases the Executive Committee must approve all new products with Board level approvals being required where compensation in excess of £500,000 or capital expenditure in excess of £5 million is being proposed.

The majority of products are managed from Gartmore's offices in London although Gartmore's quantitative equity products are managed from Gartmore's offices in Boston and alternative Japanese equity products are managed from Gartmore's offices in Tokyo. During implementation, the Product Development Committee and Product Operations Committee monitor the progress of implementation and resolve escalated issues. Any issue which the Product Development Committee and Product Operations Committee are unable to resolve is escalated to the Executive Committee. During implementation, comments from key clients are also sought to ensure that the product fully meets their needs. The Company believes that this approval process helps maintain the integrity of the Gartmore brand and ensures that products operate as expected by the end client.

The time to complete a fund launch will vary depending upon the complexity of the product. The Company believes that Gartmore has the ability to launch products within a relatively short timeframe and therefore has the ability to respond quickly to opportunities, changes in the market or the individual needs of a client.

The Product Development Team is also responsible for ongoing product management. This comprises product updates and changes as well as product closure and fund consolidation as Gartmore seeks to ensure that its product range can continue to meet the needs of investors and remains economically viable.

(d) Promotion

Gartmore's promotion of its products is focused primarily on the U.K. retail market, targeting IFAs and IFA clients. A number of forms of media are used including print, online and, from time to time,

outdoor advertising to promote product and brand awareness. This is principally through trade media (e.g. Citywire, Investment Week and Money Marketing) but from time to time may include other personal finance consumer titles.

Gartmore also supports its brand and sales activities with seminars, national roadshows, joint marketing events with competitors and industry-recognised conferences targeting discretionary asset managers, strategic partners and retail IFAs in the U.K. retail segment.

Gartmore plans to increase its marketing spend during 2010 to support its strategy of growing its AUM in the U.K. retail market and establishing a clearer brand image. The Company believes that this should result in increased awareness of both Gartmore and its products and lead to increased sales through these channels.

4.7 Support Functions

(a) Overview

The support functions within Gartmore provide a centralised common infrastructure to the investment and distribution teams and consist of:

- Operations;
- Finance;
- Compliance and Operational Risk;
- Legal and Corporate Secretariat;
- Internal Audit; and
- Human Resources, Property and Facilities.

The strategy of the support functions is to provide high quality operational support, assurance and operational risk management to Gartmore's business through centralised infrastructure and oversight. Such infrastructure provides a consistency of operational risk management across all of Gartmore's businesses. The Company believes that the centralisation of its support functions enhances Gartmore's ability to bring new ideas to market, enables high standards of client service to be met and efficiently address the demands arising from the growth in Gartmore's businesses from time to time and allows it to adopt high levels of technology efficiency for greater competitive advantage. Key teams within the support functions have contributed to the management of the risks inherent in the expansion of the alternative investments platform and the attendant operational complexity and increasing trade volumes in derivative based and other structured instruments.

The departments within the support functions are discussed below.

(b) Operations

The operational strategy for Gartmore's business is to outsource non-core activities. Gartmore has outsourced certain non-core functions since 1995. Key to this strategy is building outsourcing relationships with strategic partners who can provide quality service utilising specialist resources at medium and longer term lower running costs than if such services were provided within Gartmore. Gartmore retains a number of key operational resources within its business whose function is to ensure that Gartmore and its clients receive a high level of service from its outsourced service partners and that the performance of its outsourced service partners is consistent with service level agreements entered into between those partners and Gartmore.

The most significant outsourcing partnership is with HSBC Bank plc for the provision of middle office services (including security, derivatives and foreign exchange settlement, record keeping and portfolio reconciliation) and retail fund accounting and valuations for the OEIC range (including responsibility for daily net asset value production, monitoring of investment restrictions, retention of prime accounting records, tax computations and production of the annual reports) (see paragraph 16.4 of Part XII: ''Additional Information''). HSBC's accountability and responsibilities are defined in various service level agreements. The arrangements with HSBC were entered into in March 2004. They extend for a seven year period, expiring on 14 June 2011 with automatic rolling 12 month periods thereafter. Initial discussions have commenced with HSBC with respect to the continuation of the contract in parallel with a wider market review by Gartmore of middle office service providers (see paragraph 16.4 of Part XII: ''Additional Information''). In addition, HSBC

provides under separate arrangements, depository and custodian services to Gartmore's mutual funds (such arrangements terminable on 90 days' notice), hedge fund administration, including net asset value production and shareholder servicing including performance fee calculations (such arrangements terminable on 60 days' notice), SICAV fund accounting and valuation services (such arrangements terminable on 180 days' notice), and stock lending services to Gartmore's mutual fund ranges (terminable on 30 days' notice). HSBC contracts directly with the funds for the provision of such services.

International Financial Data Services Limited (''IFDS'') provides transfer agency services for Gartmore's OEIC range. It manages transactions entered into by all unit holders, distributions to product unit holders and maintains unit holder registers. The outsourcing contract with IFDS was renewed in 2009 and expires at the end of 2013.

RBC Dexia provides Luxembourg transfer agency services for Gartmore's SICAV range. RBC Dexia manages all unit holder transactions and distributions and maintains unit holder registers for the SICAV funds. RBC Dexia's arrangements to provide such services expire in 2010 with one 12 month extension permitted.

Citi Hedge Fund Services (Ireland), Limited, part of Citi, provides hedge fund administration services such as net asset value calculations, performance fee calculations and shareholder servicing for the alternative funds managed by Gartmore that are not administered by HSBC. Citi contracts directly with the funds for the provision of such services (such arrangements terminable on 60 days' notice).

Gartmore closely monitors key performance indicators to ensure performance standards are met by the outsourced service providers. Gartmore's middle office team also focuses on investment restriction checking, deal support, data management and product servicing. The Compliance department within Gartmore visits each of the outsourced service providers regularly to ensure that the service providers are complying with all regulatory requirements imposed upon the service providers and on Gartmore with respect to those services. A review of the provision of outsourced services also forms part of Gartmore's internal audit plan.

Gartmore entered into a contract with HCL Technologies Limited in October 2009 (expiring in 2014) to outsource its information technology infrastructure and support. The transition of these IT services commenced in November 2009. Information technology development and business analysis support to the investment and distribution teams will remain within Gartmore.

Disaster recovery processes and procedures are in place for technology platforms with a recovery time objective of 24 hours for critical business systems. As part of business continuity planning, Gartmore and its key outsourced service providers perform annual testing of disaster recovery capabilities. Gartmore has a dedicated disaster recovery suite separate from its offices with syndicated positions managed by IBM. This service will be transferred to a HCL managed service in April 2010.

(c) Finance

The Finance department is responsible for managing and reporting the financial performance and position of the Group in accordance with management's and all statutory and regulatory requirements.

The Finance department is responsible for preparing statutory accounts for the Group and each individual entity within the Group, and preparing regulatory returns for the regulated entities within the Group. It is also responsible for providing monthly management accounts and other management information to the rest of the business, and for setting financial policies. Other areas managed by the department are tax reporting and compliance, cash management, forecasting and budgeting, financial control, transactional accounting, assessment of capital expenditure and cost control. The Finance department is also responsible for ensuring compliance with the Group's debt covenants including those contained in the Senior Credit Agreement and for compensation management.

(d) Compliance and Operational Risk

(i) Compliance

Gartmore's Compliance department is responsible for identifying and assessing the compliance and regulatory risks faced by Gartmore, monitoring and investigating the adequacy and effectiveness of the controls to mitigate compliance and regulatory risks and enforcing compliance with such controls. The Compliance department is also responsible for providing direction and on-going training and advice to management and staff with respect to the management of all regulatory and other compliance risks and the appropriate policies and procedures to mitigate such risks. The regulatory requirements applicable to the Group and the roles and responsibilities of employees within the Group are contained in various codes of conduct, employee handbooks and policies and procedures documents. The Chief Compliance Officer has direct access to the Chairman of the Audit & Risk Committee.

(ii) Operational Risk

Gartmore's Operational Risk department is tasked with identifying, managing, monitoring and escalating all operational risk issues which may expose Gartmore to operational losses as a direct or indirect result of the functioning of its day-to-day business, including those related to new products and instruments. Risk mitigation is achieved through taking preventative action and ensuring that effective controls, a strong governance model and a compliant culture are in place. These controls include a suite of pre and post trade restrictions which are designed to prevent trades occurring outside the funds' investment parameters. In addition all trades are conducted through a contact dealing function that reports independently to the Head of Dealing. The Operational Risk department is responsible for assessing and analysing key risk indicator data and escalating any concerns to senior management, investigating any errors or breaches of internal policy and for implementing processes and procedures to prevent future errors or breaches. The Operational Risk department also manages Gartmore's insurance programme and completes and manages Gartmore's annual risks and controls assessment programme. The Operational Risk team operates independently of the functions it oversees and reports directly to Gartmore's General Counsel. In addition, it reports on a monthly basis to Gartmore's Executive Committee and quarterly to Gartmore's Audit & Risk Committee.

(e) Legal and Corporate Secretariat

Gartmore's Legal and Corporate Secretariat department is responsible for managing and mitigating the Group's legal risk and ensuring the Group complies with all relevant legislation and regulatory and contractual obligations. It is also responsible for the corporate governance matters of the Group and supporting the governing bodies of the funds that Gartmore manages in meeting their relevant legal, regulatory and governance obligations. As well as providing legal advice to the investment and distribution teams in relation to Gartmore's products, the Legal and Secretariat department also provides legal advice in relation to employment, trading, information technology, intellectual property and finance matters.

(f) Internal Audit

In 2008, Gartmore entered into a co-sourced relationship with Ernst & Young LLP in relation to the provision of internal audit services. The Company believes this enables the internal audit function to leverage off the expertise and industry knowledge of Ernst & Young whilst providing continuity for Gartmore's businesses. The internal audit annual plan and key risk reviews are undertaken by Ernst & Young, supported by Gartmore's Operational Risk Team and under the direction of Gartmore's Chief Financial Officer, who also acts as the Head of Internal Audit. However, Ernst & Young and the Operational Risk Team have direct access to the Chairman of the Audit & Risk Committee.

(g) Human Resources and Property and Facilities

The Human Resources team is responsible for implementing Gartmore's people strategy through the provision of human resources advice and the delivery of human resources related projects. This includes advice on legal and regulatory issues, manpower planning and recruitment. The Human Resources team also provides various administrative services and provides oversight to the outsourced payroll function.

The Property and Facilities team is responsible for the management of the Gartmore property portfolio and related support services such as negotiation on property acquisitions, disposals and lease management.

4.8 Insurance

The Company holds various insurance policies to protect against various losses including professional indemnity insurance, business interruption insurance, employee fidelity insurance, computer crime insurance, public and employers' liability insurance and property damage insurance.

5. DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

The Company currently has a board of seven directors comprising:

- two executive directors, the Chief Executive Officer and Chief Financial Officer;
- three non-executive directors (including the Chairman) who are independent of the Company and its major shareholders; and
- two non-executive directors who have been nominated by the Hellman & Friedman Fund Vehicles.

The Company intends to appoint additional independent non-executive directors in due course following Admission so that at least half the Board will be independent and non-executive in compliance with the Combined Code.

In addition, the day-to-day running of the Group is the responsibility of Gartmore's Executive Committee consisting of the two executive directors and four senior Gartmore executives.

The Board of Directors is responsible for the management of the Company and meets regularly. Gartmore supports high standards of corporate governance. While the Company complies with the corporate governance principles applicable to Cayman incorporated companies, it is not at present fully compliant with the corporate governance principles set out in the Combined Code. It is, however, committed to moving over time to a position of full compliance with the Combined Code (see paragraph 8 of Part XII: ''Additional Information'').

Details of the Directors and the Executive Committee are as follows:

5.1 Directors

Andrew Skirton—Independent Non-Executive Chairman

Andrew joined Gartmore as non-executive chairman of the Advisory Board of Oxford Partners in 2007. Andrew has a long standing investment management career spanning over 23 years. He started his career at Legal and General in 1984 as a Fixed Income Portfolio Manager and, more recently, was Co-CEO of Barclays Global Investors from 2002-2006. After joining the Barclays Group in 1989, Andrew went on to undertake a number of senior management roles, which included being Head of Fixed Income at BZW Investment Management, Chief Executive of BZW Investment Management and Chief Investment Officer, Europe for Barclays Global Investors.

Jeffrey Meyer—Chief Executive Officer, Executive Director

Jeffrey joined Gartmore in 2004 and was appointed President and Chief Executive Officer of Gartmore Investment Management Limited and its regulated subsidiaries in 2005. Prior to this he was the Chief Financial Officer of the Group. Jeffrey is a member of the Advisory Board of Oxford Partners and the board of Gartmore Investment Management Limited. Prior to joining Gartmore, Jeffrey was a Senior Managing Director in the Financial Institutions Group at Bear Stearns & Co. Inc. and prior to that, a Managing Director in the Financial Institutions Group at Schroder & Co. Jeffrey also worked at Lehman Brothers Inc. in the Financial Institutions Group and at E.F. Hutton & Co Inc in the Corporate Finance Department.

Keith Starling—Chief Financial Officer, Executive Director

Keith joined Gartmore in 2001 as Financial Controller and joined the board of Gartmore Investment Management Limited in 2006. In 2009, Keith was appointed Chief Financial Officer and joined the Advisory Board of Oxford Partners. Keith is responsible for Gartmore's finance, internal audit and human

resources functions. Prior to joining Gartmore, Keith was Chief Financial Officer, Europe ex-Switzerland at Credit Suisse Asset Management. Prior to his role at Credit Suisse Asset Management, Keith was Group Financial Controller at River & Mercantile Investment Management and previously held roles at Mercury Asset Management, British & Commonwealth Group and Deloitte Haskins & Sells. Keith is a fellow of the Institute of Chartered Accountants of England and Wales.

David Barclay—Senior Independent Non-Executive Director

David joined the Board of Gartmore on 27 November 2009. He is also non-executive Deputy Chairman and chairman of the remuneration committee of John Lewis Partnership plc, a non-executive director and chairman of the remuneration committee of VT Group plc and a non-executive director and chairman of the audit committee of Wessex Water Services Ltd. David was previously a vice-chairman of Dresdner Kleinwort and has over 20 years of investment banking experience as well as 10 years' experience in the U.K. civil service.

David Lindsell—Independent Non-Executive Director

David joined the Advisory Board of Oxford Partners in 2007. He is currently a non-executive director and chairman of the audit committee of Drax Group plc and Premier Oil plc. He is also deputy chairman of the Financial Reporting Review Panel. David was a partner at Ernst & Young LLP for nearly 30 years, specialising in audit and assurance services and has extensive experience across a range of industry sectors. He has served on a number of professional bodies relating to financial reporting including the Standards Advisory Committee of the International Accounting Standards Board, the Auditing Practices Board, the Turnbull Committee and the European Financial Reporting Advisory Group.

Patrick Healy—Non-Executive Director

Patrick is Deputy CEO of Hellman & Friedman and leads Hellman & Friedman's London office and European activities. He is also a member of Hellman & Friedman's Investment Committee. He is a member of the Advisory Board of Oxford Partners and a director of Gaztransport et Technigaz S.A.S., Mondrian Investment Partners Ltd., and the Nielsen Company. He was formerly a director of numerous portfolio companies, including Digitas, Inc., DoubleClick Inc., ProSiebenSat.1 Media AG, National Information Consortium Inc. and Nasdaq Stock Market LLC. He was also active in Hellman & Friedman's investments in Axel Springer AG, Formula One Holdings Limited and Young & Rubicam Inc. Prior to joining Hellman & Friedman in 1994, Patrick was employed by James D. Wolfensohn Incorporated and Consolidated Press Holdings in Australia.

Blake Kleinman—Non-Executive Director

Blake is a director at Hellman & Friedman in the London office. He is a member of the Advisory Board of Oxford Partners. He is active in Hellman & Friedman's investment in SSP Holdings Limited and a director of the related Hellman & Friedman holding vehicles. Blake was also active in Hellman & Friedman's investments in Arch Capital Group Ltd., Axel Springer AG, ProSiebenSat.1 Media AG, Mondrian Investment Partners Ltd. and The Nielsen Company. Prior to joining Hellman & Friedman in 2001, Blake worked in the Mergers, Acquisitions and Restructuring Department at Morgan Stanley & Co. in New York.

5.2 Executive Committee

Jeffrey Meyer—see biography above

Keith Starling—see biography above

Dominic Rossi—Chief Investment Officer

Dominic joined Gartmore in November 2008 as its Chief Investment Officer with responsibility for overseeing the Group's investment teams located in London, Boston and Tokyo. In December 2008 he joined the board of Gartmore Investment Management Limited. Dominic has 23 years industry experience including eleven years with Threadneedle Asset Management where he held a number of senior management roles, including as Head of Latin American Equities (from 1997-2002), Head of International and Global Equities (from 2002 to 2007) and Head of Equities (from 2007 to 2008).

Philip Wagstaff—Global Head of Distribution

Philip joined Gartmore in 2007 as its Global Head of Distribution and member of the board of Gartmore Investment Management Limited. Prior to joining Gartmore, Philip was Managing Director, U.K. Sales and Marketing at New Star Asset Management from 2005 and Managing Director, U.K. Retail at M&G Investments from 2001.

William McGowan—General Counsel

William joined Gartmore in 2008 as its General Counsel. He is also a member of the board of Gartmore Investment Management Limited. William has over 14 years' experience in the financial services industry. William began his legal career at Maclay, Murray & Spens, solicitors in Glasgow and London. After spending six years in private practice William moved into investment banking where he held various senior legal roles. Prior to joining Gartmore, William was Head of Legal for Europe at Bear Stearns.

David Francis—Head of Operations

David joined Gartmore in 1989, holding a number of roles within the IT division, and became Head of Information Technology in 2005. He was appointed Head of Operations and appointed to the board of Gartmore Investment Management Limited in 2009. Prior to joining Gartmore, David was a Technical Consultant for Miller Insurance.

6. EMPLOYEES

The following table shows the breakdown of Gartmore employees (including full time or equivalent, part time and temporary employees) by division and responsibility as at 30 September 2009:

Table 18: Breakdown of employees as at 30 September 2009

	Employees
Executive	12
Investment management	80
Private equity	14
Distribution	91
Group Services	
Finance	19
Operations, Systems & Technology	112
Legal and Corporate Secretariat	13
Compliance	8
Human Resources	6
Operational Risk	2
Property	2
Total	359

6.1 Employee Incentivisation and Share Ownership—Compensation Policy

Gartmore recognises the importance of its people to the success of the business. Consequently Gartmore's compensation policy is designed to be market competitive in order to motivate, aid retention, improve individual and corporate performance, and align employee behaviours with the interests of shareholders. Compensation policy is therefore a key driver of performance, and a central element of Gartmore's corporate strategy.

The compensation policy is based upon the following key principles:

- A single compensation policy is applied across the business;
- The need to provide market competitive total compensation;
- Differentiation by merit and performance;
- An emphasis on variable, performance-driven remuneration;

- Consistency with the FSA Code of Practice on compensation;
- Alignment with shareholders' interests through significant equity ownership; and
- Clarity, transparency and fairness of process.

Gartmore's compensation philosophy has a strong focus on variable compensation because the Company believes that employees' and shareholders' interests are best served by containing fixed costs and increasing the proportion of total compensation that is directly performance related and therefore aligned with Shareholders' interests.

The emphasis on variable pay will continue at Gartmore, with the aim of positioning base salaries at, generally, no more than what the Company believes is median in the market. Salaries are currently capped at £175,000 with competitive positioning of total compensation achieved through the use of short and long-term incentives.

The reduced emphasis on base salary means that Gartmore does not explicitly link incentive awards to a multiple of base salary, believing that any such linkage provides an incentive to increase base salaries, and therefore fixed costs. The annual bonus policy will be sufficiently flexible to allow for years of good and poor performance. However, although the amount of bonuses is discretionary, the Group is likely to be required to pay out bonuses at a certain level to retain key portfolio managers and attract investment talent regardless of the Group's performance in a given year. Gartmore is seeking to implement mechanisms to defer significant proportions of senior management bonuses to ensure alignment of future risk exposure between management and shareholders subject to remaining competitive with market norms.

(a) Compensation elements

There will be three elements of Gartmore's total compensation package:

- base salary;
- annual bonus and fee incentives;
- long-term incentives (through the Deferred Bonus Plan and Long-Term Incentive Plan elements of the Gartmore Group Limited Omnibus Incentive Plan (the ''Plan'')).

A significant amount of senior management wealth will be invested in Gartmore as a result of existing equity arrangements and the new Plan (see paragraph 7 of Part XII: ''Additional Information'').

(b) Benchmarking

In ensuring that total compensation is market competitive, the emphasis is on benchmarking:

- Total Cash = base salary + annual bonus; and
- Total Compensation = Total Cash + long-term incentives

Total Cash is benchmarked to between market median and upper quartile. A range of benchmark data is used based on comparable asset management businesses, with appropriate data being used for each geographical location.

(c) Annual Bonus

The size of the bonus pool will be based on the profitability of Gartmore. The Company believes that this provides transparency and certainty to the shareholder and the employee, as well as ensuring that bonuses are affordable and linked to performance.

Individual bonuses will be determined based on a number of factors relating to the individual's role and performance, including sales performance (for sales staff) or investment performance, profitability and net sales (for investment staff). Staff bonus allocations in other areas will take into account individual, departmental and corporate performance against objectives and strategic goals.

To aid retention and ensure that management and employees maintain a significant stake in the business Gartmore will aim to defer a proportion of the annual bonus. The percentage of bonus which will be deferred will be determined by the Remuneration Committee. For senior management, it is expected that there will be a mandatory deferral of a minimum of 30% of any bonus. For all other

employees it is expected that there will be mandatory deferral of 30% of cash compensation in excess of £200,000. Deferrals will be effected through the Deferred Bonus Plan or as otherwise determined by the Remuneration Committee.

(d) Fee Incentives

Fund managers will participate in the fee incentive arrangements under which a percentage of fees will be shared by Gartmore with fund managers. The percentage will be agreed with the team on an individual basis. As a general rule, 30% of each allocation will be subject to mandatory deferral into the Deferred Bonus Plan.

(e) The Gartmore Group Limited Omnibus Incentive Plan

The Plan is proposed to be divided into two sub-plans—the Deferred Bonus Plan and the Long-term Incentive Plan.

(i) Deferred Bonus Plan

The Deferred Bonus Plan is expected to be used principally as the vehicle for deferrals of annual bonus or fee incentive allocations. Awards may be granted in the form of restricted shares, conditional awards, nil cost options over Ordinary Shares or, exceptionally, units in any funds managed by the relevant participant (''units''). Awards will vest over a three year period subject to a continuing employment requirement.

No performance conditions will attach to awards granted under the Deferred Bonus Plan.

(ii) Long-term Incentive Plan (''LTIP'')

All employees of Gartmore will be eligible to participate in the LTIP. Awards will be made at the discretion of the Remuneration Committee and may be granted in the form of:

- Options (either market value or nil-cost);
- Restricted shares; or
- Conditional share awards.

Awards will normally vest on the third anniversary of the date of grant subject to a continuing employment requirement and, in some cases, the satisfaction of a performance condition. Any performance condition will be set at the date of award by the Remuneration Committee and may comprise a combination of corporate and individual measures.

Any unvested Deferred Bonus or LTIP awards granted under the Plan will normally be forfeited if the employee leaves employment within the vesting period, except in the event of cessation of employment due to death, disability, redundancy or sale of the employer (or other circumstances at the Remuneration Committee's discretion) when vesting is accelerated. Employees whose employment has been terminated without cause will continue to vest in line with the original vesting schedule (subject to the execution of a compromise agreement). There are no additional circumstances in which there will be an acceleration of vesting on cessation of employment unless the Remuneration Committee exercises its discretion or, on a change of control unless the employee resigns as a result of his duties, status or remuneration being reduced.

See paragraph 10 of Part XII: ''Additional Information'' for further details.

(f) Existing Equity

Certain Directors and current and former employees of the Group (including Senior Management) (or their permitted transferees) are limited partners in Oxford Partners, the holding entity of the Company prior to Admission and, therefore, have an indirect interest in the Company. These partnership interests were obtained either through the indirect participation of the relevant individuals through a co-investment scheme at the time of the Buyout or through the issue of interests as part of the compensation package for the relevant individuals. In connection with the Global Offer, Ordinary Shares will be distributed to limited partners based on the value of their existing partnership interest in Oxford Partners, calculated by reference to the value of the Company as at Admission.

The Ordinary Shares to be distributed to limited partners who are Directors, Senior Management or current or former employees of the Group (or their permitted transferees) will be held by the

Nominee, Barclays Wealth Management (Guernsey) Limited, as nominee on behalf of the relevant individuals. The relevant individuals will be entitled to vote the Ordinary Shares and to receive any cash dividends paid on them but will not be able to dispose of the Ordinary Shares except in accordance with the terms of the lock-up arrangements described in paragraph 11 of Part VI: ''Details of the Global Offer''.

Certain of the Ordinary Shares to be distributed to current and former employees (or their permitted transferees) as part of these arrangements will remain subject to existing vesting requirements (representing in aggregate approximately 5.29% of the anticipated number of Ordinary Shares in issue on Admission). These shares will vest in accordance with the original vesting schedule for the limited partnership interests in Oxford Partners. These unvested Ordinary Shares will be forfeited if the employee leaves prior to vesting, except where the employee is a good leaver. An employee will, amongst things, be determined to be a good leaver in the event of cessation of employment due to death, disability or termination by the company without cause (subject to execution of a compromise agreement), or upon a change of control following which the employee resigns as a result of his duties, status or remuneration being reduced. Vested Ordinary Shares held by the Nominee will not be subject to forfeiture on cessation of employment. Any forfeited Ordinary Shares may be transferred to an employee benefit trust set up by the Company in connection with the Plan.

In addition, certain ex-employees of the Group hold deferred limited partnership interests, or loan notes issued by, Oxford Partners. It is anticipated that such persons will have transferred to them Ordinary Shares on or around Admission in satisfaction of those interests or notes (representing in aggregate approximately one per cent of the anticipated number of Ordinary Shares in issue on Admission). Such Ordinary Shares shall not be subject to any lock-up arrangements.

7. DIVIDEND POLICY AND USE OF SURPLUS CAPITAL

The Directors' current intention is that the Company should consider paying its first dividend in 2011 as a final dividend in respect of the financial year ending 31 December 2010, subject to any unforeseen circumstances arising and assuming that profits are available and/or a dividend is otherwise permitted by law. The Company does not intend to pay a dividend in 2009 or 2010, and instead currently intends that the Company's surplus cash flow should be applied to further reduce the Company's outstanding indebtedness.

In formulating Gartmore's dividend policy in the future, the Directors will have regard to the desirability of maintaining a conservative capital structure and will also have regard to the Group's earnings and cash flow potential as well as the Group's investment and regulatory capital requirements.

If Gartmore accumulates capital which the Directors believe is surplus to that required to meet the Group's continuing requirements, including the reduction of debt, and to fund future growth, including acquisitions or providing seed capital for new funds, the Directors will give due consideration to returning surplus capital to Shareholders in an appropriate manner. This will be subject to any restrictions to which the Company may be subject including those under any financing documentation. For the restrictions under the Senior Credit Agreement with effect from Admission see paragraph 16.2 of Part XII: ''Additional Information''.

There is no assurance that the Company will pay a dividend or if a dividend is paid, the amount of such dividend. See Part II: ''Risk factors—There are no guarantees that the Company will pay dividends or the level of any such dividends''.

8. CURRENT TRADING AND PROSPECTS

Since 30 September 2009, net inflows have been in line with the Company's expectations. However, Gartmore's AUM fell to £21.4 billion as at 31 October 2009 from £21.8 billion as at 30 September 2009, which included net inflows of £0.2 billion but adverse movement in market levels accounted for a fall in AUM of £0.6 billion. This fall in market levels indicates that although the capital markets appear to have stabilised, they remain volatile and uncertain.

Alternative fund AUM remained flat at £3.8 billion as at 31 October 2009, despite net inflows of £128 million during October, mainly due to the impact of adverse currency movements during the month. Net inflows into alternative funds (including managed accounts) in November 2009 were approximately U.S.$210 million (£128 million), the sixth consecutive month of net inflows. Redemptions from alternative funds (excluding managed accounts, as flows can occur during the course of the

month) for the 1 December 2009 dealing date were approximately U.S.$392 million (£239 million) but this was partially offset by inflows for December 2009 of U.S.$268 million (£163 million) resulting in a net outflow of U.S.$124 million (£76 million). Flows provided for November and December are still indicative at the date of publication of this Prospectus and may change.

Mutual fund AUM fell by £0.2 billion from the end of September 2009 to £11.7 billion as at 31 October 2009, despite net inflows of £94 million during the month, affected by adverse market levels. Segregated mandate AUM fell by £0.2 billion from the end of September to £5.9 billion as at 31 October 2009 reflecting adverse market levels in the month. Net flows were flat during October.

Overall the net flows for November were flat with a net outflow of £7 million.

Overall investment performance has been stable since September 2009. The year to date asset weighted performance of the Company's alternative funds was 16.9% to 31 October 2009. At 31 October 2009, 61%, 73% and 81% of mutual fund AUM (including cross holdings) were invested in funds that have achieved first or second quartile performance over the last one, three and five years, respectively. End of November performance will not be available until mid-December.

Net inflows between 1 October 2009 and 1 December 2009 (excluding managed accounts for December) were £138 million and resulted from a variety of reasons. The Company believes the underlying trends remain positive.

9. FTSE ELIGIBILITY

Subject to the Company having the appropriate market capitalisation, the Company expects that, upon Admission, it will be eligible to be considered for inclusion in the U.K. FTSE 250 Index.

10. REASONS FOR THE GLOBAL OFFER AND USE OF PROCEEDS

The Company believes that Admission of the Ordinary Shares will enhance the Company's profile and status with existing and potential clients and strengthen its ability to attract and retain the best investment talent. The Global Offer will also provide an opportunity for the Selling Shareholders to realise part of their investment in the Company.

The gross proceeds of the subscription of New Ordinary Shares in the Global Offer receivable by the Company are expected to be £280 million out of which it will pay underwriting commissions and other estimated fees and expenses of the Global Offer of £15 million. Consequently, it is expected that the Company will receive net proceeds of £265 million. The Company will not receive any of the proceeds from the sale of Ordinary Shares in the Global Offer by the Selling Shareholders, including pursuant to the Over-allotment Option. The Company intends to use the net proceeds from the Global Offer received by it, in addition to a portion of its existing surplus cash resources, to repay approximately £315 million of the debt of the Group under the Senior Credit Agreement.

PART V: REGULATORY OVERVIEW

1. Regulatory framework in the United Kingdom

The following members of the Group are authorised and regulated in the United Kingdom by the FSA: Gartmore Fund Managers Limited; Gartmore Global Partners; and Gartmore Investment Limited (the ''FSA Companies''). Gartmore Investment Management Limited is also an appointed representative of Gartmore Investment Limited.

Gartmore Investment Limited also has the right to provide financial services on a cross border basis in the following EU states, under the Markets in Financial Instruments Directive (''MiFID''): Austria, Belgium, Denmark, Finland, France, Germany, Greece, Iceland, Ireland, Italy, Liechtenstein, Luxembourg, the Netherlands, Norway, Portugal, Spain and Sweden (see below). With the exception of Spain, Gartmore Investment Limited has no branch or office in these jurisdictions. As a result, Gartmore Investment Limited is only subject to the regulatory rules of these states (in addition to FSA rules) to a limited degree. A summary of the regulatory framework in Spain applicable to the Spanish branch of Gartmore Investment Limited is included in paragraph 1.5 below.

Some members of the Group are regulated by regulatory authorities in the United States, Japan, Spain and Germany (see below).

In addition, some of the Group's mutual funds are registered in jurisdictions including the United Kingdom and Luxembourg.

The regulatory framework in the United Kingdom is likely to be subject to change in the near future as a response to the global banking crisis. The FSA published a paper entitled ''A Regulatory Response to the Global Banking Crisis'' (the ''Turner Review'') on 18 March 2009. The Turner Review assesses the various factors which contributed to the severe financial problems suffered by banks and other financial institutions at the end of 2008, and then considers a wide range of proposals to counter these factors and reform global financial regulation. In addition, the Walker Report was published on 26 November 2009 after having been commissioned by the Government as a review of corporate governance in U.K. banks and other financial institutions. Whilst the proposals in the Turner Review and the Walker Report have not yet been incorporated into English law and/or regulation it seems likely that they will influence changes in a wide range of regulatory areas including the amount and composition of regulatory capital held by certain firms, risk governance, levels of staff remuneration, the composition of a board of directors and the evaluation of the board's performance. These developments suggest that there will be a shift in the future from the previous principles-based regulatory regime to a more rules-based regime. The proposals in both the Turner Review and the Walker Report focus particularly on banks but going forwards it is possible that the changes contained in these proposals could be extended to other financial institutions, including investment managers.

1.1 Authorisation by the FSA

In the United Kingdom, the provision of financial services by way of business is governed by certain requirements under the Financial Services and Markets Act 2000 (''FSMA''), together with secondary legislation and other rules made under it—for example, the FSA Handbook of Rules and Guidance (the ''FSA Rules''). Under section 19 of FSMA, it is an offence for any person to carry on ''regulated activities'' in the United Kingdom unless it is an authorised person or exempt from the need to be authorised. The various ''regulated activities'' are set out in the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 (as amended) (the ''RAO''). They include (among other regulated activities): dealing in investments as principal or agent; managing investments (including portfolio management); arranging deals in investments; advising on investments; and the safeguarding and administration of assets (including the arranging of such safeguarding and administration).

1.2 Threshold Conditions

An FSA authorised firm must satisfy at all times certain ''threshold conditions'' which are set out in FSMA. These threshold conditions include the requirement that an authorised firm must have adequate financial resources, not have ''close links'' of a nature that would impede the FSA's supervision of the firm and generally satisfy the FSA that they are ''fit and proper'' and otherwise suitable to be authorised.

1.3 Approved persons

The approval of the FSA is required for the performance of certain ''controlled functions''. Persons performing a ''controlled function'' in relation to an FSA authorised firm include the chief executive, the

directors, persons with oversight of money laundering reporting and compliance and certain persons carrying out important management or customer facing functions. In accordance with recent changes to the FSA's approved persons regime, persons who are directors, partners, officers, members (in the case of a limited liability partnership), senior managers or employees of a parent undertaking or holding company of an authorised firm will also be seen as performing a ''controlled function'' for which registration as an approved person is required if the decisions of those persons are regularly taken into account by the governing body of the authorised firm, except where the parent undertaking or holding company has permission to carry on regulated activities under FSMA or is regulated by a regulator from another EEA member state.

The FSA is taking a tougher stance in relation to the approval and supervision of senior personnel performing significant influence functions within an authorised firm. The FSA has recently stated that it will undertake close vetting of appointments to significant influence roles within an authorised firm and will expect to interview candidates applying for such roles[(1)]. Firms are expected to have in place robust recruitment, referencing and due diligence processes in order to assess whether a candidate is fit and proper to carry out the role within the firm. Under the current draft of the Financial Services Bill 2009 (see below), the FSA will have the power to impose a financial penalty on an individual who has at any time performed a controlled function without approval.

1.4 Restrictions on changes of control

An FSA authorised firm is subject to restrictions regarding persons who may act as a ''controller'' of it, and procedural requirements which apply to the process by which a person acquires control, or certain increases in control over it. The provisions in Part XII of FSMA relating to changes of control have been recently amended in order to implement the Acquisitions Directive (2007/44/EC) into U.K. law (implemented as the Financial Services and Markets Act 2000 (Controllers) Regulations 2009). A ''controller'' for the purposes of FSMA and the FSA's rules is a person who alone or with those he is acting in concert with holds ten per cent or more of the shares or voting rights in, or is able to exercise significant influence in relation to, a regulated firm or its parent undertaking.

A person who decides to acquire or increase control over a U.K. authorised firm must give advance written notice to the FSA which will then decide whether to approve the acquisition, either conditionally or unconditionally, or to object to it. There is also a general duty to give prior notification to the FSA of any proposal to cease to have control over a regulated firm or to reduce an existing level of control from specified thresholds. Therefore under FSMA, a person who proposes to become a controller of a U.K. authorised firm, such as an investment manager, or an existing controller who proposes to increase their interest to 20% or more, 30% or more, or 50% or more as the case may be must first notify and obtain the approval of the FSA. The FSA has up to 60 working days from the date of submission of such a notification to approve any such acquisition. The FSA is permitted to serve a notice of objection to the acquisition of or increase in control and, if it does serve such a notice, is required to specify in the notice its reasons for the objections.

A person who ceases to be a ten per cent controller or who reduces an existing interest below the 50%, 30%, or 20% level, as the case may be, is required only to provide written notice to the FSA. FSA approval is not required for reduction or cessation of control.

Breach of the notification requirements imposed by FSMA on the controller is a criminal offence.

1.5 The FSA Rules

An FSA authorised firm must comply with the principles and rules set out in the FSA Rules, which also provide guidance on the application and interpretation of these rules.

The Principles for Business (the ''Principles'') are high-level principles which are a general statement of the fundamental obligations of FSA authorised firms under the regulatory system. The FSA is a ''principles based regulator'' and expects firms to meet the standards of behaviour set out in the Principles. It may take disciplinary action against any firm which breaches one or more of the Principles, irrespective of whether it has also breached a specific FSA rule. Specifically the Principles require such a firm to: (1) conduct its business with integrity; (2) conduct its business with due skill, care and diligence; (3) take reasonable care to organise and control its affairs responsibly and effectively, with adequate risk management systems; (4) maintain adequate financial resources; (5) observe proper standards of market conduct; (6) pay due regard to the interests of customers and treat them fairly; (7) pay due regard

(1) Letter from the FSA to the CEOs of all relationship managed firms, dated 12 October 2009.

to the information needs of its clients and communicate information to them in a way which is clear, fair and not misleading; (8) manage conflicts of interest fairly, both between itself and its customers and between a customer and another client; (9) take reasonable care to ensure the suitability of its advice and discretionary decisions for any customer who is entitled to rely upon its judgment; (10) arrange adequate protection for clients' assets when it is responsible for them; and (11) deal with its regulators in an open and co-operative way, and disclose to the FSA appropriately anything relating to the firm of which the FSA would reasonably expect notice.

If a breach of the FSA Rules occurs, the FSA has the power to take a wide range of disciplinary actions against regulated firms and any FSA approved persons, including public censure, the imposition of fines, the variation, suspension or termination of the firm's authorisations or the removal of approved status from individuals.

1.6 Regulatory capital

Regulatory capital requirements form an integral part of the FSA's prudential supervision of U.K. authorised firms. The regulatory capital rules oblige firms to hold a certain amount of capital at all times (taking into account the particular risks to which the firm may be exposed given its business activities), thereby helping to ensure that firms can meet their liabilities as they fall due and safeguarding their (and their counterparties') financial stability. The FSA also expects firms to take a pro-active approach to monitoring and managing risks, consistent with its high level requirement for firms to have adequate financial resources.

Regulatory capital requirements exist on two levels. The first is a solo requirement aimed at individual authorised entities (with the relevant firm being required to submit periodic returns to demonstrate compliance with the relevant requirement). The second is a consolidated (or group) requirement and relates to a part of or the entire group of which an authorised firm or firms form part. Generally, for investment firms, the FSA exercises consolidated supervision up to the level of the topmost EEA entity in the group, although it has the discretion to extend this to non-EEA entities in certain circumstances where the FSA considers consolidated supervision is required to allow the FSA to fully supervise those companies within its jurisdiction and where there is no equivalent supervision of those non-EEA entities in their own jurisdiction. The draft AIFM Directive (discussed in further detail below), in its current form, will introduce stricter regulatory capital requirements for EU entities providing investment management services for alternative investment funds.

For regulatory capital purposes the Group is headed by Oxford Acquisition 0 Limited, the topmost EEA entity in the group. The FSA currently does not exercise consolidated supervision at the level of the Company and has indicated to the Group in writing that it is not currently minded to require other entities within the Group to hold additional capital (see Part II: ''Risk Factors—Gartmore is subject to extensive regulations and benefits from waivers, approvals and exemptions. Gartmore may fail, or be held to have failed to comply with regulations. In addition, such regulations, waivers, approvals and exemptions may change making compliance more onerous.''). In keeping with many asset managers, the FSA-regulated firms within the Group benefit from an investment firm consolidation supervision waiver from the FSA, effective from 1 January 2007 until December 2011, which disapplies the requirement to calculate capital requirements on a consolidated basis and instead enables regulatory capital requirements to be calculated on an unconsolidated basis by reference to the aggregate notional capital requirements of each entity within the regulatory capital group under Oxford Acquisition 0 Limited. The effect of this waiver is that any goodwill that arose on consolidation as a result of the Buyout does not have to be deducted from the Group's capital resources. The waiver was granted to the Group on the basis that it fulfilled certain criteria with regard to its activities and capital resources as set out in the Prudential sourcebook for Banks, Building Societies and Investment Firms (''BIPRU'') Section 8.4. On the basis of the presentation about the Global Offer made to the FSA, the FSA confirmed to the Group on 14 October 2009 that the consolidation supervision waiver would not be affected by the Global Offer in and of itself. If the Group were otherwise to cease to fulfil the criteria necessary for it to be eligible for the waiver, which management does not consider likely, the FSA could revoke the waiver, which would result in the Group having to calculate its capital resources on a consolidated basis (and therefore deduct goodwill from its capital resources). See Part II: ''Risk Factors—Gartmore is subject to extensive regulations and benefits from waivers, approvals and exemptions. Gartmore may fail, or be held to have failed to comply with regulations. In addition, such regulations, waivers, approvals and exemptions may change making compliance more onerous'' and Part VII: ''Operating and Financial Review''.

On 5 October 2009 the FSA published its new liquidity rules which significantly broaden the scope of the existing liquidity regime and are designed to enhance regulated firms' liquidity risk management practices and, in part, can be seen as a response to issues highlighted by the financial crisis. These new rules, which apply to a wider range of entities than the current liquidity regime, including investment managers, are based on the over-arching principle of regulated firms, their subsidiaries and branch offices, being self-sufficient and having adequate liquid resources to withstand particular liquidity stresses. The rules specify that this will be delivered through greatly enhanced systems and controls requirements and having adequate liquid resources to withstand particular liquidity stresses. There will be a regular and comprehensive liquidity risk assessment of the business which will be linked to the supervisory process and monitored through more granular reporting on the part of regulated firms. In particular, the rules have introduced enhanced quantitative requirements which will ultimately require regulated firms to hold a greater quantity of higher quality liquid assets as a buffer against liquidity stresses. It is noted that the specific rules vary depending on the type of regulated firm and some firms may be able to benefit from particular relaxations.

The new systems and controls requirements will apply to most regulated firms from 1 December 2009 and the enhanced quantitative requirements will be introduced in stages over the course of 1 June 2010 to 1 November 2010.

1.7 Consumer complaints and compensation

The FSA Rules require that firms operate an internal complaints procedure. Certain other rules made by the FSA under FSMA have established a compensation scheme. The scheme provides for limited compensation to be paid to certain categories of customers (broadly private individuals) who suffer losses as a consequence of a regulated firm being unable to meet its liabilities.

A Financial Ombudsman Service has also been set up under FSMA. This operates independently of the FSA and allows certain categories of customers to escalate complaints about a firm (for example in relation to mis-selling or the provision of a poor service or product by the firm) to the Ombudsman.

1.8 Money laundering

The U.K. Money Laundering Regulations 2007 require, broadly speaking, any person who carries on financial services business in the United Kingdom to observe certain administrative procedures and checks designed to prevent money laundering. Failure to maintain the necessary procedures is a criminal offence. The Proceeds of Crime Act 2002 also contains a number of offences in relation to money laundering.

1.9 The Financial Services Bill 2009

On 19 November 2009 the Financial Services Bill 2009 (the ''Bill'') received its first reading in the House of Commons. The Bill is to introduce more effective regulation and supervision of firms authorised under FSMA, to ensure that a greater emphasis is placed on monitoring and managing system-wide risks and to strengthen consumer protection in relation to financial services. The Bill in its current form will increase the powers of the FSA to suspend an authorised person's permission to carry on regulated activities and will permit the FSA to impose a financial penalty on authorised firms for various breaches of their regulatory obligations. The FSA will be given the new statutory objective of ''contributing to the protection and enhancement of the stability of the U.K. financial system'' and will be vested with the power to request any information from an authorised firm that the FSA considers may be relevant to the stability of the UK financial system. The Bill also confers extensive powers on the FSA to require certain persons including the owners and managers of hedge funds and any persons connected to them (which would include service providers) to provide it with information or documents requested. The Bill grants the Treasury powers to make regulations in relation to the introduction of reports disclosing remuneration paid to officers and employees of an authorised firm and to others with a prescribed connection to the authorised person and will oblige the FSA to make rules requiring authorised persons of a specified description to have a remuneration policy which is consistent with the effective management of risks and the Implementation Standards for Principles for Sound Compensation Practices, issued by the Financial Stability Board on 25 September 2009. The Bill also introduces the requirement for certain authorised firms to prepare and keep up-to-date recovery and resolution plans (so called ''living wills'') which will constitute a blueprint for dealing with circumstances which affect the business of the firm including circumstances that could cause the firm or part of it to fail. In addition, the Bill creates a Council for Financial Stability comprised of the Treasury, the Bank of England and the FSA to monitor matters affecting the stability of the U.K. financial system and to co-ordinate necessary action

to shore up the economy. The Bill will be subject to three readings in each chamber of Parliament and it is therefore possible that its content will change significantly before it is given Royal Assent. The extent to which the legislation enacting the provisions of the Bill will apply to investment managers such as Gartmore therefore cannot be determined at this stage.

2. Regulatory framework in the European Union

As stated above, Gartmore Investment Limited has obtained ''passport'' rights to provide cross-border services into a number of other EEA states. This passport derives from the pan-European regime established by MiFID which regulates the provision of investment services throughout the EEA.

As part of the general aim of creating a single, integrated, European market in financial services, MiFID gives investment firms which are authorised in any one EEA Member State (the ''home Member State'') the right to provide investment services on a cross-border basis, or through the establishment of a branch to clients located in other EEA Member States (known as ''host Member States'') on the basis of their home Member State authorisation without the need for separate authorisation by the competent authorities in the relevant host Member State. This process is known as ''passporting''.

MiFID provides for home Member State conduct of business regulation of cross-border services (in accordance with harmonised core principles) while recognising the appropriateness of the host Member State assuming responsibility for the enforcement of certain obligations in relation to business conducted through a branch within the territory of the host Member State.

Under MiFID, regulated firms are subject to extensive rules concerning their organisation, conflicts of interest, the provision of adequate information on investment services and ''best execution'' obligations. The ''best execution'' rule requires regulated firms to take all reasonable steps to obtain the best possible result for their clients taking not only price into consideration but also other factors such as cost, speed and likelihood of execution and settlement. Regulated firms will (with some exceptions) also be required to carry out a suitability assessment when providing investment advice or portfolio management, and must determine the appropriateness of non-advised services.

The Commission has stated that it will carry out a review of the impact of MiFID on the European financial services market at the end of 2009.

On 30 April 2009, the Commission published its proposed AIFM Directive (the ''first draft Directive''). The first draft Directive has been the subject of much political debate and on 12 November 2009, the Swedish Presidency of the European Council published a compromise proposal which revised the text of the first draft Directive. A further revised draft (the ''revised draft Directive'') was published by the Swedish Presidency on 25 November 2009. The revised draft Directive will apply to any EU entity that provides investment management services to one or more alternative investment funds (''AIF''), whether the AIF is domiciled inside or outside the EU. An AIF will include any kind of collective investment undertaking, including compartments thereof, (i) which raises capital from a number of investors with a view to investing it in accordance with a defined investment policy for the benefit of those investors, and (ii) which does not require authorisation pursuant to the re-cast UCITS Directive (2009/65/EC). Funds that Gartmore manages will therefore fall within the definition of an AIF.

According to the revised draft Directive, investment firms already authorised under MiFID, such as Gartmore Investment Limited, will not be required to obtain authorisation to manage AIFs. However, authorised AIF managers will be subject to strict regulatory capital and liquidity requirements and will have to comply with new conduct of business rules governing, amongst other things, conflict, risk, portfolio administration, remuneration and liquidity management. An authorised AIF manager appointed as an extra manager by one or more AIFs will need to maintain regulatory capital equal to the higher of (i) one quarter of its annual fixed overheads (i.e. the amount required under the re-cast Capital Adequacy Directive 2006/49/EC); and (ii) €125,000, plus 0.02% of the value of the portfolio it manages in excess of €250 million. The revised draft directive also provides for a regulatory capital ceiling of €10 million. These capital requirements will not apply to management companies authorised under the re-cast UCITS Directive which also manage AIFs (which will be subject to a corresponding capital requirement pursuant to the re-cast UCITS Directive). Authorised AIF managers will also need to ensure that for each AIF they manage the investment strategy, the liquidity profile and the redemption policy are consistent with each other.

The revised draft Directive provides that all AIFs managed by authorised AIF managers will be required to have a depository to receive all subscriptions and hold all financial instruments of the AIF which, is

either (i) an EU credit institution; (ii) an investment firm authorised under MiFID; or (iii) an entity subject to prudential regulation and ongoing supervision that can furnish sufficient financial and professional guarantees to effectively perform the relevant depositary functions and meet the commitments inherent in those functions. The depository will have strict liability to the AIF and investors for the safe-keeping of the underlying assets, unless (i) the depository discharges itself of liability contractually; (ii) abnormal and unforeseeable circumstances beyond the control of the depository have occurred the consequences of which would have been unavoidable despite all efforts to the contrary; or (iii) the depository is bound by other legal obligations covered by national or EU legislation. An authorised AIF manager will need to ensure that appropriate and consistent procedures are established for the valuation of an AIF's assets.

The revised draft Directive also sets out detailed principles to which authorised AIF managers must adhere when establishing and applying remuneration policies for staff whose professional activities have a material impact on the risk profiles of the AIF they manage including a requirement for the alignment of compensation to performance and risk management, deferral of payments of variable remuneration and restrictions on guaranteed bonuses. In addition to such principles, the revised draft Directive requires an authorised AIF manager to make specific disclosure in respect of aggregate remuneration.

The revised draft Directive is only one part of a legislative process comprised of many stages and it is possible that the revised draft Directive will be extensively amended before its provisions are finalised. It seems unlikely that it will be implemented in the national laws of each Member State before 2012.

The re-cast UCITS Directive, published on 10 November 2009, is expected to simplify the regulatory environment applicable to UCITS by reducing administrative barriers for cross-border marketing of funds, creating cost savings by allowing economies of scale, improving co-operation mechanisms between national supervisors and providing increased investor protection by making sure that retail investors obtain more appropriate information about their investments. The re-cast UCITS Directive is to be transposed into national law and take effect in each Member State on 1 July 2011. The main changes arising from the recent UCITS Directive include:

(a) provision for a management company passport, which will allow management companies authorised in one Member State to manage funds structured as UCITS domiciled and authorised in another Member State. This will allow centralised management of funds by asset managers, which should lead to reduced costs;

(b) overhaul of the cross-border registration notification process, which should greatly shorten the time required to register a UCITS in another Member State and reduce costs;

(c) provision for standardised requirements for cross-border mergers, which should allow UCITS to merge more easily, thus reducing costs of mergers and allowing for the use of master-feeder UCITS funds; and

(d) the replacement of the current UCITS 'Simplified Prospectus' with a short two-page 'Key Investor Information' document designed to provide information in a standardised format to investors in any Member State, allowing investors to understand better the nature and risks of investment in a UCITS. This should also give rise to cost savings for investment managers.

3. Brief overview of the regulatory framework in the United States

3.1 Investment adviser regulation

Two subsidiaries of the Company, Gartmore Investment Limited and Gartmore Global Partners, are registered with the SEC as investment advisers under the U.S. Investment Advisers Act of 1940, as amended (the ''Advisers Act'').

(a) Compliance obligations

The Advisers Act and rules adopted thereunder by the SEC impose a number of compliance obligations on registered investment advisers, including, among others, limitations on an adviser's ability to charge performance-based fees to clients, limitations on transactions between an adviser (or its affiliates) and advisory clients (''affiliate transactions''), restrictions on advertising and client solicitation arrangements, requirements for reporting, recordkeeping and custody of client assets, and requirements for maintaining a compliance programme and code of ethics. The Advisers Act also includes broad anti-fraud and disclosure requirements, and investment advisers are required to adopt policies and

procedures to address potential conflicts of interest (for example, affiliate transactions, policies relating to trade allocation, soft dollar practices, trade error correction, directed brokerage and best execution and valuation). Registered investment advisers are required to appoint a chief compliance officer who has the authority and responsibility to monitor the adviser's adherence to its compliance programme and policies and procedures. In certain states, some representatives or employees of SEC-registered investment advisers may be required to register with the state as an investment adviser representative.

(b) Restrictions on change of control

Under the Advisers Act, a registered investment adviser may not assign an investment advisory agreement with a client to a third party without the consent of the client. The Advisers Act defines the term ''assignment'' very broadly to include direct assignments as well as assignments that may be deemed to occur upon the transfer, directly or indirectly, of a controlling interest in the adviser. As a result, some routine corporate reorganisations involving a registered investment adviser or its affiliates may require the consent of the adviser's clients. However, the SEC has recognised that in certain circumstances securing client consent would serve no useful purpose. To that end, the SEC adopted a rule which deems transactions that do not result in a change of actual control or management of an investment adviser not to be an ''assignment'' under the Advisers Act. Because determining whether a transaction involves an actual change of control is inherently factual, the staff of the SEC, as a matter of policy, ordinarily will not respond to requests for interpretative guidance in this area. However, there is published guidance of the staff of the SEC to support the proposition that public offerings of an investment adviser's stock are not ''assignments'' where they do not change ultimate control or where they involve less than 50% of the stock. The Company has concluded that the Global Offer, on the terms described in this Prospectus, will not amount to a transfer of a controlling block of the outstanding voting stock of Gartmore Investment Limited or Gartmore Global Partners, and therefore will not constitute an ''assignment'' within the meaning of the Advisers Act of the investment advisory contracts to which either of them is a party. Also, certain clients of Gartmore Investment Limited and Gartmore Global Partners are ''investment companies'' that are registered as such with the SEC under the Investment Company Act of 1940, as amended (the ''Investment Company Act''). Under the Investment Company Act, the investment advisory agreement between a registered investment company and its investment adviser terminates automatically upon its ''assignment''. The term ''assignment'' has a substantially similar meaning under the Investment Company Act as under the Advisers Act. For the same reason the Company has concluded that the Global Offer, on the terms described in this Prospectus, will not constitute an ''assignment'' within the meaning of the Advisers Act, the Company has concluded that the Global Offer, on the terms described in this Prospectus, will not constitute an ''assignment'' within the meaning of the Investment Company Act.

3.2 Broker-dealer regulation

The United States securities industry is subject to extensive regulation under federal and state laws. The SEC is responsible for the administration of federal securities laws, but has delegated much of the direct oversight of broker-dealers to self-regulatory organisations, particularly the Financial Industry Regulatory Authority, Inc. (''FINRA'') and the U.S. securities exchanges. These self-regulatory organisations adopt rules (subject to approval by the SEC) that govern the securities industry and conduct periodic examinations of member broker-dealers. Broker-dealers are also subject to substantial regulation by state securities authorities in the jurisdictions in which they are registered. Gartmore Distribution Services, Inc., a subsidiary of the Company, is registered as a broker-dealer with the SEC under the Exchange Act, in various U.S. states and territories and is a member of FINRA.

(a) Compliance obligations

The Exchange Act, and the rules and regulations of the SEC and FINRA adopted in accordance therewith, comprehensively govern the activities of a registered broker-dealer's business, including, among other activities, its effecting of securities transactions, use and safekeeping of customer cash and securities, capital structure and minimum capital requirements, reporting and recordkeeping procedures, publication of research reports, relationships with customers and sales practices, experience, continuing education, examination and conduct requirements for employees, and business procedures with firms that are not members of certain regulatory bodies. These laws, rules and regulations also include broad anti-fraud provisions and disclosure requirements. A broker-dealer is also regulated by securities administrators in the states in which it is registered.

(b) Net capital requirements

The SEC and FINRA require registered broker-dealers to maintain minimum net capital, which may limit the Company's ability to make withdrawals of capital from its broker-dealer subsidiary, through, for example, the payment of dividends or the redemption of outstanding stock. The SEC's uniform net capital rule sets the minimum level of net capital a broker-dealer must maintain and also requires that a portion of its assets be relatively liquid. FINRA may prohibit a member firm from expanding its business, or require it to reduce its business, if net capital falls below FINRA's requirements. In addition, registered broker-dealers are subject to certain notification requirements related to withdrawals of excess net capital.

The Company may be required to contribute additional capital to its broker-dealer subsidiary in order for the subsidiary to comply with net capital rules, which may in turn restrict the Company's ability to pay dividends, repay debt or redeem or repurchase shares of its own outstanding stock. In addition, any future change in existing rules or the imposition of new rules affecting the calculation, coverage, scope or amount of broker-dealer capital requirements could adversely affect the Company's ability to pay dividends or expand its business.

(c) Restrictions on change of control

FINRA members must notify FINRA of, and obtain approval from FINRA for, certain transactions or events: (i) generally, any merger of the member with another member; (ii) generally, any direct or indirect acquisition by the member or another member; (iii) any proposed change in the equity ownership or partnership capital of the member that results in any person or entity directly or indirectly acquiring or controlling 25% or more of the equity or partnership capital of the member; (iv) generally, any direct or indirect acquisition or transfer of 25% or more in aggregate of the member's assets or any asset, business or line of operation that generates revenues comprising 25% or more in aggregate of the member's earnings measured on a rolling 36 month basis; and (v) any material change in business operations of the member. The Company has concluded that the Global Offer, on the terms described in this Prospectus, will not amount to such a change of control or change in business and therefore a filing with, and approval by, FINRA is not required.

3.3 Enforcement and inspection

A primary purpose of the U.S. investment adviser and broker-dealer regulatory regimes is to protect the customers of broker-dealers and investment advisers, and the securities markets generally, and not necessarily to protect investors in those enterprises. The SEC has broad administrative powers under the Advisers Act and Exchange Act, including the power to limit or prohibit a registered investment adviser or broker-dealer from carrying on its business in the event it fails to comply with applicable laws, rules and regulations. The SEC may resort to a broad range of criminal and civil sanctions in the event of non-compliance, including limitations on engaging in particular lines of business, suspension of individual employees, revocation or suspension of registration, censure, and fines. FINRA also has broad administrative powers with respect to its broker-dealer members, including the power to fine, suspend, or expel its members for non-compliance with applicable laws, rules and regulations. State securities administrators also have broad administrative powers under comparable state securities laws, particularly against broker-dealers.

In addition, the SEC has the authority to conduct examinations of registered investment advisers and broker-dealers, including in respect of activities that do not specifically relate to U.S. investors. Gartmore Distribution Services Inc., a subsidiary of the Company, is also subject to periodic examination by FINRA, including, in certain cases, as regards its direct owner.

3.4 Other regulation

Investment adviser and broker-dealer activities may have regulatory implications in the United States and elsewhere beyond the application of the Advisers Act, Exchange Act, and other laws, rules and regulations identified above. Unlike the United Kingdom, the United States does not regulate financial services under a single piece of legislation or with a single regulator. Depending on the scope of their activities and the nature and location of their customers, investment advisers and broker-dealers may also be subject to regulation under other legislation (such as, for example, SEC Regulation S-P, which requires the adoption of certain policies and procedures to safeguard customer information, and the U.S. PATRIOT Act of 2001, which requires certain entities—currently including broker-dealers and in the future potentially also including investment advisers—to establish policies and procedures to detect and

prevent money-laundering activities) and by other regulators (such as, for example, the U.S. Commodity Futures Trading Commission and the Municipal Securities Rulemaking Board), as well as by other self-regulatory organisations of which they are members (such as, for example, the U.S. National Futures Association) and U.S. state and non-U.S. regulators located in the jurisdictions in which they engage in business.

4. Regulatory framework in Japan

In Japan, Gartmore Investment Japan Limited carries on various brokerage, investment management and investment advisory activities with necessary registrations with the Japanese Financial Services Agency (the ''JFSA'') pursuant to and subject to the Financial Instruments and Exchange Act (the ''FIEA'') and the Act on Securities Investment Trust and Securities Investment Corporations. These acts are administered and enforced by the JFSA. The FIEA establishes compliance standards, including in relation to capital adequacy and financial soundness, customer protection requirements and conduct of business rules.

The JFSA is empowered to conduct administrative proceedings that can result in fines, the issuance of business improvement orders, the suspension of business or the revocation of registration and licences granted. Gartmore Investment Japan Limited is also subject to anti-money laundering regulations that require certain administrative procedures, including verification of customers' identities, which is designed to prevent money laundering.

5. Regulatory framework in Spain

The regulatory framework in force in Spain applicable to investment firms consists, mainly, of Law 24/1988, of 28 July 1988, on Securities Market Law (the ''SML''), Law 35/2003, of 4 November 2003, on Collective Investment Institutions, Royal Decree 1309/2005, of 4 November 2005, on Collective Investment Institutions Regulations and Royal Decree 217/2008, of 15 February, on Investment Services Companies.

5.1 No authorisation

Following MiFID's provisions, Spanish regulations allow any investment firm authorised by the competent authorities of another EEA Member State to provide investment services as well as ancillary services through the establishment of a branch or by the free provision of such services without a permanent establishment. It is required that such services are covered by the firm's authorisation, by-laws and legal framework. In any case, ancillary services may only be provided together with an investment service.

The establishment of a branch or the free provision of investment services cannot be made conditional upon obtaining any additional authorisation, or contributing to an endowment fund, or any other measure with similar effects, as a result of the ''passporting'' process.

An investment firm authorised by the competent authority of another EEA Member State may start providing investment services, and ancillary services, for the first time in Spain once the Spanish Securities Commission (Commission National del Mercado de Valores—''CNMV'') has received a communication from the home Member State of the firm. The communication must be sent by the firm to the competent authorities of its home Member State including a programme of operations stating in particular the investment services and ancillary services which the firm intends to perform and whether it intends to use tied agents in Spain. In the case of branches, information on the address and on the General Manager of the branch needs to be provided to the CNMV.

5.2 Access to Spanish regulated markets

According to MiFID and Spanish regulations, investment firms from other EEA Member States which are authorised to perform investment services have the right to become members of regulated markets established in Spain. Access may be direct, by setting up a branch in Spain, or by the free provision of such services without a permanent establishment, being a remote member of the relevant Spanish regulated market.

No other regulatory requirements are imposed on investment firms from other EEA Member States (for example, regulatory capital requirements are those imposed by the home Member State) in contrast with the situation of investment firms from non-EEA states, which bear regulatory and administrative

requirements. Nevertheless, investment firms from other EEA Member States must also comply in Spain with:

- in the case of business conducted in Spain from a Spanish branch, Spanish conduct rules, which include information obligations, transaction reporting obligations, best execution and order handling rules, and obligations to maintain records;
- money laundering rules, which require any person who carries on financial services business in Spain to observe certain administrative procedures and checks designed to prevent money laundering;
- market abuse rules; and
- consumer complaints rules.

5.3 Disciplinary actions

Investment firms whose home Member State is not Spain are subject to supervision of the CNMV when carrying on business in the Spanish securities market:

- Where the CNMV has clear and demonstrable grounds for believing that an investment firm carrying on business within Spain under the freedom to provide services or through a branch is in breach of the obligations arising from its home Member State's provisions adopted pursuant to MiFID, it shall refer those findings to the competent authority of the home Member State.

  If, despite the measures taken by the home Member State, the investment firm persists in acting in a manner that is clearly prejudicial to the interest of Spanish investors or the orderly functioning of the markets, the CNMV may, after informing the competent authorities of the home Member State, take appropriate measures and, in so far as necessary, prevent that investment firm from initiating any further transactions within Spain. Any measure adopted by the CNMV involving sanctions or restrictions on the activities of the investment firm must be properly justified and communicated to the particular firm.
- If a Spanish branch is in breach of certain of its obligations under the SML, the CNMV can demand the investment firm put an end to any such breach.

  If the investment firm fails to take the necessary steps, the CNMV can take appropriate measures to put an end to the breach and must inform the competent authority of the firm's home Member State of the nature of the measures adopted.

  If, despite the measures adopted by the CNMV, the firm continues to infringe these provisions (and any secondary legislation), the CNMV may, after notifying the competent authority of the firm's home Member State, impose sanctions on the firm or even prohibit it from engaging in further transactions within the Spanish territory. The CNMV shall notify the European Commission promptly of such measures.

In the event of an investment firm carrying on business in Spain by virtue of a MiFID passport, the CNMV may prohibit the firm from initiating any further transactions within Spain where the firm commits an offence which is considered a very serious infringement of the regulations made pursuant to the SML.

6. Regulatory framework in Germany

The Group's activities in Germany focus mainly on the public offering and marketing of units in the Group's Luxembourg SICAV, which has appointed Gartmore Investment Limited as its principal distributor. The Group's German entity, Gartmore Investment Services GmbH, provides marketing support to Gartmore Investment Limited. The units of the SICAV are registered with the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht—''BaFin'') for public distribution in Germany. The cross-border notification is based on the UCITS passport introduced by the UCITS Directive 85/611/EEC.

In its capacity as principal distributor, Gartmore Investment Limited is passported under MiFID for the provision of financial services on a cross-border basis and is registered with the BaFin as a cross-border financial services provider. Pursuant to the provisions of the German Banking Act (Kreditwesengesetz) implementing the MiFID regime, Gartmore Investment Limited is thus entitled to publicly distribute the Gartmore SICAV fund units to investors in Germany. While the FSA is primarily responsible for the authorisation and supervision of Gartmore Investment Limited, the distribution of SICAV units in

Germany is subject to certain local law restrictions and residual supervisory competencies of the BaFin, namely:

- *Restrictions on marketing of fund units.* These include the requirement to furnish a German language prospectus, the obligation regularly to publish certain fund-related information in German (e.g., financial information, the sales prospectuses relating to the funds, the issue and redemption prices and other documents required to be published by the SICAV in its home Member State), restrictions on advertising for the funds, as well as the obligation to appoint a local paying agent and to ensure that the required information is available to investors in Germany. To comply with these requirements, the SICAV has appointed J.P. Morgan AG as German paying agent and the Group's German subsidiary, Gartmore Investment Services GmbH, as information agent for German investors. Failure to comply with these German marketing restrictions or material violations of other German law provisions may result in the prohibition of further distribution of the fund units in Germany by the BaFin.
- *General regulatory restrictions.* When distributing funds in Germany, Gartmore Investment Limited must comply with certain provisions of the German Banking Act (e.g., restrictions regarding certain prohibited activities) and is subject to special inspection and audit rights of the BaFin. However, the BaFin may generally take such measures only after notifying the FSA and if the FSA fails to take appropriate measures.

Gartmore Investment Services GmbH provides marketing support services to Gartmore Investment Limited without a licence or reliance on a passport, based on an exception to the licence requirements set forth in the German Banking Act and is therefore not subject to supervision by the BaFin.

PART VI: DETAILS OF THE GLOBAL OFFER

1. SUMMARY OF THE GLOBAL OFFER

Pursuant to the Global Offer, the Company expects to issue 96,551,724 New Ordinary Shares (based on an Offer Price at the mid-point of the Offer Price Range) (representing 34.9%, of the issued share capital of the Company immediately following Admission), raising gross primary proceeds of approximately £280 million, out of which it will pay underwriting commissions and other estimated fees and expenses of approximately £15 million. In addition, the Selling Shareholders expects to sell in aggregate 41,379,310 Sale Shares (based on an Offer Price at the mid-point of the Offer Price Range) (representing 15%, of the issued share capital of the Company immediately following Admission). A further 20,689,655 Ordinary Shares may be made available by the Over-allotment Shareholders pursuant to the Over-allotment Option described below[(1)].

The Global Offer is being made by way of:

(a) an Institutional Offer of Ordinary Shares to qualified investors, including to institutional investors in the United Kingdom, the EEA and certain other institutional investors in offshore transactions as defined in, and in reliance on, Regulation S, and to QIBs in the United States in reliance on Rule 144A or another exemption from, or the transaction not being subject to, the registration requirements of the Securities Act; and

(b) an Intermediary Offer to retail investors in the United Kingdom.

All Ordinary Shares will be sold or issued at the Offer Price.

Certain restrictions that apply to the distribution of this Prospectus and the Ordinary Shares being issued and sold under the Global Offer in jurisdictions outside the United Kingdom are described in paragraph 12 below.

The Global Offer is fully underwritten by the Managers and is subject to satisfaction of the conditions set out in the Underwriting Agreement, including Admission occurring and becoming effective by no later than 8:00 a.m. (London time) on 16 December 2009 or such later time and/or date as the Company and the Joint Global Co-ordinators (on behalf of the Managers) may agree, and to the Underwriting Agreement not having been terminated in accordance with its terms.

When admitted to trading on the London Stock Exchange, the Ordinary Shares will be registered with ISIN KYG917851084 and SEDOL number B4KNNH4.

The New Ordinary Shares being issued by the Company pursuant to the Global Offer will, on Admission, rank *pari passu* in all respects with the existing Ordinary Shares in issue and will rank in full for all dividends and other distributions thereafter declared, made or paid on the ordinary share capital of the Company. The Ordinary Shares will be freely transferable.

Immediately following Admission, assuming that the Over-allotment Option is not exercised, it is expected that up to 49.9%, of the Company's issued ordinary share capital will be held in public hands (within the meaning of paragraph 6.1.19 of the Listing Rules), and up to 57.4%, if the Over-allotment Option is exercised in full. The shareholders immediately prior to the Global Offer will be diluted by 53.6%, as a result of the Global Offer.[(1)]

2. OFFER PRICE AND BOOKBUILDING

The Offer Price will be determined by the Joint Global Co-ordinators in consultation with the Company and is expected to be announced on or about 11 December 2009. The Pricing Statement, which will contain the Offer Price, will be published in printed form and available free of charge at Gartmore House, 8 Fenchurch Place, London EC3M 4PB.

(1) Assuming an Offer Price at the mid-point of the Offer Price Range. The Offer Price may be set within, above or below, the Offer Price Range. To the fullest extent permitted by law, applications received under the Institutional Offer and the Intermediary Offer are irrevocable and are based on the amount the applicant wishes to invest and not the number of Ordinary Shares or the Offer Price. It is expected that the Pricing Statement containing the Offer Price and the number of Ordinary Shares which are the subject of the Global Offer will be published on or about 11 December 2009. The amount to be raised and the number of Ordinary Shares to be issued or sold may be increased or decreased during the course of the Global Offer.

It is currently expected that the Offer Price will be within the Offer Price Range, but this range is indicative only and the Offer Price may be set within, above or below it. A number of factors will be considered in deciding the Offer Price including the level and the nature of the demand for Ordinary Shares and the objective of encouraging the development of an orderly and liquid after-market in the Ordinary Shares. The Offer Price will be established at a level determined in accordance with these arrangements, taking into account indications of interest received (whether before or after the times and/or dates stated) from persons (including market-makers and fund managers) connected with the Joint Global Co-ordinators. The Company, the Directors and the Joint Global Co-ordinators reserve the right to increase or decrease the aggregate number of Ordinary Shares issued and/or sold under the Global Offer. If the Offer Price Range changes prior to the announcement of the final Offer Price, the revised Offer Price Range will be announced and advertised as soon as possible and the Company will publish a supplementary prospectus and each applicant may exercise their withdrawal rights as set out in ''Withdrawal Rights'' below.

The Managers will solicit from prospective investors indications of interest in acquiring Ordinary Shares under the Institutional Offer. Prospective institutional investors will be required to specify the number of Ordinary Shares which they would be prepared to acquire either at specified prices or at the Offer Price (as finally determined). Subject to the Joint Global Co-ordinators and the Company determining allocations, there is no minimum or maximum number of Ordinary Shares which can be applied for.

Applications are expected to be sought by the Intermediary from their selected clients under the Intermediary Offer for Ordinary Shares on the basis that the number of Ordinary Shares which may be allocated will vary depending on the final Offer Price. A global application will then be made by the Intermediary on behalf of its clients and this demand will be taken into account by the Joint Global Co-ordinators and the Company alongside indications of interest in the Institutional Offer in conducting the bookbuilding process described above.

Allocations under the Global Offer will be determined at the Joint Global Co-ordinators discretion, following consultation with, and subject to the approval of, the Company. A number of factors will be considered in determining the basis of allocation, including the level and nature of demand for Ordinary Shares in the Global Offer and the objective of encouraging an orderly and liquid after-market in the Ordinary Shares. If there is excess demand for Ordinary Shares, allocations may be scaled down in any manner at the Bookrunners' discretion following consultation with, and subject to the approval of, the Company and applicants may be allocated Ordinary Shares having an aggregate value which is less than the sum applied for. The Joint Global Co-ordinators may allocate such shares at their discretion (subject to consultation with, and subject to the approval of, the Company) and there is no obligation for the Joint Global Co-ordinators to allocate such shares proportionately.

Completion of the Global Offer will be subject, *inter alia*, to the determination of the Offer Price and each of the Company's and the Managers' decisions to proceed with the Global Offer. It will also be subject to the satisfaction of conditions contained in the Underwriting Agreement including Admission occurring and to the Underwriting Agreement not having been terminated. The Global Offer cannot be terminated once unconditional dealings in the Ordinary Shares have commenced. Further details of the Underwriting Agreement are set out in paragraph 16.1 of Part XII: ''Additional Information''.

3. THE INSTITUTIONAL OFFER

Under the Institutional Offer, Ordinary Shares will be offered to certain institutional investors outside the United States and, by way of a private placement, in the United States to persons reasonably believed to be QIBs in reliance on Rule 144A or another exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Certain restrictions that apply to the distribution of this document and the offer and sale of the Ordinary Shares in jurisdictions outside the United Kingdom are described below.

The latest time and date for indications of interest in acquiring Ordinary Shares under the Institutional Offer is set out in Part III: ''Administration Advisees and Presentation of Information'', but that time may be extended at the discretion of the Joint Global Co-ordinators (with the agreement of the Company).

Participants in the Institutional Offer will be advised verbally or by electronic mail of their allocation as soon as practicable following pricing and allocation. Prospective investors in the Institutional Offer will be contractually committed to acquire the number of Ordinary Shares allocated to them at the Offer Price

and, to the fullest extent permitted by law, will be deemed to have agreed not to exercise any rights to rescind or terminate, or otherwise withdraw from, such commitment.

4. THE INTERMEDIARY OFFER

Members of the general public will not be able to apply directly for Ordinary Shares in the Global Offer. They can, however, apply for Ordinary Shares through the Intermediary by completing the application form distributed by the Intermediary or otherwise following its application procedures. The Intermediary may not permit underlying applicants to make more than one application under the Intermediary Offer (whether on their own behalf or through other means, including, but without limitation, through a trust or pension plan).

The Intermediary Offer is being made to retail investors in the United Kingdom only. Applications received from or on behalf of other persons including any persons in EEA member states, other than the United Kingdom, may be accepted in limited circumstances at the discretion of the Joint Global Co-ordinators where they are capable of being accepted in a manner which would comply with one of the public offer prospectus exemptions recognised in Article 3.2(a), 3.2(b) or 3.2(c) of the Prospectus Directive. No Ordinary Shares allocated under the Intermediary Offer will be registered in the name of any person whose registered address is outside the United Kingdom except in certain limited circumstances with the consent of Joint Global Co-ordinators.

An application for Ordinary Shares in the Intermediary Offer means that the applicant agrees to acquire the Ordinary Shares at the Offer Price. Each applicant must comply with the appropriate money laundering checks required by the Intermediary. Where an application is not accepted or there are insufficient Ordinary Shares available to satisfy an application in full, the Intermediary will refund the applicant as required and all such refunds shall be made without interest and shall be despatched by post to the return address given by the applicant and will be despatched at the Intermediary's risk. The Company and the Bookrunners accept no responsibility with respect to the obligation of the Intermediary to refund monies in such circumstance.

In making an application, the Intermediary will also be required to represent and warrant that it is not located in the United States and is not acting on behalf of anyone located in the United States.

The Intermediary may prepare certain materials for distribution to retail investors in the United Kingdom. Any such materials are solely the responsibility of the Intermediary and shall not be reviewed or approved by the Managers or the Company. Any liability relating to such documents shall be for the Intermediary only.

If the Intermediary wishes to apply for Ordinary Shares in the Intermediary Offer it may obtain copies of the Price Range Prospectus and the Intermediary Application Form during normal business hours through the Company.

The Intermediary will be informed by the Joint Global Co-ordinators by fax or e-mail of the aggregate number of Ordinary Shares allocated in aggregate to its underlying clients (or to the Intermediary itself) and the total amount payable in respect thereof. Allocations under the Intermediary Offer will be determined by the Joint Global Co-ordinators after consultation with, and subject to approval by, the Company. Under the Intermediary Offer, Ordinary Shares will be offered outside of the United States only in offshore transactions as defined in, and in reliance on, Regulation S.

The publication of the Prospectus and any other actions of the Company or the Bookrunners or the Intermediary or other persons in connection with the Offer should not be taken as any representation or assurance as to the basis on which the number of Ordinary Shares to be offered under the Intermediary Offer or allocations within the Intermediary Offer will be determined and all liabilities for any such action or statement are hereby disclaimed, by the Company and the Bookrunners.

The Intermediary undertakes to make payment on its own behalf (not on behalf of any other person) of the consideration for the Ordinary Shares allocated, at the Offer Price, to the Bookrunners in accordance with details to be communicated on or after the time of allocation, by means of the CREST system against delivery of the Ordinary Shares at the time and/or date set out in Part III: ''Administration Advisees and Presentation of Information'', or at such other time and/or date after the day of publication of the Offer Price as may be agreed by the Company and the Joint Global Co-ordinators and notified to the Intermediary. The issue of any refund cheques to underlying applicants will be the sole responsibility of the Intermediary.

5. REPRESENTATIONS AND WARRANTIES

By receiving this Prospectus, each investor and, in the case of paragraphs 5.4, 5.5 and 5.6 below, any person confirming his agreement to purchase Ordinary Shares on behalf of an investor or authorising the Bookrunners to notify an investor's name to the Registrar, is deemed to represent and warrant to each of the Bookrunners, the Registrar and the Company and, for the purpose of paragraphs 5.2 and 5.7 below, the Financial Adviser that:

5.1 if the investor is a natural person, such investor is not under the age of majority (18 years of age in the United Kingdom) on the date of such investor's agreement to purchase Ordinary Shares under the Global Offer and will not be any such person on the date any such Global Offer is accepted;

5.2 in agreeing to purchase Ordinary Shares under the Global Offer, the investor is relying on this Prospectus or any supplementary prospectus (as the case may be) or any regulatory announcement issued by the Company, and not on any other information or representation concerning the Company or the Global Offer. Such investor agrees that none of the Company, the Registrar, the Bookrunners, the Financial Adviser nor any of their respective officers or directors will have any liability for any such other information or representation;

5.3 if the laws of any place outside the United Kingdom are applicable to the investor's agreement to purchase Ordinary Shares and/or acceptance thereof, such investor has complied with all such laws and none of the investors will infringe any laws outside the United Kingdom as a result of such investor's agreement to purchase Ordinary Shares and/or acceptance thereof or any actions arising from such investor's rights and obligations under the investor's agreement to purchase Ordinary Shares and/or acceptance thereof or under the Articles;

5.4 in the case of a person who confirms to the Bookrunners on behalf of an investor an agreement to purchase Ordinary Shares and/or who authorises the Bookrunners to notify the investor's name to the Registrar, that person represents and warrants that he has authority to do so on behalf of the investor;

5.5 the investor is not, and is not applying as nominee or agent for, a person which is, or may be, mentioned in any of sections 67, 70, 93 and 96 of the U.K. Finance Act 1986 (depository receipts and clearance services);

5.6 in the case of a person who confirms to the Bookrunners on behalf of an investor which is an entity other than a natural person an agreement to purchase Ordinary Shares and/or who authorises the notification of such investor's name to the Registrar, that person warrants that he has authority to do so on behalf of the investor; and

5.7 the investor has not relied on the Managers or the Financial Adviser or any person affiliated with the Managers or the Financial Adviser in connection with any investigation of the accuracy of any information contained in this Prospectus or their investment decision; it has relied only on the information contained in this Prospectus.

Each investor who is a person in a member state of the European Economic Area which has implemented the Prospectus Directive (each, a ''Relevant Member State'') who receives any communication in respect of, or who acquires any Ordinary Shares under, the Global Offer will be deemed to have represented, warranted and agreed to and with the Bookrunners and the Company that:

(a) it is a qualified investor within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive or it is itself acquiring Ordinary Shares for a total consideration of not less than €50,000; and

(b) in the case of any Ordinary Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) the Ordinary Shares acquired by it in the Global Offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the Bookrunners been given to the offer or resale; or (ii) where Ordinary Shares have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those Ordinary Shares to it is not treated under the Prospectus Directive as having been made to such persons.

For the purposes of this representation, the expression an ''offer of Ordinary Shares to the public'' in relation to any Ordinary Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the Global Offer and any Ordinary Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression ''Prospectus Directive'' means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

In the case of any Ordinary Shares being offered to a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, such financial intermediary will also be deemed to have represented, warranted and agreed to and with the Managers and the Company that (i) the Ordinary Shares acquired by it have not been acquired on behalf of, nor have they been acquired with a view-to their offer or resale to persons in any Relevant Member State outside the United Kingdom other than qualified investors, or in circumstances in which the prior consent of the Joint Global Co-ordinators has been obtained to each such proposed offer or resale, or (ii) where Ordinary Shares have been acquired by it on behalf of persons in any Relevant Member State outside the United Kingdom other than qualified investors, the offer of those Ordinary Shares to it is not treated under the Prospectus Directive as having been made to such persons.

The Company and the Managers and each of their respective affiliates, and others will rely upon the truth and accuracy of the foregoing representation, warranty and agreement. Notwithstanding the above, a person who is not resident in the United Kingdom and is not a qualified investor and who has notified the Managers of such fact in writing may, with the consent of the Joint Global Co-ordinators, be permitted to subscribe for or purchase Ordinary Shares.

6. DEALINGS AND ADMISSION

It is expected that dealings in the Ordinary Shares will commence on a conditional basis on the London Stock Exchange at 8:00 a.m. on 11 December 2009. All dealings between the commencement of conditional dealings and the commencement of unconditional dealings will be on a ''when issued basis'' and at the risk of the parties concerned. **If the Global Offer does not become unconditional, these dealings will be of no effect.**

Admission is expected to take place, and unconditional dealings in the Ordinary Shares are expected to commence on the London Stock Exchange, at 8:00 a.m. on 16 December 2009 (London time). These dates and times may change.

It is expected that Ordinary Shares allocated to investors in the Global Offer will be delivered to the Depository in certificated form following which the Depository will issue Depository Interests, the settlement of which will take place through CREST on Admission. All Ordinary Shares issued pursuant to the Global Offer will be issued payable in full at the Offer Price. It is intended that, if applicable, definitive share certificates in respect of the Global Offer will be distributed by 23 December 2009 or as soon thereafter as is practicable. No temporary documents of title will be issued.

In connection with the Global Offer, each of the Managers and any affiliate acting as an investor for its own account may take up the Ordinary Shares and in that capacity may retain, purchase or sell for its own account such securities and any securities of the Company or related investments and may offer or sell such securities or other investments otherwise than in connection with the Global Offer. Accordingly, references in this Prospectus to the Ordinary Shares being offered or placed should be read as including any offering or placement of securities to any of the Managers and any affiliate acting in such capacity. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

7. STABILISATION AND OVER-ALLOTMENT

In connection with the Global Offer, UBS Limited, the Stabilising Manager, or any of its agents may (but will be under no obligation to), to the extent permitted by applicable law, over-allot up to a maximum of 15% of the total number of Ordinary Shares comprised in the Global Offer or effect other stabilisation transactions with a view to supporting the market price of the Ordinary Shares in each case at a higher level than that which might otherwise prevail in the open market. Such stabilising measures may only be taken during the period from the date of adequate public disclosure of the final price of the Ordinary Shares and, if begun, may be ended at any time but must end no later than 30 calendar days thereafter.

Such transactions may be effected on the London Stock Exchange, over-the-counter market or otherwise. There is no obligation on the Stabilising Manager or any of its agents to effect stabilising transactions and there is no assurance that such transactions will be undertaken. Such stabilisation, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilise the market price of the Ordinary Shares above the Offer Price without prior notice save as required by law or regulation. It is not intended that the Stabilising Manager or any of its agents will publicly disclose, save as required by law, the extent of any over-allotments and/or stabilisation transactions conducted in relation to the Global Offer.

For the purposes of allowing it to cover short positions resulting from any over-allotments and/or from sales of Ordinary Shares effected by it during the stabilising period, the Stabilising Manager has entered into the Over-allotment Option with the Over-allotment Shareholders pursuant to which the Stabilising Manager may, acting as agent or principal, purchase or procure purchasers for up to 20,689,655 additional Ordinary Shares representing up to 15% of the total number of Ordinary Shares comprised in the Global Offer (the ''Over-allotment Shares'') at the Offer Price. The Over-allotment Option is exercisable in whole or in part, only once upon notice by the Stabilising Manager, at any time on or before the 30th calendar day after the commencement of conditional trading of the Ordinary Shares on the London Stock Exchange. Any Over-allotment Shares transferred pursuant to the Over-allotment Option will rank *pari passu* in all respects with the Ordinary Shares, including for all dividends and other distributions declared, made or paid on the Ordinary Shares, will be purchased on the same terms and conditions as the Ordinary Shares being sold in the Global Offer and will form a single class for all purposes with the other Ordinary Shares.

8. WITHDRAWAL RIGHTS

In the event that the Company is required to publish any supplementary prospectus, applicants who have applied for Ordinary Shares in the Global Offer shall have at least two clear business days following the publication of the relevant supplementary prospectus within which to withdraw their offer to acquire Ordinary Shares in the Global Offer in its entirety. The right to withdraw an application to acquire Ordinary Shares in the Global Offer in these circumstances will be available to all investors in the Global Offer. If the application is not withdrawn within the stipulated period any offer to apply for Ordinary Shares in the Global Offer will remain valid and binding.

Investors wishing to exercise statutory withdrawal rights after the publication of any supplementary prospectus must do so by lodging a written notice of withdrawal by hand (during normal business hours only) at Gartmore House, 8 Fenchurch Place, London EC3M 4PB or by facsimile (during normal business hours only) on +44 20 7782 2011 so as to be received no later than two business days after the date on which the supplementary prospectus is published. Notice of withdrawal given by any other means or which is deposited with or received by Gartmore, Gartmore House, 8 Fenchurch Place, London EC3M 4PB after expiry of such period will not constitute a valid withdrawal.

Applicants who have applied via the Intermediary should contact the Intermediary for details of how to withdraw an application.

9. UNDERWRITING AGREEMENT

The Company, the Directors, the Hellman & Friedman Fund Vehicles, the Nominee and the Managers have entered into the Underwriting Agreement pursuant to which each Manager has agreed, subject to certain conditions, to use its reasonable endeavours to procure subscribers for the New Ordinary Shares and purchasers for the Sale Shares which the Hellman & Friedman Fund Vehicles and the Nominee have agreed to sell and each Manager has agreed, subject to certain conditions, to the extent that the Managers fail to procure subscribers for all of the New Ordinary Shares and purchasers for all of the Sale Shares, itself to subscribe or purchase any unplaced New Ordinary Shares and Sale Shares. All such subscriptions and purchases will be at the Offer Price.

Further details of the terms of the Underwriting Agreement are set out in paragraph 16.1 of Part XII: ''Additional Information''.

10. ALLOCATION AND PRICING

The Joint Global Co-ordinators will solicit from prospective investors their indications of interest in acquiring Ordinary Shares in the Global Offer. Prospective institutional investors will be required to

specify the number of Ordinary Shares which they would be prepared to acquire either at specified prices or at the Offer Price (as finally determined). Subject to the Joint Global Co-ordinators and the Company agreeing allocations, there is no minimum or maximum numbers of Ordinary Shares which can be applied for. This process is expected to be completed by 10 December 2009. Allocations under the Global Offer will be determined by the Joint Global Co-ordinators following consultation with, and subject to approval by, the Company following this process. A number of factors will be considered in deciding the Offer Price and the bases of allocation under the Global Offer, including the level and the nature of the demand for Ordinary Shares and the objective of encouraging the development of an orderly after-market in the Ordinary Shares.

All Ordinary Shares issued or sold pursuant to the Global Offer will be issued or sold, payable in full, at the Offer Price. The number of Ordinary Shares allocated and the basis of allocation are expected to be announced on 11 December 2009, at which point prospective investors will be advised, amongst other matters, of the Offer Price and the number of Ordinary Shares allocated to them under the Global Offer.

Upon notification of any allocation, prospective investors will be contractually committed to acquire the number of Ordinary Shares allocated to them at the Offer Price and, to the fullest extent permitted by law, will be deemed to have agreed not to exercise any rights to rescind or terminate, or otherwise withdraw from, such commitment. Dealing may not begin before notification is made. The rights attaching to the Ordinary Shares will be uniform in all respects and will form a single class for all purposes. The proportions in which particular allocations of Ordinary Shares under the Global Offer will comprise of Sale Shares and New Ordinary Shares may vary at the sole discretion of the Joint Global Co-ordinators following consultation with, and subject to approval by the Company.

11. LOCK-UP ARRANGEMENTS

The Company, the Hellman & Friedman Fund Vehicles, the Nominee and the Directors, pursuant to the Underwriting Agreement, and the Individual Shareholders, pursuant to individual deeds of undertaking between the Nominee, the Company, Oxford Partners and the relevant Individual Shareholder, have each agreed to certain lock-up arrangements.

- Pursuant to the Underwriting Agreement, the Company has undertaken to each of the Managers that, during the period of six months from the date of Admission, it will not, without the prior written consent of the Joint Global Co-ordinators (on behalf of the Managers), directly or indirectly: (i) issue, offer, lend, mortgage, assign, charge, pledge, sell, contract to sell or issue, sell any option or contract to purchase, purchase any option or contract to sell or issue, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, any Ordinary Shares or any interest in Ordinary Shares or any securities convertible into or exercisable or exchangeable for, or substantially similar to, Ordinary Shares or any interest in Ordinary Shares or file any registration statement under the Securities Act or file or publish any prospectus with respect to any of the foregoing; or (ii) enter into any swap or other agreement or transaction that transfers, in whole or in part, any of the economic consequences of ownership of the Ordinary Shares, whether any such swap or transaction described in (i) or (ii) above is to be settled by delivery of the Ordinary Shares or such other securities, in cash or otherwise. The undertaking given by the Company shall not apply to:

  (1) the issue and offer by or on behalf of the Company of the Ordinary Shares pursuant to the Global Offer;

  (2) the issue by the Company of any Ordinary Shares (whether or not upon the exercise of an option), and/or the grant of any option, under the Company's long term incentive plans as described in paragraph 10 of Part XII: ''Additional Information'' (whether or not in existence as at the date of Admission); and

  (3) the issue by the Company of Ordinary Shares pursuant to the conditional allotment referred to in paragraph 3.8 of Part XII: ''Additional Information''.

  For the avoidance of doubt, funds managed by the Company may take any action in relation to the Ordinary Shares without regard to the lock-up provisions.

- Pursuant to the Underwriting Agreement, each of the Hellman & Friedman Fund Vehicles has undertaken, amongst other things, to each of the Managers that, during the period of six months from the date of Admission, it will not, without the prior written consent of the Joint Global

Co-ordinators (on behalf of the Managers), directly or indirectly: (i) offer, lend, mortgage, assign, charge, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, any Ordinary Shares or any interest in Ordinary Shares or any securities convertible into or exercisable or exchangeable for, or substantially similar to, Ordinary Shares or any interest in Ordinary Shares or file any registration statement under the Securities Act or file or publish any prospectus with respect to any of the foregoing; or (ii) enter into any swap or other agreement or transaction that transfers, in whole or in part, any of the economic consequences of ownership of the Ordinary Shares, whether any such swap or transaction described in (i) or (ii) above is to be settled by delivery of the Ordinary Shares or such other securities, in cash or otherwise. The undertaking given by each of the Hellman & Friedman Fund Vehicles does not:

(1) apply to the offer and sale by or on behalf of either Hellman & Friedman Fund Vehicle of any Sale Shares pursuant to the Underwriting Agreement or any transfers pursuant to the related stock lending agreement;

(2) prevent (i) an acceptance of a general offer for the ordinary share capital of the Company; or (ii) the provision of an irrevocable undertaking to accept such an offer (or to vote on a scheme, as below); (iii) a sale of Ordinary Shares to an offeror or potential offeror during an offer period (within the meaning of the City Code); or (iv) voting on, and any Disposal directly or indirectly (as defined below) arising in respect of, a scheme of arrangement or analogous procedure in respect of the ordinary share capital of the Company;

(3) apply to any Disposal (as defined below) of Ordinary Shares acquired following Admission other than:

    (i) all or any Ordinary Shares which are allotted or issued to it pursuant to any capital reorganisation (including, for the avoidance of doubt, by way of capitalisation of profits, share premium account or any capital or reserve account of the Company) on or after Admission in respect of Ordinary Shares beneficially owned, held or controlled by it on Admission; or

    (ii) all or any Ordinary Shares issued after the date of the Underwriting Agreement pursuant to the conversion of options or similar rights held by it at Admission;

(4) prevent any title to or interest in any Ordinary Shares being disposed of by either Hellman & Friedman Fund Vehicle:

    (i) to one or more companies or other entities (including, without limitation, any fund, limited partnership or other partnership, whether or not having legal personality) (each, a ''Fund Entity'') of which either Hellman & Friedman Fund Vehicle (or an H&F group undertaking for the time being) is a general partner, adviser, sub-advisor, trustee, nominee, or manager (each, a ''Fund-Related Entity'');

    (ii) to any other Fund Entity, Fund-Related Entity or H&F group undertaking; or

    (iii) on a distribution under the constitutive documents of a Fund Entity, directly or indirectly to the partners in or holders of units in, or to shareholders of, participants in or the holders of other interests in such Fund Entity (or to a nominee or trustee for any such partners, holders, members or investors),

    and for these purposes an ''H&F group undertaking'' shall be construed as any entity owned or controlled, directly or indirectly, by all or substantially of the managing directors from time to time of Hellman & Friedman LLC or its successors or assigns, provided that: (x) prior to the making of any such disposal as described in this sub-paragraph (4), the transferee shall have agreed to be bound by the restrictions of this undertaking as if it were the relevant Hellman & Friedman Fund Vehicle, by the execution and delivery to the Joint Global Coordinators of a deed of adherence; and (y) in the event that any such transferee is to cease to be an entity described in this sub-paragraph (4), any such interest in any Ordinary Shares will, prior to such cessation, be transferred to the relevant Hellman & Friedman Fund Vehicle or another permitted transferee who falls within this sub-paragraph (4) and has executed and delivered to the Joint Global Coordinators a deed of adherence;

(5) prevent any Disposal arising by operation of or required by law;

(6) prevent any Disposal arising pursuant to an order of a court of competent jurisdiction requiring any Ordinary Share to be sold or transferred or a consent order which has the same effect;

(7) prevent any Disposal pursuant to an offer by the Company to purchase its own Ordinary Shares which is made on identical terms to all holders of Ordinary Shares and otherwise complies with the requirements of applicable law;

(8) prevent any deposit or withdrawal of Ordinary Shares into or out of, as the case may be, CREST (including through any intermediary broker or other person); or

(9) prevent any Disposal of Ordinary Shares or rights to Ordinary Shares issued to either Hellman & Friedman Fund Vehicle by the Company by way of rights issue.

- Each of the Directors, pursuant to the Underwriting Agreement, and each of the Individual Shareholders, pursuant to individual deeds of undertaking, has severally undertaken, amongst other things, to each of the Managers that, except as provided below, during the Restricted Period (as defined below), he, she or it will not effect any Disposal directly or indirectly (as defined below), but provided that the undertaking shall not apply to any of the following:

(1) (i) in the 12 month period following the first publication of the Company's annual results for the year ended 31 December 2010, Disposals in respect of up to a number of Ordinary Shares equal to 33.3% of the Ordinary Shares beneficially owned or held by such person (and, in the case of the Individual Shareholders, held by the Nominee) on Admission; and (ii) in each of the following 12 month periods, Disposals of up to a number of Ordinary Shares equal to a further 33.3% of such Ordinary Shares (plus any Ordinary Shares carried forward from a previous period in which permitted Disposals may be made and in relation to which the person still retains an interest);

(2) any Disposal entered into and made in and for the purpose of the Global Offer pursuant to the Underwriting Agreement;

(3) any Disposal notified in writing in advance to the Joint Global Co-ordinators and the Company and to which the Joint Global Co-ordinators and the Company give their prior consent in writing;

(4) (i) an acceptance of a general offer for the ordinary share capital of the Company (or the implementation of a scheme or arrangement or analogous procedure in respect of the ordinary share capital of the Company); or (ii) the provision of an irrevocable undertaking to accept such an offer; or (iii) a sale of Ordinary Shares to an offeror or potential offeror during an offer period (within the meaning of the City Code);

(5) any Disposal by way of gift: (i) by any individual to a Family Member; (ii) by any individual to any person or persons acting in the capacity of trustee or trustees of a trust created by such individual or, upon any change of trustees of a trust so created, to the new trustee or trustees, provided that the trust is established for charitable purposes only or there are no persons beneficially interested under the trust other than the individual and his Family Members; or (iii) by the trustee or trustees of a trust to which paragraph (ii) applies to any person beneficially interested under that trust, in each case provided that, prior to the making of any such Disposal, the relevant individual shall have satisfied the Joint Global Co-ordinators that the transferee falls within one of the categories in (i) to (iii) above;

(6) any Disposal arising by operation of law or required by law or to or by personal representatives of an individual who dies during the Restricted Period;

(7) any Disposal pursuant to any offer by the Company to purchase its own Ordinary Shares which is made on identical terms to all holders of Ordinary Shares in the Company and otherwise complies with the requirements of applicable law;

(8) any Disposal involving the transfer of rights to new Ordinary Shares to be issued by way of rights issue;

(9) any transfer of Ordinary Shares beneficially owned or held by such person (and, in the case of the Individual Shareholders, held by the Nominee) on Admission by the Nominee to Barclays Wealth Trustees (Guernsey) Limited, acting as trustee of the Gartmore Employee Benefit Trust,

or any replacement or additional trustee appointed from time to time, upon forfeiture by the Individual Shareholder;

(10) any Disposal of Ordinary Shares with a value equal to the value of any tax liability of such person arising in connection with its participation in the Global Offer;

(11) any Disposal pursuant to an order of a court of competent jurisdiction requiring any Ordinary Shares held by the Nominee to be sold or transferred or a consent order which has the same effect;

(12) any deposit or withdrawal by the Nominee of some or all of Ordinary Shares into or from the CREST settlement system (including through any intermediary broker or other person); and

(13) any Disposal of Ordinary Shares acquired following Admission other than: (i) all or any Ordinary Shares which are allotted or issued to it, him or her pursuant to any capital reorganisation (including, for the avoidance of doubt, by way of capitalisation of profits, share premium account or any capital or reserve account of the Company) on or after Admission in respect of Ordinary Shares beneficially owned, held or controlled by him on Admission; and (ii) all or any Ordinary Shares issued after the date of Admission pursuant to the conversion of options or similar rights held by it, him or her at Admission,

provided that, (i) any Disposals pursuant to the undertaking shall be notified in advance to the Joint Global Co-ordinators in writing two business days prior to the entry into of any agreement relating to the same and, as regards any transfer to personal representatives pursuant to paragraph (6) above, as soon after such transfer as shall be practicable; (ii) any Disposals pursuant to paragraphs (1), (6) (insofar as they relate to a sale by the personal representatives), (8) and (13) above shall be effected in accordance with the reasonable requirements of the Joint Global Co-ordinators (acting in good faith) so as to ensure an orderly market in the Company's listed securities; and (iii) prior to the making of any Disposal pursuant to paragraph (5) above, the transferee shall have agreed to be bound by this undertaking as if it were the transferor by execution and delivery to the Joint Global Co-ordinators of a form of deed of adherence.

The Nominee has undertaken that it will not, without the prior written consent of the Joint Global Coordinators, the Company and the Hellman & Friedman Fund Vehicles, take any direct or indirect action that would result in a breach by any Individual Shareholders of the lock-up provisions applying to the Individual Shareholders.

For purposes of the undertakings above, (i) ''Disposal'' includes any offer, sale, contract to sell, grant or sale of options over, purchase of any option or contract to sell, transfer, charge, pledge, grant of any right or warrant to purchase or otherwise transfer, lend, or dispose of, directly or indirectly, any Ordinary Shares (or, in the case of the Individual Shareholders, Ordinary Shares held on their behalf by the Nominee) or any securities convertible into or exercisable or exchangeable for Ordinary Shares or the entry into of any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of Ordinary Shares, whether any such transaction described above is to be settled by delivery of Ordinary Shares or such other securities, in cash or otherwise or any other disposal or agreement to dispose of any Ordinary Shares or any announcement or other publication of the intention to do any of the foregoing and ''dispose'' shall be construed accordingly; (ii) ''Family Member'' means, in relation to an individual, the spouse, parent, widow, widower, cohabitee, adult sibling, child or grandchild (including such child or grandchild by adoption or step child) of such individual; (iii) an ''interest'' in Ordinary Shares is defined in the Underwriting Agreement as having the meaning given to that term in Part 22 of the Companies Act 2006 and the term ''interested'' shall be construed accordingly; and (iv) ''Restricted Period'' means the period ending three years following the first publication of the Company's annual results for the year ending 31 December 2010.

12. SELLING AND TRANSFER RESTRICTIONS

No action has been or will be taken in any jurisdiction that would permit a public offering for sale of the Ordinary Shares, or possession or distribution of this Prospectus or any other offering or publicity material relating to the Ordinary Shares, in any country or jurisdiction where action for that purpose is required, other than in the United Kingdom. The Ordinary Shares may not be offered or sold, directly or indirectly, and neither this Prospectus nor any other offering material or advertisements in connection with the Ordinary Shares may be distributed or published, in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulation of any such

country or jurisdiction. Persons into whose possession this Prospectus comes should inform themselves about and observe any restrictions on the distribution of this Prospectus and the offer of Ordinary Shares, including those in the paragraphs that follow. Any failure to comply with these restrictions may constitute an offer to buy any of the Ordinary Shares offered hereby to any person in any jurisdiction to whom it is unlawful to make such an offer or solicitation in such jurisdiction.

12.1 European Economic Area

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a ''relevant member state'') no Ordinary Shares have been offered or will be offered pursuant to the Global Offer to the public in that relevant member state prior to the publication of a prospectus in relation to the Ordinary Shares which has been approved by the competent authority in that relevant member state or, where appropriate, approved in another relevant member state and notified to the competent authority in the relevant member state, all in accordance with the Prospectus Directive, except that offers of Ordinary Shares may be made to the public in that relevant member state at any time under the following exemptions under the Prospectus Directive, if they are implemented in that relevant member state:

(a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose if solely to invest in securities;

(b) to any legal entity which has two or more of (i) an average of at least 250 employees during the last financial year; (ii) a total balance sheet of more than EUR43,000,000; and (iii) an annual turnover of more than EUR50,000,000 as shown in its last annual or consolidated accounts;

(c) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the Joint Global Co-ordinators; or

(d) in any other circumstances which do not require the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive,

provided that no such offer of Ordinary Shares shall result in a requirement for the publication of a prospectus pursuant to Article 3 of the Prospectus Directive or any measure implementing the Prospectus Directive in a relevant member state and each person who initially acquires any Ordinary Shares or to whom any offer is made under the Global Offer will be deemed to have represented, acknowledged and agreed that it is a ''qualified investor'' within the meaning of Article 2(1)(e) of the Prospectus Directive.

For the purpose of the expression an ''offer of any Ordinary Shares to the public'' in relation to any Ordinary Shares in any relevant member state means the communication in any form and by any means of sufficient information on the terms of the offer of any Ordinary Shares to be offered so as to enable an investor to decide to purchase any Ordinary Shares, as the same may be varied in that relevant member state by any measure implementing the Prospectus Directive in that relevant member state.

In the case of any Ordinary Shares being offered to a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Ordinary Shares acquired by it in the Global Offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any Ordinary Shares to the public other than their offer or resale in a relevant member state other than in the United Kingdom to qualified investors as so defined or in circumstances in which the prior consent of the Joint Global Co-ordinators has been obtained to each such proposed offer or resale. The Company, the Managers and their affiliates, and others will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement. Notwithstanding the above, a person who is not a qualified investor and who has notified the Joint Global Co-ordinators of such fact in writing may, with the consent of the Joint Global Co-ordinators, be permitted to subscribe for Ordinary Shares in the Global Offer.

12.2 United States

(a) U.S. Selling Restrictions

The Ordinary Shares have not been and will not be registered under the Securities Act and, subject to certain exceptions, may not be offered or sold within the United States.

The Ordinary Shares are being offered and sold in offshore transactions as defined in, and in reliance on, Regulation S. The Underwriting Agreement provides that the Managers may through their respective U.S. broker-dealer affiliates arrange for the offer and resale of Ordinary Shares within the United States only to QIBs in reliance on Rule 144A or another exemption from, or transaction not subject to, the registration requirements of the Securities Act. Each of the Managers has agreed that, except as permitted in the Underwriting Agreement, it will not offer, sell or deliver the Ordinary Shares into or within the United States.

In addition, until 40 days after the commencement of the offering of the Ordinary Shares an offer or sale of Ordinary Shares within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A or another exemption from, or transaction not subject to, the registration requirements under the Securities Act.

(b) U.S. Transfer Restrictions

Each purchaser of Ordinary Shares within the United States pursuant to Rule 144A or pursuant to another exemption from, or transaction not subject to, the registration requirements of the Securities Act, by accepting delivery of this Prospectus, will be deemed to have represented, agreed and acknowledged that:

(1) It is (a) a QIB within the meaning of Rule 144A, (b) acquiring such Ordinary Shares for its own account or for the account of a QIB and (c) aware, and each beneficial owner of such Ordinary Shares has been advised, that the sale of such Ordinary Shares to it is being made in reliance on Rule 144A or in reliance on another exemption from, or transaction not subject to, the registration requirements of the Securities Act.

(2) It understands that such Ordinary Shares have not been and will not be registered under the Securities Act and are being offered and sold in the United States only in transactions not involving any public offering in the United States and are ''restricted securities'' within the meaning of Rule 144(a)(3) under the Securities Act. In addition, it understands that such Ordinary Shares may not be offered, sold pledged or otherwise transferred except (a) in accordance with Rule 144A to a person that it and any person acting on its behalf reasonably believes is a QIB purchasing for its own account or for the account of a QIB, (b) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S or (c) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available), in each case in accordance with any applicable securities laws of any State of the United States.

(3) It understands that such Ordinary Shares (to the extent they are in certificated form), unless otherwise determined by the Company in accordance with applicable law, will bear a legend substantially to the following effect:

THIS ORDINARY SHARE HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE ''SECURITIES ACT'') OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) IN ACCORDANCE WITH RULE 144A UNDER THE SECURITIES ACT (''RULE 144A'') TO A PERSON THAT THE HOLDER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER, (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT OR (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE), IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT FOR RESALES OF THIS ORDINARY SHARE. NOTWITHSTANDING ANYTHING TO THE CONTRARY OR FOREGOING, THE ORDINARY SHARES MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN RESPECT OF THE ORDINARY SHARES ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK.

(4) Notwithstanding anything to the contrary in the foregoing, the Ordinary Shares may not be deposited into any unrestricted depository receipt facility in respect of the Ordinary Shares established or maintained by a depository bank.

(5) The Company, the Registrar, the Managers and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements. If the purchaser is acquiring any Ordinary Shares for the account of one or more QIBs, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

Prospective purchasers are hereby notified that sellers of the Ordinary Shares may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.

12.3 Dubai International Financial Centre

This Prospectus relates to an Exempt Offer in accordance with the Offered Securities Rules of the Dubai Financial Services Authority (''DFSA''). This Prospectus is intended for distribution only to persons of a type specified in the Offered Securities Rules of the DFSA. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this Prospectus nor taken steps to verify the information set forth herein and has no responsibility for the Prospectus. The Ordinary Shares to which this Prospectus relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Ordinary Shares offered should conduct their own due diligence on the Ordinary Shares. If you do not understand the contents of this Prospectus you should consult an authorised financial adviser.

12.4 Japan

The Ordinary Shares have not been and will not be registered under the Financial Instruments and Exchange Law, as amended (the ''FIEL''). This document is not an offer of securities for sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or entity, organised under the laws of Japan) or to others for reoffer or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements under the FIEL and otherwise in compliance with such law and any other applicable laws, regulations and ministerial guidelines of Japan.

12.5 Australia

This document has not been lodged with the Australian Securities and Investments Commission and is only directed to certain categories of exempt persons. Accordingly, if you receive this document in Australia:

(a) you confirm and warrant that you are either:

i. a ''sophisticated investor'' under section 708(8)(a) or (b) of the Corporations Act 2001 (Cth) of Australia (''Corporations Act'');

ii. a ''sophisticated investor'' under section 708(8)(c) or (d) of the Corporations Act and that you have provided an accountant's certificate pursuant to the section 708(8)(c)(i) or (ii) of the Corporations Act and related regulations before the offer has been made;

iii. a person associated with the company under section 708(12) of the Corporations Act; or

iv. a ''professional investor'' within the meaning of section 708(11)(a) or (b) of the Corporations Act,

and to the extent that you are unable to confirm or warrant that you are an exempt sophisticated investor, associated person or professional investor under the Corporations Act any offer made to you under this document is void and incapable of acceptance.

(b) you warrant and agree that you will not offer any of the shares issued to you pursuant to this document for resale in Australia within 12 months of those shares being issued unless any such resale offer is exempt from the requirement to issue a disclosure document under section 708 of the Corporations Act.

12.6 Switzerland

This Prospectus does not constitute a prospectus within the meaning of Articles 652a and 1156 of the Swiss Code of Obligations or a listing prospectus according to Article 32 of the Listing Rules of the SWX Swiss Exchange. The Ordinary Shares will not be listed on the SWX Swiss Exchange and, therefore, the Prospectus does not comply with the disclosure standards of the Listing Rules of the SWX Swiss Exchange. Accordingly, the Ordinary Shares may not be offered to the public in or from Switzerland, but only to a selected and limited group of investors, which do not subscribe for the Ordinary Shares with a view to distribution to the public. The investors will be individually approached by any of the Managers from time to time. This Prospectus is personal to each offeree and does not constitute an offer to any other person. The Prospectus may only be used by those persons to whom it has been handed out in connection with the offer described herein and may neither directly nor indirectly/be distributed or made available to other persons without the express consent of the Company. It may not be used in connection with any other offer and shall in particular not be copied and/or distributed to the public in or from Switzerland.

12.7 Cayman Islands

No offering of Ordinary Shares is being made by this Prospectus to the public in the Cayman Islands.

PART VII: OPERATING AND FINANCIAL REVIEW

A prospective investor should read the following review in conjunction with the rest of this Prospectus, including the Accountant's Report and financial information contained in Part VIII: ''Accountant's Report and Historical Financial Information'' and should not rely solely on the information contained in this Part VII. This discussion contains forward-looking statements that involve risks and uncertainties that could cause the Group's actual results to differ from those expressed or implied by such forward-looking statements. These risks and uncertainties are discussed in Part III: ''Administration, Advisers and Presentation of Information—Presentation of Information—Forward-Looking Statements'' and Part II: ''Risk Factors''.

The discussion contained herein relates to, and all financial information has been extracted without material adjustment from, the historical financial information set out in Part VIII: ''Accountant's Report and Historical Financial Information'', which has been prepared in accordance with IFRS as adopted for use in the European Union. Reverse accounting principles have been applied in the preparation of the Company's consolidated financial information dating back to a period prior to the Company's incorporation. See Note 1 to the Group's Consolidated Financial Statements and Part III: ''Administration, Advisers and Presentation of Information'' for further information.

The data relating to Gartmore's assets under management have not been extracted from the historical financial information set out in Part VIII: ''Accountant's Report and Historical Financial Information''. Such data have been extracted without material adjustment from the management records of the Group and are unaudited. Assets under management data contained in the management records of the Group have been sourced from third parties who administer AUM on behalf of funds managed by the Group. Data in respect of funds currently managed by Gartmore but dating back prior to 29 September 2006 relate to such funds as managed by entities acquired by Oxford Acquisition III Limited as part of the Buyout.

This section discusses the historical financial information of the Company for the period from 29 September 2006 to 31 December 2006(1), each of the two years ended 31 December 2007 and 2008 and the nine months ended 30 September 2008 and 2009 (also referred to herein as the ''period under review'').

1. OVERVIEW

Gartmore is an established traditional equity and alternative asset management firm, whose mutual funds, alternative funds and segregated mandates are distributed to clients in the United Kingdom, Continental Europe, North America, Japan and South America.

Over the last ten years, Gartmore has built a significant alternative asset management business in terms of AUM. This is in addition to its longstanding long-only equities business, making Gartmore one of the few asset management firms with significant expertise in both key market segments. As at 30 September 2009, Gartmore had £21.8 billion of assets under management split amongst its product classes as follows:

- Mutual funds: £11.9 billion invested in 53 mutual funds for approximately 200,000 investor accounts;
- Alternative funds: £3.8 billion (U.S.$6.1 billion) invested through 14 different alternative fund strategies and related managed accounts and in house fund of funds for approximately 340 direct investors; and
- Segregated mandates: £6.1 billion invested through separate mandates on behalf of over 55 clients.

Of Gartmore's £21.8 billion of assets under management as at 30 September 2009, 90% was invested in listed equities, with 10% invested in other assets, including fixed income, private equity and managed futures funds. Gartmore's assets under management as at 30 September 2009 increased 17% since 31 December 2008 and 34% since they reached their lowest point during the period under review in February 2009. Contributing to these increases was £924 million of inflows in the third quarter of 2009.

(1) As explained in Note 1 to the historical financial information included in Part VIII: ''Accountant's Report and Historical Financial Information'', for accounting purposes the Group commenced trading on 29 September 2006 and the historical financial information for the period from incorporation on 17 May 2006 to 31 December 2006 therefore includes the results of three months' trading only from 29 September 2006 to 31 December 2006.

For the nine month period in 2009 and for the calendar year 2008, Gartmore's net revenue was £168.5 million and £242.1 million, respectively, and its operating earnings were £38.1 million and £88.3 million, respectively. Its profit/(loss) before taxation was a profit of £38.8 million and a loss of £138.4 million, respectively. The Group's EBITDA margin (based on net revenue) decreased to 23% for the nine month period in 2009, as compared to 37% for 2008. The Company believes that this decrease was primarily due to a decline in revenue as a result of a decline in AUM and that the EBITDA margin (based on net revenue) will improve as and when AUM levels increase.

Gartmore generates almost all of its revenue from management fees and performance fees. Management fees are calculated as a percentage of AUM and performance fees are calculated, subject to certain high-water marks being met, as a percentage of a fund's annual or quarterly return, depending upon the product. Average fee rates depend on the composition of AUM as between asset classes and fund types. Results of operations are accordingly highly dependent on levels of AUM, the overall composition of AUM and the performance of the Group's alternative funds, from which almost all of Gartmore's performance fees are derived. As at 30 September 2009, 87% of alternative fund AUM were in funds that were above their high-water mark, compared to 19% as at 31 December 2008. Results of operations will vary from period to period by reference to these factors. Fees and commission expenses, which are deducted from total revenue to calculate net revenue, relate primarily to amounts paid to distributors of mutual funds.

Gartmore's costs are primarily staff costs, a substantial portion of which will vary with management and performance fee levels and the overall level of profit. Gartmore pays interest on the debt incurred to refinance its acquisition of the Group and earns interest on cash balances held.

2. CERTAIN FACTORS AFFECTING THE GROUP'S RESULTS OF OPERATIONS

The principal factors that affect the Group's results of operations include:

- market performance and volatility;
- the size of and changes in the composition of the Group's AUM, which are dependent on net new business, market levels, exchange rates and investment performance;
- fees charged on AUM;
- staff costs; and
- movements in currency exchange rates.

2.1 Market performance and volatility

As an investment management firm, Gartmore derives almost all of its revenue from providing investment management services to its mutual fund, alternative fund and segregated mandate clients, with revenue being driven by the amount and composition of AUM, returns on AUM and the Group's fee structure. Accordingly, the business results of the Group are highly dependent upon the prevailing global economic climate and its impact on the capital markets. Given the strong focus of the Group on equities, it is particularly dependent upon the equity markets, which are generally more volatile than other capital markets.

Global equity markets fell in 2008, particularly as the financial crisis intensified in the third and fourth quarters of 2008. For example, at 31 December 2008, the MSCI World Index was down 21% from 31 December 2007. In addition, equity market volatility reached extreme levels around the world, evidenced by dramatically higher average levels for the VSTOXX and VIX indices. Equity markets continued to be impacted into 2009 but from the end of the second quarter of 2009 have seen a modest

improvement. The volatility in equity capital markets in the period under review is illustrated in the following table:

Table 1: MSCI World Index—2007 to 2009 (31 October)

Year	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
2007	100[1]	103	101	103	106	106	105	101	103	107	102	104
2008	100	97	94	99	103	98	90	94	92	76	76	79
2009	80	75	71	77	80	78	79	85	90	88	—	—

(1) The index value for January 2007 has been set at a baseline of 100 and the value for each subsequent month shows how that month relates to the baseline value.

The sizeable decline in equity prices worldwide led to redemptions by investors from equity funds during 2008 throughout the asset management industry. By the end of 2008, major economies such as the United Kingdom and the United States were in recession. Economic conditions worsened in the first quarter of 2009 and, as a result, the Group continued to operate in a challenging business environment with continual outflows from alternative funds and low inflows in all its product classes. Although the economic outlook remains uncertain, market conditions have improved since the second quarter of 2009, reflecting a more optimistic view of future economic recovery. As a result, in the third quarter of 2009 the Group has seen inflows of new money, whilst seeing a decline in outflows. In the fourth quarter to 1 December, despite an increase in redemptions from alternative funds for the 1 December 2009 dealing date, the Group has continued to see inflows of new money. See paragraph 8 of Part IV: ''Information on the Group''.

2.2 The size of and changes in the composition of the Group's AUM

Given that fees are earned on the amount of (and, in the case of performance fees, return on) AUM and that fee rates vary significantly between the types of AUM, factors that affect the levels of the Group's AUM and the composition of its total AUM have a direct impact on the Group's results of operations. In addition, certain of the Group's operating expenses are also linked to the size of its AUM. However, not all of the Group's costs are linked to AUM. Consequently, because certain costs remain relatively fixed despite the level of the Group's AUM, factors affecting AUM will have a magnified effect on profitability. For the nine month period in 2009, approximately 51.5% of the Group's expenses (including fee and commission expenses) was linked to the size of its AUM, compared to approximately 41.0% for the corresponding period in 2008.

Key factors influencing the size and composition of the Group's AUM include the following:

- **Performance and volatility in the markets in which the Group's AUM are invested.** Gartmore manages mainly equity products. Consequently, the performance of global equity markets leads directly to changes in AUM levels and, as a consequence, levels of management and performance fee revenue. See also Part II: ''Risk Factors—Gartmore is exposed to volatility in the financial markets, in particular the equity markets, due to its large concentration of investments in equities, and to other adverse financial, economic, political and market factors''.
- **Investment performance of portfolio managers.** The investment performance of the Group's portfolio managers directly affects the level of the Group's AUM and it may also affect inflows and outflows of AUM.
- **Impact of inflows or outflows of AUM.** The impact of inflows and outflows of AUM on the results of operations of the Group is significant, as levels of AUM impact directly on revenue. The ability to increase and maintain AUM depends upon, amongst other factors:
    - market levels;
    - investment performance (both absolute, and relative to competitors and benchmarks);
    - the retention of fund managers;
    - the Group's reputation, brand awareness and perception;
    - market trends;
    - the introduction and acquisition of new products;
    - marketing; and
    - client service.

- **Exchange Rates.** Most of Gartmore's AUM are denominated in currencies other than pounds sterling (being the functional currency of the Group). Fluctuations in exchange rates between pounds sterling and the currency of the underlying assets that Gartmore manages therefore affect the level of Gartmore's reported AUM.

The table below shows a breakdown of changes in AUM for the period under review:

Table 2: Breakdown of changes in AUM by product

	Three months to 31 December[(1)]	Year ended 31 December		Nine months ended 30 September	
	2006	2007	2008	2008	2009
	unaudited	unaudited		unaudited	
	£ billions	£ billions	£ billions	£ billions	£ billions
Mutual funds					
Opening AUM	11.8	12.4	14.0	14.0	9.5
Inflows	0.9	4.5	3.7	3.0	2.8
Outflows	(1.2)	(4.4)	(4.8)	(3.9)	(2.2)
Net flows	(0.3)	0.1	(1.1)	(0.9)	0.6
Performance[(2)]	0.9	1.5	(3.4)	(3.0)	1.8
Closing AUM	12.4	14.0	9.5	10.1	11.9
(% of total AUM)	(50.8%)	(51.7%)	(50.8%)	(49.3%)	(54.6%)
Alternative funds					
Opening AUM	4.6	4.9	6.3	6.3	4.2
Inflows	0.4	2.2	1.2	1.0	1.1
Outflows	(0.1)	(1.2)	(4.3)	(2.1)	(1.7)
Net flows	0.3	1.0	(3.1)	(1.1)	(0.6)
Performance[(2)]	—	0.4	1.0	0.1	0.2
Closing AUM	4.9	6.3	4.2	5.3	3.8
(% of total AUM)	(20.1%)	(23.2%)	(22.5%)	(25.8%)	(17.4%)
Segregated mandates					
Opening AUM	7.0	7.1	6.8	6.8	5.0
Inflows	0.4	2.3	1.6	1.1	1.4
Outflows	(0.5)	(3.5)	(2.3)	(1.7)	(1.0)
Net flows	(0.1)	(1.2)	(0.7)	(0.6)	0.4
Performance[(2)]	0.2	0.9	(1.1)	(1.1)	0.7
Closing AUM	7.1	6.8	5.0	5.1	6.1
(% of total AUM)	(29.1%)	(25.1%)	(26.7%)	(24.9%)	(28.0%)
Total AUM	24.4	27.1	18.7	20.5	21.8

(1) As explained in Note 1 to the historical financial information, the financial information covers the period from 17 May 2006 to 31 December 2006. The Group's operations commenced with the acquisition of Gartmore Investment Management Limited on 29 September 2006, therefore the financial information for this period includes three months' trading only. References to the ''three months to 31 December 2006'' herein refer to the period from 29 September to 31 December 2006.

(2) Performance is a function of the investment performance of Gartmore's portfolio managers, market performance and, in particular, equity market performance, and the impact of currency movements on Gartmore's individual funds, as discussed below.

Total AUM increased to £27.1 billion as at 31 December 2007 from £24.4 billion as at 31 December 2006, due to a significant increase in mutual fund and alternative fund AUM, in particular, as a result of positive market performance and a £1.0 billion net inflow to high margin alternative funds. This increase offset a net outflow of lower margin segregated mandates. Total AUM decreased to £18.7 billion as at 31 December 2008, principally due to net outflows of £4.9 billion and negative market performance

during 2008. These effects were partially offset by the appreciation of the U.S. Dollar and Euro against the pound sterling during 2008. Total AUM then increased to £21.8 billion as at 30 September 2009 (£20.5 billion as at 30 September 2008), principally as a result of improved market performance and £0.4 billion of net inflows.

Mutual fund AUM increased by approximately 12.9% from £12.4 billion as at 31 December 2006 to £14.0 billion as at 31 December 2007, primarily as a result of strong market performance. Mutual fund AUM decreased by approximately 32.1% from £14.0 billion as at 31 December 2007 to £9.5 billion as at 31 December 2008, largely as a result of negative market performance and £1.1 billion of net outflows driven by poor market conditions. Mutual fund AUM then increased by approximately 25.3% from £9.5 billion as at 31 December 2008 to £11.9 billion as at 30 September 2009 (£10.1 billion as at 30 September 2008), largely as a result of improved market performance and £0.6 billion of net inflows principally driven by the launch of the Group's absolute return funds.

Alternative fund AUM increased by approximately 28.6% from £4.9 billion as at 31 December 2006 to £6.3 billion as at 31 December 2007, due to significant net inflows and strong investment performance. Alternative fund AUM decreased by 33.3% from £6.3 billion as at 31 December 2007 to £4.2 billion as at 31 December 2008 primarily as a result of £3.1 billion of net outflows driven largely by poor conditions across the hedge fund sector and weak investment performance. Investment performance of the funds on an asset weighted basis in currency terms was negative but was positive in pounds sterling terms as a result of foreign exchange movements. Alternative fund AUM decreased by 9.5% from £4.2 billion as at 31 December 2008 to £3.8 billion as at 30 September 2009 (£5.3 billion as at 30 September 2008) as a result of net outflows in the first half of the year due to continued redemption pressure across the alternative fund sector.

Segregated mandate AUM decreased approximately 4.2% from £7.1 billion as at 31 December 2006 to £6.8 billion as at 31 December 2007, largely as a result of net outflows due to poor investment performance. Segregated mandate AUM decreased in 2008 by approximately 26.5% from £6.8 billion as at 31 December 2007 to £5.0 billion as at 31 December 2008 due to net outflows but also due to negative market performance. Segregated mandate AUM then increased by 22.0% from £5.0 billion as at 31 December 2008 to £6.1 billion as at 30 September 2009 (£5.1 billion as at 30 September 2008) as a result of positive market performance and net inflows, principally into the Group's global equity products.

As at 30 September 2009, 54.6% of the Group's AUM were in mutual funds, 17.4% in alternative funds, and 28.0% in segregated mandates. During the period under review, there was a greater proportionate decrease in the Group's alternative fund AUM, which decreased by 17.4% largely due to outflows, as compared to mutual fund AUM, which increased by 0.8%, and segregated mandate AUM, which decreased by 12.9%. The change in the composition of the Group's total AUM during the period under review negatively affected the Group's fee revenue, primarily as a result of the decrease in alternative fund AUM, which earns higher margin management fees and the majority of the Group's performance fees (see paragraph 2.3).

The table below sets forth the net monthly inflows/(outflows) for the Group's mutual funds and alternative funds in the nine month period in 2009:

Table 3: Monthly inflows/(outflows) for mutual funds and alternative funds in 2009

	Net Inflows/(Outflows)		
	Mutual Funds	Alternative Funds[1]	
	unaudited £ million	unaudited U.S.$ million	unaudited £ million
January	151	(901)	(627)
February	(103)	(452)	(314)
March	16	(72)	(50)
Net inflows/(outflows) in first quarter	64	(1,425)	(991)
April	(21)	(9)	(6)
May	11	(29)	(19)
June	(38)	130	80
Net inflows/(outflows) in second quarter	(48)	92	55
July	220	160	97
August	191	262	158
September	113	117	71
Net inflows/(outflows) in third quarter	524	539	326

(1) The monthly flows for alternative funds have been converted into U.S. Dollars from pounds sterling using the exchange rate, as provided by the Financial Times, at the beginning of the relevant month.

2.3 Fees charged on AUM

The Group's total revenue reflects the fees charged on its AUM. These consist of:

- **Management fees.** Management fees are calculated at an agreed valuation date by reference to the level of AUM at that date or an average level of AUM over a period, multiplied by a percentage fee rate, which varies according to the nature and size of the fund or mandate. Valuation frequency for the purposes of fee calculations varies by fund category. In general, management fees for mutual funds are calculated daily, alternative funds are calculated monthly and segregated mandates are calculated quarterly; and
- **Performance fees.** Performance fees are calculated as a percentage of the return on AUM where, in the case of alternative funds and some absolute return mutual funds, the actual performance of AUM exceeds high-water marks calculated on previous levels of performance or, in the case of performance fees earned on other absolute return mutual funds or segregated mandates, where the performance exceeds a contractually agreed benchmark. Performance fees are recognised when the performance period ends, which varies from fund to fund, or when an investor chooses to redeem its investment. Performance fees for alternative funds typically crystallise annually whereas performance fees for absolute return mutual funds crystallise quarterly. Only a small number of the Group's segregated mandates earn performance fees, and in most cases their performance fees crystallise annually.

Because the Group's management fees are calculated daily, monthly or quarterly throughout its financial year, they do not vary from quarter to quarter within a given year other than in accordance with the factors discussed above. Performance fees by contrast vary from quarter to quarter as a result of the manner in which the Group accrues the performance fees earned by certain of its alternative funds. Most of the Group's performance fees are derived from alternative funds whose performance fees typically crystallise annually at the end of their respective financial periods. The Group also earns performance fees from funds whose performance fees crystallise quarterly throughout the year, but the quarterly crystallisation of such performance fees does not contribute to the quarterly variance in the Group's performance fees to the same extent as those funds whose performance fees crystallise at the end of their respective annual financial periods. Although the dates on which the performance fees for the alternative funds and the absolute return mutual funds crystallise are spread throughout the year, as at 30 September 2009 approximately 49% of alternative fund and absolute return mutual fund AUM have performance fees that crystallise in the third quarter. Consequently, within a given year the Group's

performance fees vary depending upon which alternative funds conclude their financial period within a given quarter.

The table below sets forth (i) certain of the Group's alternative funds according to the quarter in which their respective performance fees crystallise (other than crystallisation on investor redemptions) and (ii) the percentage of alternative fund and absolute return mutual fund AUM that those funds collectively represent:

Table 4: Performance fee crystallisation by fund

Quarter in which performance fees crystallise	Percentage of AUM(1)	Certain alternative funds paying performance fees(2)
	unaudited	
Q1	17%	Octanis, Crucis, Acamar, Aldebaran and Tenro
Q2	15%	Rhocas, Volantis
Q3	49%	Capella, Tucana and Hokuto
Q4	19%	Etacas, Regulus and Eltanin

(1) The AUM base to which the percentages relate includes all alternative funds and absolute return mutual funds but excludes segregated mandates and other mutual funds and is calculated based on AUM as at 30 September 2009.

(2) The alternative funds listed are classified as pooled accounts. This column does not list the alternative funds classified as managed accounts, nor does it list absolute return mutual funds or segregated mandates.

The fees charged vary by product. A summary of the split between management and performance fees by product for the period under review is as follows:

Table 5: Split between management and performance fees by product

	Three months to 31 December	Year ended 31 December		Nine months ended 30 September	
	2006	2007	2008	2008	2009
	unaudited	unaudited		unaudited	
Net management fees(1) as a percentage of average AUM					
Mutual funds	0.82	0.82	0.78	0.79	0.72
Alternative funds	1.48	1.49	1.48	1.48	1.42
Segregated mandates	0.31	0.35	0.43	0.43	0.40
Total	0.80	0.85	0.86	0.86	0.76
Management fees as a percentage of total revenue					
Mutual funds	49.8	39.3	48.8	50.0	43.8
Alternative funds	23.1	20.5	27.6	27.3	17.5
Segregated mandates	7.3	5.6	8.5	8.5	7.6
Total	80.2	65.4	84.9	85.8	68.9
Net management fees(1) as a percentage of net revenue					
Mutual funds	39.6	29.8	37.4	38.8	30.9
Alternative funds	27.8	23.7	33.8	33.5	21.5
Segregated mandates	8.7	6.4	10.3	10.4	9.4
Total	76.1	59.9	81.5	82.7	61.8
Performance fees as a percentage of average AUM					
Mutual funds	0.01	0.01	0.00	0.00	0.08
Alternative funds	0.39	2.06	0.43	0.43	1.86
Segregated mandates	0.33	0.13	0.07	0.05	0.06
Total	0.18	0.51	0.12	0.12	0.41

	Three months to 31 December	Year ended 31 December		Nine months ended 30 September	
	2006	2007	2008	2008	2009
	unaudited	unaudited		unaudited	
Performance fees as a percentage of total revenue					
Mutual funds	0.6	0.3	0.0	0.0	2.9
Alternative funds	6.1	28.4	8.0	8.0	22.9
Segregated mandates	7.7	2.1	1.4	1.1	1.2
Total	14.4	30.8	9.4	9.1	27.0
Performance fees as a percentage of net revenue					
Mutual funds	0.7	0.3	0.0	0.0	3.6
Alternative funds	7.4	33.0	9.8	9.8	28.1
Segregated mandates	9.2	2.5	1.7	1.3	1.5
Total	17.3	35.8	11.5	11.1	33.2

(1) Net management fees represent gross management fees less the associated fees and commissions paid to third party distributors.

(a) Mutual Funds

Revenue from mutual fund products largely consists of management fees charged monthly at a fixed percentage of daily AUM (with the exception of investment trusts which are charged monthly on month-end AUM). Mutual funds do not typically include performance fee provisions save for absolute return products, some of which are subject to hurdle rates before performance fees can be earned. Absolute return products accounted for approximately 6% of mutual fund AUM as at 30 September 2009, and the Group expects this product to account for a greater share of mutual fund revenue in the future.

In the mutual fund market, management fee rates (net of fees and commissions paid to third party intermediaries) have gradually declined during the past 10 years, and in particular in recent periods, as a result of a wider industry shift away from direct distribution towards intermediated distribution. Wholesale distributors typically charge fees and commissions of between 0.5% and 0.75% on the amount invested, which is paid from the annual management fees charged by the investment manager. These fees and commissions are the distribution costs paid to third party intermediaries such as IFAs, banks and insurance companies (see Part IV: ''Information on the Group—The Business''). For Gartmore, distribution costs are typically calculated as a percentage of the AUM introduced to Gartmore by the relevant distributor, based on a contract between the Group and that individual distributor. Management fee discounts and rebate arrangements negotiated by clients based on estimated volumes of business are also reflected in distribution costs. As distribution costs are primarily calculated based on levels of AUM, such costs are variable and increase or decrease in line with mutual fund management fee revenue.

Management fee rates vary by fund, but the Group typically earns a gross management fee of 1.5% per annum and a fee, net of distribution costs, of approximately 0.75% on mutual fund assets under management. Institutional mandate AUM invested in Gartmore's mutual funds earn the Group the management fee agreed in the mandate, rather than the fee for a direct investment in the mutual fund. For the purposes of fee calculation, mutual funds are typically valued daily. Accordingly, the Group accrues mutual fund fees on a daily basis but fees are charged monthly.

(b) Alternative Funds

The Group's alternative fund revenue primarily comprises management fees, charged monthly on pooled accounts and quarterly on managed accounts, and performance fees, generally calculated annually but with some calculated on a quarterly basis. Substantially all of the performance fees generated during the period under review have been from alternative funds. Alternative funds typically have a management fee of 1.5% per annum of AUM.

As at 30 September 2009, approximately 87% of the Group's alternative fund AUM were in funds that were above their high-water marks. Performance fees are recognised in the Group's accounts when they crystallise. This crystallisation occurs either at the end of the performance accounting period for the relevant fund, which varies across the range of Group funds, or when an underlying investor

redeems some or all of their investment in a fund that pays performance fees. The Group typically earns a performance fee of 20% of the absolute annual return of its alternative funds over any previous high-water mark. Such return is measured on an investor-by-investor basis and generally without reference to any hurdle threshold. The effect of a high-water mark is that a performance fee is only earned when a fund's unit price, as at the time of crystallisation, has exceeded the previous price at which a performance fee was payable by the relevant underlying investor or the investment price paid by the underlying investor, whichever occurred last. The general absence of hurdle rates for Gartmore's alternative fund performance fees allows the Group to earn a fee once the fund performs over the prior high-water mark without having also to achieve a minimum level of positive performance above a benchmark. The Group operates 14 different single alternative fund strategies, some of which may be correlated with each other. However, in most cases the correlation is low and so any deterioration in the performance of one fund does not necessarily impact the performance fee available from other funds that may be performing well. Furthermore, the Group's portfolio managers have the flexibility to apply investment techniques, such as shorting, to reposition the funds' assets in order to generate the best performance for investors. Accordingly, the funds can continue to earn performance fees even in falling markets, although returns and, therefore, performance fees are typically lower in these conditions.

Almost all of the Group's alternative funds are distributed directly through its in-house sales and distribution teams, and as such there are usually no fees or expenses payable to third party distributors for these products.

(c) Segregated Mandates

Revenue from segregated mandates largely consists of management fees, typically charged quarterly at a fixed percentage of AUM as at the end of the relevant quarter. Segregated mandates sometimes include performance fee provisions, although the level of performance fee revenue for the Group is lower than for alternative funds, because the fees are earned as a percentage of performance in excess of a contractually agreed benchmark.

The Group on average earns a management fee of approximately 0.4% per annum on the amount of the segregated mandate assets under management. Management fees for segregated mandates vary depending on the asset class and size of the mandate. Management fees are generally higher for higher-alpha specialist equity mandates than lower-alpha specialist equity mandates. Some mandates may have lower management fees where the relevant mandate also includes a performance fee clause. Although the Group's fees for particular types of mandates have remained relatively stable during the period under review, there has been a change in the composition of AUM for segregated mandates towards higher alpha funds, which has improved the overall fee profile of the Group's segregated mandate portfolio significantly.

2.4 Staff Costs

The most significant costs that affect the Group's results of operations are staff costs. Staff costs have been the Group's largest cost items during the period under review, and the Company expects this to continue. Staff costs consist of salary costs, pension and other benefit costs, variable remuneration and redundancy costs, as well as related social security costs where relevant. Recurring staff costs, being staff costs other than exceptional retention costs and pension scheme settlement losses, are included in ''Other operating expenses'' in the Group's financial statements. Recurring staff costs represented 69.5% of other operating expenses for the nine month period in 2009 and 62.3% for the corresponding period in 2008 and represented 53.8% of net revenue for the nine month period in 2009 and 36.5% for the corresponding period in 2008.

Although some elements of staff costs, such as the share of management and performance fees received by portfolio managers and their performance-related bonus, vary with the Group's net revenue or operating profit, a portion of the Group's costs are fixed costs. For the nine month period in 2009, excluding bonus guarantees for new joiners, 34% of recurring staff costs were fixed, and such fixed costs represented 16.1% of net revenue. A key factor impacting the Group's recurring staff costs therefore is the number and composition of its employees, in particular the number of specialised and highly qualified staff employed by the Group such as portfolio managers, whose compensation represents a large proportion of recurring staff costs overall. Salaries are reviewed annually and increases are influenced by market conditions.

Typically, the largest component of the Group's staff costs is variable remuneration, which represents the share of fee revenue paid to portfolio managers, discretionary bonus payments to staff and the related social

security contributions. Fee related remuneration, which the Company believes is in line with its competitors, is paid to portfolio managers during the year when the fees are received. During the period under review, the Group also paid employees a discretionary formula-based bonus, as well as associated social security contributions. This discretionary bonus is based on a proportion of the Group's profitability (excluding performance fees). Although the amount of the bonus is discretionary, the Group will pay out bonuses to a certain level to retain key portfolio managers and to attract investment talent, regardless of the Group's performance in a given year. Bonus guarantees for new joiners, although included in staff costs as variable remuneration, may be more akin to fixed costs in certain periods. In the future, a minimum of 30%, or such other figure as the Remuneration Committee may determine, of the variable remuneration paid to individuals whose annual compensation exceeds a certain threshold are expected to be deferred into equity or funds. Since the deferred amounts will impact the Group's income statement over the vesting period, any deferral of variable remuneration will affect the timing of charges in the Group's accounts. For the nine month period in 2009, variable remuneration was £63.5 million, representing 37.7% of the Group's net revenue and, for the corresponding period in 2008, was £39.6 million, representing 20.8% of net revenue. Recognising that this proportion is heavily dependent on performance fees, the Company expects variable remuneration as a percentage of net revenue, to be in the range of 30-40% going forward. There can be no assurance, however, that this range may not be higher.

2.5 Movements in currency exchange rates

(a) Reporting currency exposure

The Group reports in pounds sterling. However, a significant proportion of its net revenue is generated in U.S. Dollars, Euro and Yen, in addition to pounds sterling. For the nine month period in 2009, 41%, 30% and 7% of the Group's net revenue was generated in U.S. Dollars, Euro and Yen, respectively. For the corresponding period in 2008, 39%, 31% and 8% of the Group's net revenue was generated in U.S. Dollars, Euro and Yen, respectively. Variable remuneration, the variable components of which collectively comprise the largest component of the Group's variable costs in the nine month period in 2009 and the corresponding period in 2008, was primarily earned in U.S. Dollars and Euro.

Fees are calculated as a percentage of AUM or appreciation of AUM. In some cases, the currency of the assets in which the funds are denominated (the ''Asset Currency'') may not be the same as the currencies which the share or unit classes of that fund are denominated (''Share Class Currency''). In such a case, the Group's fees are generally generated based on the AUM as denominated in the Share Class Currency rather than the Asset Currency.

In addition, substantially all (88% for the nine month period in 2009 and 92% for the corresponding period in 2008) of the Group's fixed costs (i.e. costs not linked to revenue or profit) are denominated in pounds sterling. Given that, for the nine month period in 2009, 78% of net revenue was generated in non-pounds sterling currencies but 88% of fixed costs are in pounds sterling, the Group is exposed to fluctuations in exchange rates between pounds sterling and other currencies. As at 30 September 2009, the Group had no currency hedging contracts. Certain expenses that are incurred in non-pounds sterling currencies, such as interest costs, which are primarily paid in U.S. Dollars and Euro, act as a partial hedge against currency fluctuations.

(b) Transaction risk

The Group, and specifically its U.K. operations, is subject to fluctuations in exchange rates between the date that revenue generated in non-pounds sterling currencies is recognised on its income statement in pounds sterling, and the time the revenue is actually collected in the relevant non-pounds sterling currency. The expense or income in respect of these fluctuations is recorded under ''Other revenue'' on the Group's income statement. For the nine month period in 2009, over 85% of the Group's total revenue was derived from funds that typically settle their fees within fifteen working days of the end of the month in which they crystallised.

(c) Translation risk

On consolidation, the results of the Group's foreign subsidiaries are translated into pounds sterling at an average exchange rate and their assets and liabilities at the exchange rate as at the date of the consolidated balance sheet.

(d) Balance sheet exposure

The Group is exposed to fluctuations in exchange rates where assets and liabilities are denominated in currencies other than pounds sterling, particularly with respect to its U.S. Dollar and

Euro denominated long-term debt, and cash, which is primarily held in pounds sterling with some held in U.S. Dollars and Euro. The exchange rate movements are reported as finance income or finance expenses in the Group's consolidated income statement. In 2008, Group debt increased by £165.8 million and cash balances increased by £6.6 million as a result of the devaluation of the pound sterling against both the U.S. Dollar and the Euro, and these amounts were recognised as a finance expense and finance income, respectively. For the nine month period in 2009, Group debt decreased by £49.4 million and cash balances decreased by £6.7 million as a result of the appreciation of pounds sterling against both the U.S. Dollar and the Euro.

3. RESULTS OF OPERATIONS

The table below sets forth the Group's results of operations for the period under review:

Table 6: Consolidated income statement

	Three months to 31 December	Year ended 31 December		Nine months ended 30 September	
	2006	2007	2008	2008	2009
	£'000	£'000	£'000	unaudited £'000	£'000
Management fees	60,755	273,903	251,363	200,153	142,684(1)
Performance fees	10,887	128,967	27,747	21,079	55,909(1)
Other revenue	4,128	15,748	16,944	11,949	8,504
Total revenue	75,770	418,618	296,054	233,181	207,097
Fees and commission expenses	(12,843)	(57,969)	(53,934)	(42,815)	(38,582)
Net Revenue	62,927	360,649	242,120	190,366	168,515
Other operating expenses	(35,554)	(207,790)	(153,811)	(111,505)	(130,463)(1)
Operating earnings	27,373	152,859	88,309	78,861	38,052
Staff costs from closed schemes	(6,119)	(33,272)	—	—	—
Pension scheme settlement losses	—	(5,781)	—	—	—
Intangible amortisation	(13,414)	(48,018)	(37,735)	(29,100)	(22,819)
Operating Profit	7,840	65,788	50,574	49,761	15,233
Finance income	5,941	16,539	20,207	11,185	56,045
Finance expenses	(15,051)	(67,328)	(209,187)	(76,669)	(32,462)
Profit/(Loss) before taxation	(1,270)	14,999	(138,406)	(15,723)	38,816
Taxation	248	(9,658)	(8,611)	(8,846)	280
Profit/(Loss) for the period attributable to equity holders of the parent	(1,022)	5,341	(147,017)	(24,569)	39,096

(1) For the nine month period in 2009, the Group's private equity assets accounted for £4.2 million of management fees, £0.2 million of performance fees and £2.4 million of other operating expenses. For more information on the Group's private equity assets, see ''Information on the Group—The Business—Investment Products—Private Equity''.

3.1 Total revenue

As a result of the factors described below, total revenue for the nine month period in 2009 was £207.1 million, a decrease of £26.1 million, or 11.2%, from £233.2 million for the corresponding period in 2008, and in 2008 was £296.1 million, a decrease of £122.6 million, or 29.3%, from £418.6 million in 2007. Total revenue in the period 29 September to 31 December 2006 was £75.8 million.

(a) Management fees

The table below sets forth a breakdown of the Group's management fees by product for the period under review:

Table 7: Breakdown of management fees by product

	Three months to 31 December		Year ended 31 December			
	2006		2007		2008	
	£'000	%	£'000	%	£'000	%
Mutual funds	37,743	*62.1*	164,842	*60.1*	144,454	*57.5*
Alternative funds	17,500	*28.8*	85,608	*31.3*	81,751	*32.5*
Segregated mandates	5,512	*9.1*	23,453	*8.6*	25,158	*10.0*
Total management fees	60,755	*100.0*	273,903	*100.0*	251,363	*100.0*

	Nine months ended 30 September			
	2008		2009	
	unaudited £'000	%	£'000	%
Mutual funds	116,596	*58.3*	90,596	*63.5*
Alternative funds	63,683	*31.8*	36,283	*25.4*
Segregated mandates	19,874	*9.9*	15,805[(1)]	*11.1*
Total management fees	200,153	*100.0*	142,684	*100.0*

(1) For the nine month period in 2009, the Group's private equity assets accounted for £4.2 million of the management fees attributable to segregated mandate assets.

Management fees for the nine month period in 2009 were £142.7 million, a decrease of £57.5 million, or 28.7%, from £200.2 million for the corresponding period in 2008, and in 2008 were £251.4 million, a decrease of £22.5 million, or 8.2%, from £273.9 million in 2007. Management fees in the period 29 September to 31 December 2006 were £60.8 million.

The decrease in management fees for the nine month period in 2009, was due to a decrease in the average level of AUM during the period, as compared to the average level of AUM during the corresponding period in 2008. Whilst total AUM increased as at 30 September 2009 as compared to 30 September 2008, for a large proportion of the nine month period in 2009, the Group's AUM were below levels of AUM held during the corresponding period in 2008. Consequently, management fees, which are calculated on a daily basis for mutual funds, a monthly basis for the Group's alternative funds and quarterly basis for most of the Group's segregated mandates, were based on lower levels of AUM than those held during 2008. The decrease in management fees was further magnified as a result of changes in the mix of the Group's products. The overall level of alternative funds AUM, which earn a higher rate management fee than other forms of AUM, was lower in the nine month period in 2009 than the corresponding period in 2008, reflecting substantial outflow in the first quarter of 2009. Improvements in the overall level of AUM, in particular since the second quarter of 2009, have only partially offset the impact of lower levels of AUM earlier in the year.

The decrease in management fees between 2007 and 2008 was primarily due to a significant decrease in AUM in all three product classes, as a result of declines in equity markets worldwide and outflows, and a decrease in the proportion of alternative funds, which are higher yielding than the Group's other funds, as a result of outflows. Both average AUM and closing AUM were lower in 2008 than in 2007 due to these factors.

Management fees as a percentage of total revenue decreased from 80.2% in the period from 29 September to 31 December 2006 to 65.4% in 2007, increased to 84.9% in 2008 but decreased to 68.9% in the nine month period in 2009 (85.8% in the corresponding period in 2008). The increase in 2008 was due to a decrease in performance fee revenue as a consequence of reduced alternative fund performance, while the decrease in the nine month period in 2009 was due to an increase in performance fees as a result of improved investment performance.

Management fees as a percentage of average AUM increased from 1.02% in the period from 29 September to 31 December 2006 to 1.08% in 2007, increased to 1.09% in 2008 but decreased to 1.04% in the nine month period in 2009 (1.10% in the corresponding period in 2008). The increase in 2008 was primarily due to an increase in average alternative fund AUM as a proportion of total average AUM, while the decrease in the nine month period in 2009 was primarily due to changes in the mix of the Group's products and reflects outflows from its higher yielding alternative funds.

(b) Performance fees

The table below sets forth a breakdown of the Group's performance fees by product for the period under review:

Table 8: Breakdown of performance fees by product

	Three months to 31 December		Year ended 31 December			
	2006		2007		2008	
	£'000	%	£'000	%	£'000	%
Mutual funds	429	*3.9*	1,110	*0.9*	—	—
Alternative funds	4,640	*42.6*	118,949	*92.2*	23,742	*85.6*
Segregated mandates	5,818	*53.5*	8,908	*6.9*	4,005	*14.4*
Total performance fees	10,887	*100.0*	128,967	*100.0*	27,747	*100.0*

	Nine months ended 30 September			
	2008		2009	
	unaudited £'000	%	£'000	%
Mutual funds	—	—	6,052	*10.8*
Alternative funds	18,567	*88.1*	47,392	*84.8*
Segregated mandates	2,512	*11.9*	2,465(1)	*4.4*
Total performance fees	21,079	*100.0*	55,909	*100.0*

(1) For the nine month period in 2009, the Group's private equity assets accounted for £0.2 million of the performance fees attributable to segregated mandate assets.

The Group's performance fees for the nine month period in 2009 were £55.9 million, an increase of £34.8 million, or 165.2%, from £21.1 million for the corresponding period in 2008, and in 2008 were £27.7 million, a decrease of £101.2 million, or 78.5%, from £129.0 million in 2007. Performance fees in the period 29 September to 31 December 2006 were £10.9 million.

The increase in performance fees for the nine month period in 2009, as compared to the corresponding period in 2008, was primarily due to improved investment performance achieved in the more favourable market conditions since March 2009, which enabled most of the Group's alternative funds to surpass their previous high-water marks. In particular, some of the Group's larger alternative funds, which calculate their returns and consequently their performance fees (if any) at the end of September, achieved strong performance that exceeded the previous high-water marks for most investors.

The decrease in performance fees between 2007 and 2008 was primarily due to lower returns generated by Gartmore's funds and a decrease in the AUM of the Group's alternative funds, from £6.3 billion as at 31 December 2007 to £4.2 billion as at 31 December 2008, both as a result of the poor market conditions and outflows in the third and fourth quarters of 2008. An increase in the AUM of the Group's alternative funds in 2007 combined with strong returns from those funds contributed to the significant growth of performance fees in 2007, both in absolute terms and as a percentage of total revenue.

Performance fees as a percentage of total revenue increased from 14.4% in the period from 29 September to 31 December 2006 to 30.8% in 2007, then decreased to 9.4% in 2008, but increased to 27.0% in the nine month period in 2009 (9.0% in the corresponding period in 2008). The decrease in 2008 and the increase in the nine month period in 2009 were due to the reasons set forth in the preceding paragraphs.

(c) Other revenue

Other revenue primarily consists of administration fees earned from U.K. mutual funds, the impact of foreign exchange movements on operating balances (see paragraph 2.5(b)), front-end charges and other investment gains or losses. The administration fees represent the on-charging of certain of the outsourcing costs which are incurred by the Group in connection with its outsourcing arrangements with HSBC (in relation to retail fund accounting and valuations for the OEIC range), IFDS (in relation to transfer agency services for Gartmore's OEIC range) and mailing costs from DSI, which are calculated based on transactional volumes. The Group recharges these fees to its OEIC funds by way of an administration fee calculated by applying a basis point charge to mutual fund AUM (SICAV fund expenses are paid direct to the relevant outsourced service provider by the fund and so are not shown in the consolidated Group financial statements). In the nine month period in 2009, all of the OEIC outsourcing costs paid by the Group were recovered as administration fees from funds managed by the Group (98% in 2008).

Other revenue for the nine month period in 2009 was £8.5 million, a decrease of £3.4 million, or 28.8%, from £11.9 million in the corresponding period in 2008, and £16.9 million in 2008, an increase of £1.2 million, or 7.6%, from £15.7 million in 2007. Other revenue in the period 29 September to 31 December 2006 was £4.1 million.

The decrease in other revenue for the nine month period in 2009, as compared to the corresponding period in 2008, primarily reflected a foreign exchange and investment loss for the nine month period in 2009, compared to a gain for the corresponding period in 2008, as a result of the U.S. Dollar and the Euro depreciating against the pound sterling in 2009.

The increase in other revenue between 2007 and 2008 was primarily due to an increase in foreign exchange and investment gains as a result of the pound sterling appreciating against the U.S. Dollar in 2008.

Other revenue as a portion of total revenue decreased from 5.4% in the period from 29 September to 31 December 2006 to 3.8% in 2007, then increased to 5.7% in 2008 but decreased to 4.1% in the nine month period in 2009 (5.1% in the corresponding period in 2008).

3.2 Fee and commission expenses

Fee and commission expenses primarily relate to payments made to distributors of the Group's mutual funds, including, but not limited to, IFAs, banks and insurance companies, in return for generating inflows and servicing the underlying investors who provide such inflows. These fees are based upon a percentage of the management fees that the Group receives. Although the percentage received by each distributor varies in accordance with its individual agreement with the Group, these fees and commissions typically fall within 50 to 75 basis points of the relevant AUM.

Fee and commission expenses for the nine month period in 2009 were £38.6 million, a decrease of £4.2 million, or 9.9%, from £42.8 million for the corresponding period in 2008, and in 2008 were £53.9 million, a decrease of £4.0 million, or 7.0%, from £58.0 million in 2007. Fee and commission expenses in the period from 29 September to 31 December 2006 were £12.8 million.

The decreases in fee and commission expenses for the nine month period in 2009, as compared to the corresponding period in 2008, and between 2007 and 2008 were primarily due to decreases in AUM in mutual funds sold through distributors for each of the respective periods. See ''Management Fees'' above for a discussion of the movements in AUM.

Fee and commission expenses as a percentage of management fees increased marginally from 21.1% in the period from 29 September to 31 December 2006 to 21.2% in 2007, increased to 21.5% in 2008 and then to 27.0% in the nine month period in 2009 (21.4% in the corresponding period in 2008). The increase for the nine month period in 2009 reflects the decreased proportion of alternative fund AUM following outflows in late 2008 and early 2009. The Company expects this proportion of fee and commission expenses to management fees to be in the range of 25-26% going forward, although there can be no assurance that this percentage will not be higher.

3.3 Net revenue

As a result of the foregoing factors, for the nine month period in 2009 net revenue was £168.5 million, a decrease of £21.9 million, or 11.5%, from £190.4 million for the corresponding period in 2008, and in 2008 was £242.1 million, a decrease of £118.5 million, or 32.9%, from £360.6 million in 2007. Net revenue in the period 29 September to 31 December 2006 was £62.9 million.

3.4 Other operating expenses

The following tables set forth a breakdown of the Group's other operating expenses for the period under review:

Table 9: Breakdown of other operating expenses

	Three months to 31 December		Year ended 31 December			
	2006		2007		2008	
	£'000	%	£'000	%	£'000	%
Recurring staff costs	22,277	*62.7*	154,354	*74.3*	98,117	*63.8*
Other expenses	11,375	*31.9*	45,921	*22.1*	48,688	*31.6*
Total fees payable to auditors	338	*1.0*	1,310	*0.6*	651	*0.4*
Depreciation on owned assets	567	*1.6*	2,050	*1.0*	1,938	*1.3*
Rentals payable under operating leases	997	*2.8*	4,155	*2.0*	4,417	*2.9*
Total other operating expenses	35,554	*100.0*	207,790	*100.0*	153,811	*100.0*

	Nine months ended 30 September			
	2008		2009	
	unaudited £'000	%	£'000	%
Recurring staff costs	69,437	*62.3*	90,698	*69.5*
Other expenses	36,964	*33.2*	34,099	*26.2*
Total fees payable to auditors	489	*0.4*	800	*0.6*
Depreciation on owned assets	1,453	*1.3*	1,335	*1.0*
Rentals payable under operating leases	3,162	*2.8*	3,531	*2.7*
Total other operating expenses	111,505	*100.0*	130,463[(1)]	*100.0*

(1) For the nine month period in 2009, the Group's private equity assets accounted for £2.4 million of the Group's other operating expenses.

The largest item in other operating expenses is recurring staff costs, which are staff costs other than retention costs and pension scheme settlement losses, items which the Group considers to be non-recurring and not indicative of the on-going costs of the Group's operations. Other expenses include third party administrator costs (24% of other operating expenses in the nine month period in 2009, excluding recurring staff costs), premises costs (16% of other operating expenses in the nine month period in 2009, excluding recurring staff costs), discretionary marketing spend (6% of other operating costs in the nine month period in 2009, excluding recurring staff costs) and expenses such as professional fees, travel costs, information service fees and other costs associated with the running of the business. The Group's depreciation charge was relatively low as a result of its low fixed asset base. Within other operating expenses, variable remuneration (which is part of recurring staff costs) includes costs that vary with levels of revenue and profitability (see paragraph 2.4). Other expenses within other operating expenses will not vary directly with revenue and profitability, although third party administrator costs are partially AUM and volume driven. For the nine month period in 2009, fixed and variable expenses represented 58.1% and 41.9% of the Group's other operating expenses, respectively. For the corresponding period in 2008, fixed and variable expenses represented 62.6% and 37.4% of the Group's other operating expenses, respectively.

Other operating expenses for the nine month period in 2009 were £130.5 million, an increase of £19.0 million, or 17.0%, from £111.5 million for the corresponding period in 2008, and in 2008 were £153.8 million, a decrease of £54.0 million, or 26.0%, from £207.8 million in 2007. Other operating expenses in the period from 29 September to 31 December 2006 were £35.6 million.

The increase in other operating expenses for the nine month period in 2009, as compared to the corresponding period in 2008, was primarily due to an increase in recurring staff costs, the effect of which was partially offset by a decrease in other expenses. The decrease in other operating expenses between 2007 and 2008 was primarily due to a decrease in recurring staff costs, the effect of which was partially offset by an increase in other expenses.

(a) Recurring staff costs

The following table sets forth a breakdown of the Group's recurring staff costs, the average number of employees and the proportion that recurring staff costs, or components thereof, represent of other line items (such as net revenue or other operating expenses) for the periods under review:

Table 10: Breakdown of recurring staff costs and average number of employees

	Three months to 31 December	**Year ended 31 December**		**Nine months ended 30 September**	
Recurring staff costs[1]	**2006**	**2007**	**2008**	**2008**	**2009**
	£'000	**£'000**	**£'000**	**unaudited £'000**	**£'000**
Salaries and pensions	8,615	34,956	38,164	28,086	26,246
Variable remuneration	13,662	118,291	55,417	39,560	63,501
Redundancy costs	—	1,107	4,536	1,791	951
Recurring staff costs	22,277	154,354	98,117	69,437	90,698
Average number of employees .	392	403	417	421	364
Salaries and pensions/number of employees[2]	87.9	86.7	91.5	89.0	96.1
Variable remuneration/net revenue	21.7%	32.8%	22.9%	20.8%	37.7%
Variable remuneration/recurring staff costs	61.3%	76.6%	56.5%	57.0%	70.0%
Recurring staff costs/net revenue	35.4%	42.8%	40.5%	36.5%	53.8%
Recurring staff costs/other operating expenses	62.7%	74.3%	63.8%	62.3%	69.5%

(1) All amounts include associated social security costs.

(2) Three and nine month amounts are annualised.

Recurring staff costs for the nine month period in 2009 were £90.7 million, an increase of £21.3 million, or 30.7%, from £69.4 million for the corresponding period in 2008, and in 2008 were £98.1 million, a decrease of £56.2 million, or 36.4%, from £154.4 million in 2007. Recurring staff costs in the period from 29 September to 31 December 2006 were £22.3 million.

As a proportion of other operating expenses, recurring staff costs increased to 74.3% in 2007 from 62.7% in the period from 29 September to 31 December 2006, then decreased to 63.8% in 2008 but increased to 69.5% in the nine month period in 2009 (62.3% in the corresponding period in 2008). As a percentage of net revenue, recurring staff costs decreased to 40.5% in 2008 from 42.8% in 2007, to which they had increased from 35.4% in the period from 29 September to 31 December 2006. In the nine month period in 2009 recurring staff costs as a percentage of net revenue increased to 53.8% from 36.5% in the corresponding period in 2008.

(i) Salaries and pensions (including associated social security payments)

Salaries and pensions represent the costs of salaries, the Group's defined contribution pension plan and employers' national insurance costs. Salary levels were capped for senior staff and thus remained relatively stable.

For the nine month period in 2009, salaries and pensions were £26.2 million, a decrease of £1.8 million, or 6.6%, from £28.1 million for the corresponding period in 2008, and in 2008 were £38.2 million, an increase of £3.2 million, or 9.2%, from £35.0 million in 2007. Salaries and pensions in the period from 29 September to 31 December 2006 were £8.6 million.

The decrease in salaries and pensions for the nine month period in 2009, as compared to the corresponding period in 2008, was primarily due to falling headcount following completion of a redundancy programme carried out by the Group in December 2008. The Group employed an average of 364 employees for the nine month period in 2009, as compared to an average of 421 employees for the corresponding period in 2008.

The increase in salaries and pensions between 2007 and 2008 was primarily due to an increase in the average number of employees, from 403 in 2007 to 417 in 2008, as well as an increase in the average salary as a result of the annual pay review for that year and an increase in the pound sterling cost of overseas staff, which was primarily driven by the depreciation of the pound sterling against the U.S. Dollar, the Euro and the Yen.

(ii) Variable remuneration (including associated social security payments)

Variable remuneration is the share of performance fees and, to a lesser extent, management fees paid to portfolio managers, which the Company believes is in line with its competitors, and a discretionary bonus payment, calculated as a proportion of the Group's profitability excluding performance fees, made to all staff on a discretionary basis, although a large portion is paid to portfolio managers and other senior staff. For more information on variable remuneration, see paragraph 2.4.

For the nine month period in 2009, variable remuneration was £63.5 million, an increase of £23.9 million, or 60.4%, from £39.6 million for the corresponding period in 2008, and in 2008 was £55.4 million, a decrease of £62.9 million, or 53.2%, from £118.3 million in 2007. Variable remuneration in the period 29 September to 31 December 2006 was £13.7 million.

The increase in variable remuneration for the nine month period in 2009, as compared to the corresponding period in 2008, was primarily due to the abovementioned variations in the level of performance fees in the relevant periods under review and the increased proportion of management fees paid to certain key portfolio managers, as a result of the renegotiation of the terms of management fee incentives at the end of 2008.

The decrease in variable remuneration between 2007 and 2008 was primarily due to the above mentioned variations in the level of performance fees in the relevant periods under review.

(iii) Redundancy costs (including associated social security payments)

Redundancy costs for the nine month period in 2009 were £1.0 million, a decrease of £0.8 million, or 46.9%, from £1.8 million for the corresponding period in 2008, and in 2008 were £4.5 million, an increase of £3.4 million from £1.1 million in 2007. The Group incurred no redundancy costs in the period from 29 September to 31 December 2006.

The decrease in redundancy costs for the nine month period in 2009, as compared to the corresponding period in 2008, and the increase in redundancy costs between 2007 and 2008 were primarily due to staff reductions that occurred in 2008.

(b) Other expenses

Other expenses for the nine month period in 2009 were £34.1 million, a decrease of £2.9 million, or 7.8%, from £37.0 million for the corresponding period in 2008, and in 2008 were £48.7 million, an increase of £2.8 million, or 6.1%, from £45.9 million in 2007. Other expenses were £11.4 million in the period from 29 September to 31 December 2006.

The decrease in other expenses for the nine month period in 2009, as compared to the corresponding period in 2008, was primarily due to a decrease in discretionary marketing spend as a result of deteriorating market conditions the effect of which was partially offset by an increase in expenses incurred in connection with dealing errors and an increase in recruitment fees.

The increase in other expenses between 2007 and 2008 was primarily due to an increase in discretionary marketing spend in connection with efforts to build the U.K. retail business as well as increases in administration costs and sub-advisory costs.

As the lease for the Group's premises at Gartmore House expires in September 2012 and the Group plans to relocate its operations to another building, the Group expects that there will be an increase in premises costs in the next two to three years relating to the move to another building and the accrual of rent for both properties until the Gartmore House lease expires. The Group has largely provided for the estimated costs of reinstatement works that will be payable upon the expiration of the lease.

3.5 Operating earnings

Operating earnings are net revenue less staff costs and other expenses, and do not include ''retention costs'' and ''pension scheme settlement losses'', items which the Company considers to be non-recurring and not indicative of the ongoing costs of the Group's operations. The Company believes

that operating earnings, while not a GAAP measure, gives relevant information on the profitability of the Group and its ongoing operations.

As a result of the foregoing factors, operating earnings for the nine month period in 2009 were £38.1 million, a decrease of £40.8 million, or 51.7%, from £78.9 million for the corresponding period in 2008, and in 2008 were £88.3 million, a decrease of £64.6 million, or 42.2%, from £152.9 million in 2007. Operating earnings in the period from 29 September to 31 December 2006 were £27.4 million.

3.6 Retention costs

Retention costs represent payments made to key investment managers over a fixed period of time. During the period under review, the final such payment was made in December 2007, with the cost incurred in the period from 29 September to 31 December 2006 being £6.1 million and in 2007 being £33.3 million. The increase in 2007, as compared to the period from 29 September to 31 December 2006, was primarily due to the 2006 period being three months and an acceleration of the vesting date of the final payment from 31 March 2008 to 31 December 2007. The Company believes that these costs are not indicative of the ongoing costs of the Group's operations, as they were a one-off arrangement.

3.7 Pension scheme settlement losses

The Gartmore Pension Scheme was closed to future accrual in 2006. In 2007 the scheme incurred a settlement loss of £5.8 million when a significant number of members transferred out of the scheme. The loss reduced the non-recoverable surplus in the scheme. The Company believes that these costs are not indicative of the ongoing costs of the Group's operations as they were a one-off arrangement.

3.8 Intangible amortisation

The Group's intangible assets, which are recognised in the consolidated statement of financial position primarily as a result of the management buy-out in 2006, are split into goodwill and the investment management contracts and trade name acquired as part of the acquisition of GIML. On 29 September 2006, Oxford Acquisition III Limited, a subsidiary of the Company, acquired GIML, as a result of which it acquired intangible assets of £454.4 million, of which £240.3 million were attributable to goodwill and £214.1 million were attributable to GIML's investment management contracts and trade name. Goodwill was subsequently increased to £240.9 million following payables under a tax indemnity. The goodwill is subject to an annual impairment test, while the investment management contracts and trade name are amortised. The investment management contracts are amortised over the expected average life of the AUM to which they relate. Depending on the type of contract, this expected average life falls within a range of 3 to 15 years. The trade name is amortised over a period of ten years. The Group uses the ''sum of the digits'' method of amortisation which results in a greater amortisation charge in the earlier years of the amortisation period but a gradual reduction in the amount of amortisation expenses over the amortisation period. In the absence of any indication of impairment the investment management contracts and trade name will be fully amortised by the end of 2021.

Intangible amortisation for the nine month period in 2009 was £22.8 million, a decrease of £6.3 million, or 21.6%, from £29.1 million in the corresponding period in 2008, and in 2008 was £37.7 million, a decrease of £10.3 million, or 21.4%, from £48.0 million in 2007. Intangible amortisation in the period from 29 September to 31 December 2006 was £13.4 million.

The decrease in intangible amortisation for the nine month period in 2009, as compared to the corresponding period in 2008, was primarily as a result of the application of the ''sum of the digits'' method of amortisation. This decrease was partially offset by the addition of an intangible asset of £1.9 million (including costs) in connection with the Group's acquisition of a mutual fund contract in 2009.

The decrease in intangible amortisation between 2007 and 2008 was primarily a result of the application of the ''sum of the digits'' method of amortisation.

3.9 Operating Profit

As a result of the foregoing factors, operating profit for the nine month period in 2009 was £15.2 million, a decrease of £34.6 million, or 69.5%, from £49.8 million for the corresponding period in 2008, and in 2008 was £50.6 million, a decrease of £15.2 million, or 23.1%, from £65.8 million in 2007. Operating profit in the period from 29 September to 31 December 2006 was £7.8 million.

3.10 Finance Income and Finance Expenses

The following table sets forth a breakdown of the Group's finance income and finance expenses for the period under review:

Table 11: Breakdown of finance income and finance expenses

	Three months to 31 December	Year ended 31 December		Nine months ended 30 September	
	2006	2007	2008	2008	2009
	£'000	£'000	£'000	unaudited £'000	£'000
Finance income					
Interest income	2,289	9,397	7,868	6,460	803
Interest receivable on cashflow hedge reclassified from equity	—	137	484	262	—
Exchange movement on debt	3,413	—	—	—	49,428
Expected return on pension assets	—	7,005	5,289	4,022	3,468
Exchange movement on cash	—	—	6,566	441	—
Gain on repurchase of own debt	—	—	—	—	2,346
Other finance income	239	—	—	—	—
Total finance income	5,941	16,539	20,207	11,185	56,045
Finance expenses					
Interest expense	(9,301)	(34,576)	(33,235)	(23,706)	(14,933)
Interest payable on cashflow hedge reclassified from equity	—	—	(2,412)	(1,747)	(5,627)
Exchange movement on debt	—	(17,080)	(165,818)	(45,366)	—
Interest on pension obligation	—	(6,068)	(4,588)	(3,497)	(2,925)
Exchange movement on cash	—	—	—	—	(6,658)
Amortisation of debt issuance expenses	(5,691)	(9,318)	(2,642)	(1,986)	(1,935)
Other finance expenses	(59)	(286)	(492)	(367)	(384)
Total finance expenses	(15,051)	(67,328)	(209,187)	(76,669)	(32,462)

In accordance with IAS 21, *The Effects of Changes in Foreign Exchange Rates*, the Group translates monetary assets and liabilities measured in foreign currencies into pounds sterling at the relevant exchange rate existing at the balance sheet date. Any gains or losses resulting from the translation of financing assets and liabilities into pounds sterling are recognised under finance income or finance expenses, respectively. In particular, the Group holds a substantial portion of its cash and its long-term debt in U.S. Dollars and Euros.

Finance income for the nine month period in 2009 was £56.0 million, an increase of £44.9 million from £11.2 million for the corresponding period in 2008, and in 2008 was £20.2 million, an increase of £3.7 million, or 22.2%, from £16.5 million in 2007. Finance income in the period from 26 September to 31 December 2006 was £5.9 million.

The increase in finance income for the nine month period in 2009, as compared to the corresponding period in 2008, was primarily due to an exchange movement on debt, as a result of the appreciation of the pound sterling against both the U.S. Dollar and the Euro, the currencies in which the Group has issued its long-term debt. The effect of this increase was partially offset by a decrease in interest income as a result of a significant decrease in interest rates and, to a lesser extent, a decrease in the Group's cash balances.

The increase in finance income between 2007 and 2008 was primarily due to an increase in exchange movement on cash held in currency, as a result of the appreciation of both the U.S. Dollar and the Euro against the pound sterling. The effect of this increase was partially offset by a decrease in interest income, primarily as a result of a decrease in interest rates, and a decrease in expected return on pension assets.

Finance expenses for the nine month period in 2009 were £32.5 million, a decrease of £44.2 million, or 57.7%, from £76.7 million for the corresponding period in 2008, and in 2008 were £209.2 million, an

increase of £141.9 million from £67.3 million in 2007. Finance income in the period from 26 September to 31 December 2006 was £15.1 million.

The decrease in finance expenses for the nine month period in 2009, as compared to the corresponding period in 2008, was primarily due to an exchange movement on debt in 2008, as a result of the appreciation of both the U.S. Dollar and the Euro against the pound sterling, which did not recur in 2009, as well as a decrease in interest expense as a result of a decrease in interest rates. The expiration of a cashflow hedge to a fixed interest rate in July 2009 also contributed to the decrease in interest expense. The effects of these movements were partially offset by an exchange movement on cash in 2009 as a result of the appreciation of the pound sterling against both the U.S. Dollar and the Euro.

The increase in finance expenses between 2007 and 2008 was primarily due to an exchange movement on debt in 2008, as a result of the appreciation of both the U.S. Dollar and the Euro against the pound sterling. The effect of this increase was partially offset by a decrease in the amortisation of debt issuance expenses. These debt issuance expenses were incurred in 2006 in connection with raising debt finance; however, when the Group refinanced its debt finance in May 2007, the amortisation of the debt issuance expenses was accelerated.

3.11 Profit/(loss) before taxation

As a result of the foregoing factors, profit before taxation for the nine month period in 2009 was £38.8 million, as compared to a loss of £15.7 million for the corresponding period in 2008, and in 2008 was a loss of £138.4 million as compared to a profit of £15.0 million in 2007. Loss before taxation in the period from 29 September to 31 December 2006 was £1.3 million. Although the Group achieved operating profits for 2008 and for the nine month period in 2008, losses before taxation in each of those periods were incurred primarily due to large foreign exchange movements.

3.12 Taxation

Although incorporated in the Cayman Islands, the Company is a U.K. resident company for tax purposes and is subject to the standard U.K. corporation tax rate. This rate was 30% for the period ended 31 December 2006, the year ended 31 December 2007 and for the first three months of 2008, after which it was reduced to 28%. However, exchange rate movements on the Group's debt, which have affected the Group's profit/(loss) before tax in the period under review, are not taken into account when calculating the Group's income tax expense, as they are not taxable or deductible for tax purposes.

Taxation for the nine month period in 2009 was a credit of £0.3 million, a decrease of £9.1 million from a charge of £8.8 million for the corresponding period in 2008, and in 2008 was £8.6 million, a decrease of £1.0 million, or 10.8%, from £9.7 million in 2007. There was a taxation credit in the period from 29 September to 31 December 2006 of £0.2 million, primarily as a result of a loss for the period for tax purposes.

The Group's normalised effective tax rate of 31% for the nine month period in 2009 exceeded the standard U.K. corporation tax rate of 28% on account of the Group's Japanese, U.S. and other foreign operations. Whether this persists in the future is dependent upon the proportion of taxable income that arises in the higher tax jurisdictions in which the Group is subject to taxation. The Company expects that its full year tax rate for the year ending 31 December 2009 will be affected by unrelieved tax losses. On account of tax relief on pension contributions made in 2006, which the Group has spread over a period of four years, the Group will be unable to use some of its 2009 interest expense deductions and because the Group is unlikely to be able to utilise these losses in the future, the Group expects its nominal effective tax rate for year ending 31 December 2009 to increase.

3.13 Profit/(loss) for the period attributable to equity holders of the parent

As a result of the foregoing factors, profit for the nine month period in 2009 was £39.1 million, as compared to a loss of £24.6 million for the corresponding period in 2008, and the loss for the year in 2008 was £147.0 million as compared to a profit for the year of £5.3 million in 2007. The loss for the period from 29 September to 31 December 2006 was £1.0 million.

4. LIQUIDITY AND CAPITAL RESOURCES

4.1 Capital Resources

The Group's business has been cash generative during the period under review, because of the Group's low requirement for capital expenditure, although in 2008 and 2009 quarterly interest paid on borrowing and repayments of borrowings have reduced the Group's cash balances. Historically, the Group has relied on cash generated from management and performance fees to finance its working capital, seed capital, regulatory and other capital requirements, and the Group expects that these will continue to be important sources of cash in the future. The Group, through several entities, borrowed £495 million, with a facility to borrow a further £10 million, to finance the acquisition of GIML by Oxford Acquisition III Limited in September 2006. When this debt was refinanced in May 2007 (and when the Company became the parent company of the Group), the Group incurred U.S. Dollar and Euro debt amounting to £506 million under the Senior Credit Agreement. The Group repaid £35.4 million of the debt under the Senior Credit Agreement in October 2007 and then a further £15.2 million in 2008 and £3.0 million in 2009. Additionally, the Group bought back some of its own debt, spending £5.7 million on debt with a face value of £8.1 million. Repayments were made from cash generated from operations. Whilst repayments have been made, owing to changes in exchange rates, as at 30 September 2009, the total amount outstanding under the Senior Credit Agreement was £576 million. The Group does not make use of off-balance sheet financing arrangements.

The Group intends to finance further debt repayment with cash flows from operating activities.

4.2 Cash flows

The following table is based on the Group's consolidated statement of cash flows for the period under review:

Table 12: Summary cash flow statement

	Three months to 31 December	Year ended 31 December		Nine months ended 30 September	
	2006	2007	2008	2008	2009
	£'000	£'000	£'000	unaudited £'000	£'000
Net cash generated by (used in) operating activities	(10,759)	102,134	40,041	27,431	13,772
Net cash generated by (used in) investing activities	(306,059)	2,424	4,210	2,740	1,525
Net cash generated by (used in) financing activities	476,422	(55,895)	(48,472)	(32,352)	(33,914)
Net increase/(decrease) in cash and cash equivalents	159,604	48,663	(4,221)	(2,181)	(18,617)
Cash and cash equivalents at the beginning of the period	—	159,046	207,628	207,628	215,485
Effects of exchange rate changes on the balance of cash held in foreign currencies	(558)	(81)	12,078	3,488	(6,658)
Cash and cash equivalents at the end of the period	159,046	207,628	215,485	208,935	190,210

(a) Net cash generated by operating activities

The Group's net cash generated by operating activities is primarily attributable to the Group's management and performance fees. The Group collects more than half of its management fees monthly and realises a large portion of its cash flow in any given year in the fourth quarter because the performance fees for approximately 49% of its alternative fund AUM crystallise at the end of the third quarter, most of which are paid in the fourth quarter. Although the Group has low working capital requirements, there is typically a large working capital outflow in the first quarter of any given year that is associated with the payment of discretionary bonuses linked to the Group's profitability (excluding

performance fees) in January and February. Other remuneration payments are made throughout the year as they are earned.

Net cash generated by operating activities decreased by £13.7 million, or 49.8%, from a cash inflow of £27.4 million for the nine month period in 2008 to a cash inflow of £13.8 million for the nine month period in 2009, and decreased by £62.1 million, or 60.8%, from a cash inflow of £102.1 million in 2007 to a cash inflow of £40.0 million in 2008. In the period from 29 September to 31 December 2006 net cash used in operating activities was £10.8 million.

The decrease for the nine month period in 2009, as compared to the corresponding period in 2008, was primarily due to a £23.5 million decrease in cash generated from operations, as a result of a decrease in profitability, the effect of which was partially offset by a decrease in income tax paid and the non-recurrence of an exceptional pay as you earn (''PAYE'') payment in 2008 in relation to exceptional retention payments made in 2007. The decrease between 2007 and 2008 was primarily due to a £64.8 million decrease in cash generated from operations as a result of the decreases in profitability, the effect of which was partially offset by a decrease in income tax paid.

(b) Net cash generated by investing activities

Net cash generated by investing activities decreased by £1.2 million, or 44.3%, from £2.7 million in the nine month period in 2008 to £1.5 million in the nine month period in 2009, and increased by £1.8 million, or 73.7%, from £2.4 million in 2007 to £4.2 million in 2008. In the period from 29 September to 31 December 2006 net cash used in investing activities was £306.1 million.

The decrease for the nine month period in 2009, as compared to the corresponding period in 2008, was primarily due to a reduction in the amount of interest received, primarily due to significantly lower interest rates and lower cash balances. This was partially offset by a deferred payment of £2.6 million relating to the purchase of GIML being made in 2008 but not in 2009.

The increase between 2007 and 2008 was primarily due to a £6.3 million deferred acquisition payment in 2007 made in connection with the acquisition of GIML, compared to £2.6 million paid in 2008, and a £1.8 million payment for intangible assets in 2007 made in connection with the acquisition of AUM in previous years.

The net cash used in investing activities in the period from 29 September to 31 December 2006 consisted primarily of the payment of purchase consideration of £307.1 million in connection with the acquisition of GIML.

(c) Net cash used in financing activities

Net cash used in financing activities increased by £1.6 million, or 4.8%, from £32.4 million in the nine month period in 2008 to £33.9 million in the nine month period in 2009, and decreased by £7.4 million, or 13.3%, from £55.9 million in 2007 to £48.5 million in 2008. In the period from 29 September to 31 December 2006 net cash generated by financing activities was £476.4 million.

The increase for the nine month period in 2009, as compared to the corresponding period in 2008, was primarily due to an £8.7 million repayment of borrowings, including the acquisition of a part of the debt, in the nine month period in 2009, compared to a £7.3 million repayment of borrowings in the corresponding period in 2008.

The decrease between 2007 and 2008 was primarily due to a net £22.6 million repayment of borrowings in 2007, compared to a net £15.2 million repayment of borrowings in 2008.

The significant cash inflow in the period from 29 September 2006 to 31 December 2006 was a result of the cash borrowed in order to finance the acquisition of GIML.

4.3 Liquidity

Table 13 below sets out the amount of the Group's obligations in respect of current trade and other payables as at 30 September 2009. Table 14 below sets out the long-term borrowings of the Group:

Table 13: Current trade and other payables

	As at 30 September 2009
	£'000
Bank overdraft	83
Trade creditors	49,051
Amount due to parent	11
Other creditors	1,667
Taxation and social security	671
Accruals and deferred income	78,072
Total	129,555

Table 14: Long term borrowings

	As at 30 September 2009
	£'000
Debt	584,064
Debt issuance expenses	(4,086)
Total	579,978

There has been no material change in the Group's obligations in respect of loans and borrowings from 30 September 2009 to 3 December 2009 (being the latest practicable date prior to the publication of this Prospectus). The Company expects to utilise the proceeds of the Global Offer to partially repay its loans and borrowings and to finance the payments to be made with respect to its remaining loans and borrowings from net cash generated from operating activities.

4.4 Capital expenditure

The following table sets forth Gartmore's capital expenditures (excluding disposals) for the period under review:

Table 15: Capital expenditure

	Three months to 31 December	Year ended 31 December		Nine months ended 30 September
	2006[(1)]	2007	2008	2009
	£'000	£'000	£'000	£'000
Leasehold improvements	2,385	409	—	54
Computer equipment and software	2,626	974	640	102
Furniture, equipment and motor vehicles	1,106	165	529	13
Total	6,117	1,548	1,169	169

(1) The capital expenditure total for the period 29 September and 31 December 2006 represents amounts arising in connection with the acquisition of GIML as well as capital expenditure. The Group's actual capital expenditure for the period 29 September to 31 December was approximately £802,000, of which approximately £150,000 was for leasehold improvements, approximately £632,000 for computer equipment and software and approximately £20,000 for furniture, equipment and motor vehicles.

Not taking into account capital expenditure relating to premises in 2010-2012, the Group expects that its future levels of capital expenditure will remain relatively low given its current outsourcing arrangements and its current and anticipated headcount. As the lease for the Group's premises at Gartmore House expires in September 2012, the Group expects that a portion of its future capital expenditure, which will be higher than normal, will be used to equip a new building in 2010, 2011 and 2012.

4.5 Operating lease commitments

The following table sets forth Gartmore's operating lease commitments for the period under review:

Table 16: Operating lease commitments

	Year ended 31 December 2008	Nine months ended 30 September 2009
	£'000	£'000
In less than one year	5,832	5,622
In two to five years	14,715	9,815
In more than five years	—	—
Total	20,547	15,437

The Group expects that its future operating lease commitments will increase once it signs a new property lease before the current lease for Gartmore House expires in September 2012.

5. CAPITALISATION AND INDEBTEDNESS

The table below shows the Company's shareholders' equity and long term debt:

Table 17: Shareholders' equity and long term debt

	As at 30 September 2009
	£'000
Ordinary shares—called up, allotted and fully paid	—(1)
Share premium	—(1)
Retained earnings	(101,113)
Other reserves	6,514
Total Shareholders' equity	(94,599)
Long-term debt	579,978
Total Shareholders' equity and long-term debt	485,379

(1) This number is of such a size that, as a result of rounding, it appears as nil.

5.1 Equity

The Company was incorporated and registered in the Cayman Islands as a private limited company on 23 March 2007 with an authorised share capital of U.S.$50,000 divided into 50,000 shares of U.S.$1 of which 100 shares have now been issued. On 23 March 2007, one share was allotted to an individual who was at the relevant time a partner in the firm acting as the Company's Cayman Islands legal counsel and subsequently transferred to Oxford Partners (U.K.), L.P., a Cayman Islands partnership which formerly owned the Group indirectly. As part of a restructuring on 17 May 2007, the Company acquired the entire issued share capital of Oxford Acquisition 0 Limited, a former parent company of the Group, from Oxford Partners (U.K.), L.P. in exchange for the issue of 99 further shares to Oxford Partners (U.K.), L.P.. Following this, on 17 May 2007 Oxford Partners (U.K.), L.P. was dissolved as a result of which the entire issued share capital of the Company passed to Oxford Partners, being the entity entitled to the assets of Oxford Partners (U.K.), L.P. on its dissolution. See Part XII: ''Additional Information—Major Shareholders''. As a result of the above, the share premium account of the Company stood at £49 as at 30 September 2009.

Following Admission, a loan of approximately £3,200,000 will be outstanding, owed to Oxford Partners from the Company, which may be satisfied post-Admission by the issue of Ordinary Shares at market value, if and when so agreed by the Company and the general partner of Oxford Partners. See paragraph 3.9 of Part XIII: ''Additional Information'' for further details.

In connection with the Global Offer, Oxford Partners has received the consent of its limited partners to allocate its holding of Ordinary Shares amongst limited partners on the basis of their respective

distribution balances and to distribute such shares to consenting limited partners in specie at Admission to be held, in the case of limited partners who are Directors, Senior Management and current and former employees of the Company (and their permitted transferees) by Barclays Wealth Trustees (Guernsey) Limited as nominee, and, in the case of the Hellman & Friedman Fund Vehicles, directly, in each case subject to certain lock-up arrangements. As part of such allocation and distribution, Oxford Partners intends to transfer Ordinary Shares to certain former employees of the Group holding deferred partnership interests in and loan notes of the partnership in satisfaction of such obligations. See paragraph 6.1(f) of Part IV: ''Information on the Group'' and paragraph 11 of Part VI: ''Details of the Global Offer''.

As a result of the restrictions in the Senior Credit Agreement, the Company has to date paid no dividends to its shareholder.

5.2 Debt

The following table summarises the existing debt obligations of the Group, which are further described below. See also Part VIII: ''Accountant's Report and Historical Financial Information'', Part XII: ''Additional Information—Material Contracts—Senior Credit Agreement'' and paragraph 5.1 above.

Original Lenders	Goldman Sachs Credit Partners, LP, Morgan Stanley Senior Funding, Inc. and Morgan Stanley Bank International Limited
Currency	U.S. Dollar, Euro and GBP
Nominal Annual Interest Rate	2.0% plus LIBOR/EURIBOR as applicable reducing to 1.75% plus LIBOR/EURIBOR if the leverage ratio falls below 3.75:1 and Gartmore remains in compliance with all terms of the Senior Credit Agreement
Indebtedness Outstanding as at 30 September 2009	€331.3 million and U.S.$449.6 million (although Gartmore has repurchased a small amount of its own debt with a face value of €4.6 million and U.S.$6.3 million which reduces these amounts on consolidation)
Maturity	17 May 2014 or the next business day thereafter
Security	Debenture charging substantially all the assets of the Company, Oxford Acquisition III Limited, Gartmore Investment Management Limited, Oxford Acquisition V Limited, Oxford Acquisition VI, Oxford Acquisition VII Limited and Oxford Acquisition VIII. Security is provided over the assets of Oxford U.S. Acquisition, LLC under a U.S. Security Agreement.

On 11 May 2007 the Company and certain of its subsidiaries Oxford Acquisition III Limited, Gartmore Investment Management Limited, Oxford Acquisition V Limited, Oxford Acquisition VI, Oxford Acquisition VII Limited and Oxford Acquisition VIII and Oxford U.S. Acquisition, LLC entered into the Senior Credit Agreement for £522,000,000, jointly arranged by Goldman Sachs International and Morgan Stanley Bank International Limited with Goldman Sachs Credit Partners LP acting as agent, maturing on 17 May 2014 or the next business day thereafter. The interests of the original lenders have since been syndicated to approximately 220 lenders, as at 30 September 2009.

The Senior Credit Agreement is secured by way of a debenture charging substantially all the assets of the Company, Oxford Acquisition III Limited, Gartmore Investment Management Limited, Oxford Acquisition V Limited, Oxford Acquisition VI, Oxford Acquisition VII Limited and Oxford Acquisition VIII. This includes a charge over the shares in Oxford Acquisition V Limited, Oxford Acquisition VI, Oxford Acquisition VII Limited, Oxford Acquisition VIII, Oxford Acquisition 0 Limited, Gartmore Investment Management Limited and most of Gartmore Investment Management Limited's subsidiaries. Security is provided over the assets of Oxford U.S. Acquisition, LLC under a U.S. security agreement.

Guarantees are provided by the Company, Oxford Acquisition III Limited, Gartmore Investment Management Limited, Oxford Acquisition V Limited, Oxford Acquisition VI, Oxford Acquisition VII Limited, Oxford Acquisition VIII and Oxford U.S. Acquisition, LLC.

The Senior Credit Agreement contains the following facilities:

- B1 Term Loan for the Euro equivalent of £256,000,000 (being €378,700,800 based on an effective exchange rate of £1: €1.4793) bearing interest at EURIBOR plus 2.00% subject to the margin adjustment described below. As at 30 September 2009, €331,323,673 was outstanding under this loan.
- B2 Term Loan for the U.S. Dollar equivalent of £256,000,000 (being U.S.$513,766,400 based on an effective exchange rate of £1:U.S.$2.0069) bearing interest at LIBOR plus 2.00% subject to the margin adjustment described below. As at 30 September 2009, U.S.$449,622,176 was outstanding under the loan.
- Revolving Credit Facility for £10,000,000 or its equivalent in other currencies bearing interest at LIBOR plus 2.00%, subject to the margin adjustment described below. As at 30 September 2009, this loan remains undrawn.

The 2.00% margin will be reduced to 1.75% for so long as the ratio of the Company's consolidated total net borrowings to adjusted EBITDA (the ''Leverage Ratio'') is less than 3.75:1 and the Group remains in compliance with all terms of the Senior Credit Agreement.

The Senior Credit Agreement does not contain any financial maintenance covenants and in particular, there are no ongoing net leverage or interest cover requirements. Mandatory prepayment provisions include a 50% Excess Cashflow (as defined in the Senior Credit Agreement) sweep where the Leverage Ratio is above 2.75:1, reduced to 25% where the Leverage Ratio is less than 2.75:1 and finally reduced to 0% where the Leverage Ratio is equal to or less than 1.75:1. Irrespective of any Leverage Ratio, the mandatory prepayments of Excess Cashflow will not apply following an initial public offering in which at least 20% of the issued share capital is floated or otherwise if Oxford Acquisition III Limited achieves and maintains credit ratings of a minimum of BBB− from S&P and Baa3 from Moody's (in each case with a stable outlook or better). Following the Global Offer if the Leverage Ratio is above 3.00:1 at the time of a Flotation (as defined in the Senior Credit Agreement and which will include Admission), all cash proceeds of the Global Offer are required to prepay loans until the Leverage Ratio is reduced to 3.00:1 or lower. The Company believes that the Leverage Ratio would have been 2.94:1 as at 30 September 2009 if the repayment had been made on that date.

Distributions to shareholders are only permitted by the Senior Credit Agreement in the following circumstances: a) where the Leverage Ratio (adjusted on a *pro forma* basis to reflect the proposed distribution, aggregated with any other permitted payments made since provision of the latest compliance certificate) is less than or equal to 2.75:1, distributions may be made using 50% of Excess Cashflow not swept and b) where the Leverage Ratio (adjusted on a *pro forma* basis to reflect the proposed distribution aggregated with any other permitted payments made since provision of latest compliance certificate) is less than 1.75:1, distributions may be made using 100% of Excess Cashflow not swept. Following the occurrence of an initial public offering, the Leverage Ratios in a) and b) shall be replaced by the Leverage Ratios of a) 3.00:1 and b) 2.00:1 respectively. Restrictions on distributions will be disapplied during certain 'Fall Away' periods in the absence of an event of default. Conditions for a Fall Away period to apply will be met upon Oxford Acquisition III Limited achieving and maintaining credit ratings of a minimum of BBB− from S&P and Baa3 from Moody's (in each case with a stable outlook or better).

6. REGULATORY CAPITAL

The Group is subject to specific regulatory capital obligations in respect of its three subsidiaries that are registered entities with the U.K. FSA, comprising:

- Gartmore Investment Limited;
- Gartmore Fund Managers Limited; and
- Gartmore Global Partners.

The FSA registered entities within the Group have received an investment firm consolidation supervision waiver from the FSA, which disapplies the requirement to calculate capital on a consolidated basis under the Group's parent financial holding company in a Member State, and instead enables the regulatory capital requirements to be calculated on an unconsolidated basis by reference to the aggregate notional capital requirements of each entity within the regulatory capital group under Oxford Acquisition 0

Limited, which is the topmost EEA entity in the group. The FSA has stated in a letter to Gartmore Investment Management Limited dated 14 October 2009 that the consolidation waiver would remain in force following an initial public offering.

The Group has three other entities outside the United Kingdom that are subject to regulatory capital requirements (the ''Overseas Regulated Entities''):

- Gartmore Investment Japan Limited—a Japanese investment management company registered with the Japanese Financial Services Agency;
- Gartmore Distribution Services, Inc.—a U.S. broker-dealer registered with FINRA; and
- Gartmore Investment Services GmbH—a Frankfurt-based marketing services company.

The Overseas Regulated Entities have varying capital requirements, some similar to the U.K. FSA requirements whilst others are based on fixed amounts or liability driven requirements. The Overseas Regulated Entities currently maintain an appropriate level of capital resources relative to their regulatory capital requirements.

The FSA registered entities maintain a level of capital resources appropriate to their regulatory capital requirements. The regulatory capital requirements of each of the FSA entities differ, but all are based on the requirement to cover a proportion of fixed expenditure and the company's liquidity requirements. The FSA entities collectively had a regulatory capital requirement of £24 million as at September 2009.

The Group's aggregate national capital requirement for the FSA registered entities and the Overseas Regulated Entities on 30 June 2009 was approximately £131 million. The Group's capital resources were approximately £512 million, resulting in a surplus of approximately £381 million over its regulatory capital requirements.

7. RISKS ON FINANCIAL ASSETS AND LIABILITIES

7.1 Credit risk

The Group is exposed to risks of loss where an investor, fund or counterparty fails to meet its contractual payment obligations.

The Group is exposed to failure by the funds to pay fees owing to the Group. Management fees from mutual funds and pooled alternative funds, representing the majority of management fees, are collected monthly. The majority of performance fees are collected within one month of crystallisation.

In addition, the Group is exposed to amounts due from investors for the purchase of shares in mutual funds. These transactions are monitored by administrators, and upon default the loss is limited to the amount of any adverse market and/or foreign exchange movements in the value of the fund holding that have occurred since the transaction was placed. At 30 September 2009 there is no significant concentration in fees owed by underlying investors or distributors; other than performance fees due from certain alternative funds, which were settled before the end of October.

The Group may also be exposed to credit risk on amounts due from counterparties in swap and forward currency transactions and from banks in respect of cash deposits. The majority of the cash and cash equivalents are held as liquid, short term deposits with banks which have credit ratings of AA− or better.

7.2 Equity market risk

The Group's investments (being in respect of seed capital investments in the Group's own funds and previously in holdings of the Group's OEIC shares) are principally equity based, and therefore, the Group is exposed to the risk that changes in the equity markets will reduce the value of the Group's investments. The Group's policy is to hedge the equity market exposure of significant seed investments wherever possible. However, as the level of seed investment was small as at 30 September 2009, no hedging was in place at that time.

7.3 Foreign currency risk

The Group is exposed to the risk that it will sustain losses through adverse movements in currency exchange rates. The Group is exposed to foreign currency risk on its accrued and billed fee income where this is denominated in currencies other than pounds sterling, principally U.S. Dollars, Euros and Japanese Yen. Once the income concerned has been accrued, the Group is exposed to foreign currency

risk on the amount receivable until cash is received and converted into pounds sterling. The majority of the Group's fees are received from mutual funds and alternative funds. A majority of management fees are received monthly and a majority of performance fees are collected within one month of crystallisation.

The Group is also exposed to foreign currency movements on its borrowings in U.S. Dollars and Euros. The interest payable on these borrowings in U.S. Dollars and Euros partially offsets exposure to fee income in these currencies and so is an economic hedge. Additionally the Group holds significant cash balances in U.S. Dollars and Euros in order to limit exposure to currency movements on interest payments.

At 30 September 2009 the Group had no forward currency contracts to hedge foreign currency risk.

7.4 Interest rate risk

The Group is exposed to the risk that a rise in interest rates will increase the interest payments of the Group, principally through increases in the interest payable on the Group's borrowings which are variable and based on U.S. Dollar LIBOR and EURIBOR. As at 30 September 2009, a large proportion of the Group's financial instruments were directly exposed to interest rate risk.

The Group has cash deposits that earn interest at a variety of rates. These deposits provide an economic hedge against the effect of interest rate changes on the Group's borrowings; however, as at 30 September 2009, the Group's borrowings substantially exceeded the level of the Group's cash deposits.

7.5 Liquidity risk

Liquidity risk is the risk of a company not being able to meet its financial obligations as they fall due, or can only do so at a significantly increased cost. The Group performs regular cash flow forecasts, modelling both normal and stressed conditions to monitor this risk.

The Group considers its share capital, share premium and retained earnings to constitute its total capital. Certain group companies are regulated and must maintain liquid capital resources to comply with the capital requirements of the FSA and other financial regulators around the world. The Group maintains sufficient funds to meet regulatory capital requirements and maintains cash resources sufficient to meet all liabilities when they fall due, taking into account expected cash receipts.

Further, liquidity risk is mitigated by the long term nature of the Group's principal borrowings and the relatively low working capital requirements of the business. The Group also currently has access to a £10 million revolving credit facility as part of its Senior Credit Agreement which remains undrawn. The Group closely monitors compliance with the Senior Credit Agreement to reduce the risk of default and therefore of early repayment or withdrawal of the facility or additional interest charges.

8. CRITICAL ACCOUNTING POLICIES

The Group's Consolidated Financial Statements reflect the selection and application of accounting policies that require management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates. The Group makes no significant judgments in the process of applying the Group's accounting policies, other than those involving estimates and assumptions related to:

- intangible assets whereby estimates and assumptions are used in determining market growth rates, discount rate, fund flows and expected margins;
- provisions; and
- post-retirement commitments whereby assumptions are made in deriving the actuarial valuation.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

A summary of the Group's accounting policies, which are subject to estimations and assumptions, is set out in Note 1 to the Group's financial information.

9. TREASURY POLICY

The objectives of the Group's treasury policy are to identify risks to the Group's capital and balance sheet positions; establish responsibility, policies and procedures for managing such risks; and identify the reporting needed to allow oversight of treasury activity.

The Group's business is impacted through movements in currency exchange rates, as the majority of its fee income is based on the value of assets denominated in currencies other than pounds sterling, principally U.S. Dollars and Euros. The Group's policy is to hold cash balances in a foreign currency where they are held for a specific purpose (such as to match a liability in a foreign currency) but otherwise to convert fee receivables denominated in a foreign currency into pounds sterling as soon as they are received. Currency exposures to earnings in Euros and U.S. Dollars are partially mitigated by interest payments in those currencies.

The Group is exposed to equity market changes that may reduce the value of financial instruments held by the Group. The Group's policy is to hedge the equity market exposure of material investments wherever possible and cost effective.

The Group has interest rate risk on its debt and cash balances. The Group has in the past hedged interest payments arising on its debt. No hedging currently exists; however, this may be considered in the future.

To mitigate liquidity risk, the Group maintains a policy to keep cash resources sufficient to meet all liabilities when they fall due, taking into account expected cash receipts. In addition, the Group performs regular cash-flow forecasts, modelling both normal and stressed conditions.

The Group maintains a regulatory capital policy pursuant to which monthly calculations of regulatory capital resources are performed in relation to Gartmore's regulated entities. The Group considers the regulatory implications of any large transaction or business change on an intra-month basis.

To minimise credit risk on amounts due from investors, management fees and performance fees are monitored to ensure they are received by the due date as far as possible. The Group performs an aged debtor analysis of management fee receivables at the end of each month and mutual fund trading debtors are monitored on a daily basis.

As part of its treasury policy, Gartmore prepares the following reports and performance measurements: daily cash report of all U.K. based companies; monthly management accounts, monthly debt/EBITDA and EBITDA/Interest calculations; monthly cash flow analysis, agreed debtor reconciliation analysis and monthly and quarterly calculations of regulatory surpluses.

PART VIII:

ACCOUNTANT'S REPORT AND HISTORICAL FINANCIAL INFORMATION

Section A—Accountant's Report on Historical Financial Information

KPMG Audit Plc
8 Salisbury Square
London EC4Y 8BB
United Kingdom

The Directors
Gartmore Group Limited (currently registered as Hellman & Friedman Acquisition III Limited)
Walker House
87 Mary Street
George Town
Grand Cayman KY-9005
Cayman Islands

4 December 2009

Dear Sirs

Gartmore Group Limited (currently registered as Hellman & Friedman Acquisition III Limited)

We report on the financial information set out on pages 123 to 171 for the period from incorporation (17 May 2006) to 31 December 2006, each of the two years ended 31 December 2007 and 2008 and the nine months ended 30 September 2009. This financial information has been prepared for inclusion in the prospectus dated 4 December 2009 of Gartmore Group Limited on the basis of the accounting policies set out in note 1. This report is required by paragraph 20.1 of Annex I of the Prospectus Directive Regulation and is given for the purpose of complying with that paragraph and for no other purpose.

We have not audited or reviewed the financial information for the comparative nine month period ended 30 September 2008 and accordingly do not express an opinion thereon.

Responsibilities

The Directors of Gartmore Group Limited are responsible for preparing the financial information on the basis of preparation set out in note 1 to the financial information and in accordance with International Financial Reporting Standards adopted for use in the European Union (EU).

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Save for any responsibility arising under Prospectus Rule 5.5.3R (2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with paragraph 23.1 of Annex I of the Prospectus Directive Regulation, consenting to its inclusion in the prospectus.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of the significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the financial information for the period of incorporation (17 May 2006) to 31 December 2006, each of the two years ended 31 December 2007 and 2008 and the nine months ended 30 September 2009 gives, for the purposes of the prospectus dated 4 December 2009, a true and fair view of the state of affairs of Gartmore Group Limited, as at the dates stated and of its profits/losses, cash flows, recognised gains and losses and changes in equity for the periods then ended in accordance with the basis of preparation set out in note 1 and in accordance with International Financial Reporting Standards adopted for use in the European Union (EU) as described in note 1.

We have not audited or reviewed the financial information for the comparative nine month period ended 30 September 2008 and accordingly do not express an opinion thereon.

Declaration

For the purposes of Prospectus Rule 5.5.3R (2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with paragraph 1.2 of Annex I of the Prospectus Directive Regulation.

Yours faithfully

KPMG Audit Plc

Section B—Historical Financial Information

GARTMORE GROUP LIMITED

HISTORICAL FINANCIAL INFORMATION

CONSOLIDATED INCOME STATEMENT

	Notes	3 months[1] to 31 December	12 months to 31 December		9 months to 30 September	
		2006	2007	2008	2009	2008
		£000s	£000s	£000s	£000s	£000s Unaudited
Management fees		60,755	273,903	251,363	142,684	200,153
Performance fees		10,887	128,967	27,747	55,909	21,079
Other revenue	3	4,128	15,748	16,944	8,504	11,949
Total revenue	2	75,770	418,618	296,054	207,097	233,181
Fee and commission expenses		(12,843)	(57,969)	(53,934)	(38,582)	(42,815)
Net revenue		62,927	360,649	242,120	168,515	190,366
Other operating expenses	4	(35,554)	(207,790)	(153,811)	(130,463)	(111,505)
Operating earnings		27,373	152,859	88,309	38,052	78,861
Staff costs from closed schemes	6, 8	(6,119)	(33,272)	—	—	—
Pension scheme settlement losses	6, 7	—	(5,781)	—	—	—
Intangible amortisation	13	(13,414)	(48,018)	(37,735)	(22,819)	(29,100)
Operating profit		7,840	65,788	50,574	15,233	49,761
Finance income	9	5,941	16,539	20,207	56,045	11,185
Finance expenses	9	(15,051)	(67,328)	(209,187)	(32,462)	(76,669)
(Loss)/profit before taxation		(1,270)	14,999	(138,406)	38,816	(15,723)
Taxation	10	248	(9,658)	(8,611)	280	(8,846)
(Loss)/profit for the period attributable to equity holders of the parent		(1,022)	5,341	(147,017)	39,096	(24,569)
Basic and diluted (losses)/earnings per share (£ per share)	11	(10,220)	53,410	(1,470,170)	390,960	(245,690)

(1) As explained in Note 1, the financial information covers the period from 17 May 2006 to 31 December 2006. The Group's operations commenced with the acquisition of Gartmore Investment Management Limited on 29 September 2006, therefore the financial information for this period includes three months' trading only.

Operating earnings, while not a GAAP measure, in the opinion of the Directors gives relevant information on the profitability of the Group and its ongoing operations.

The notes on pages 128 to 171 form part of this information.

GARTMORE GROUP LIMITED

HISTORICAL FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Notes	3 months[1] to 31 December 2006 £000s	Attributable to equity holders of the parent: 12 months to 31 December 2007 £000s	12 months to 31 December 2008 £000s	9 months to 30 September 2009 £000s	9 months to 30 September 2008 £000s Unaudited
(Loss)/profit for the period		(1,022)	5,341	(147,017)	39,096	(24,569)
Other Comprehensive Income:						
Exchange differences on translation of foreign operations	21	(559)	336	6,042	(1,690)	1,416
(Loss)/profit on cash flow hedges		—	(2,381)	(4,561)	(476)	(595)
Reclassification adjustment for amounts recognised in profit or loss		—	(137)	1,928	5,627	1,485
Actuarial gain/(loss) on post-retirement liability	26	—	4,830	(701)	(543)	(525)
Tax (charge)/credit on other comprehensive income		—	(1,449)	1,642	(1,290)	606
Total other comprehensive (expense)/income for the period, net of tax		(559)	1,199	4,350	1,628	2,387
Total comprehensive (expense)/income net of tax		(1,581)	6,540	(142,667)	40,724	(22,182)

(1) As explained in Note 1, the financial information covers the period from 17 May 2006 to 31 December 2006. The Group's operations commenced with the acquisition of Gartmore Investment Management Limited on 29 September 2006, therefore the financial information for this period includes three months' trading only.

The notes on pages 128 to 171 form part of this information.

GARTMORE GROUP LIMITED

HISTORICAL FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

COMPANY REGISTRATION NO FC027672

	Notes	At 31 December 2006	At 31 December 2007	At 31 December 2008	At 30 September 2009
		£000s	£000s	£000s	£000s
Assets					
Non-current assets					
Property, plant and equipment	12	5,550	4,856	4,212	2,959
Intangible assets	13	443,304	395,286	357,551	337,149
Deferred tax asset	16	22,464	11,796	7,182	3,129
Trade and other receivables	17	8,079	14,447	5,004	5,997
Total non-current assets		479,397	426,385	373,949	349,234
Current assets					
Trade and other receivables	17	76,662	93,802	73,180	113,132
Investments	18	4,179	3,069	2,323	299
Cash and cash equivalents	19	161,717	207,698	219,696	190,293
Current tax		—	—	—	1,875
Total current assets		242,558	304,569	295,199	305,599
Total assets		721,955	730,954	669,148	654,833
Equity					
Issued share capital	20	—	—	—	—
Share premium	21	—	—	—	—
Capital contribution	21	—	2,385	2,385	2,385
Exchange reserves	21	(559)	(223)	5,819	4,129
Retained earnings	21	(1,022)	7,700	(139,818)	(101,113)
Cashflow hedge reserve	21	—	(2,518)	(3,709)	—
Total equity attributable to equity holders of the parent		(1,581)	7,344	(135,323)	(94,599)
Non-current liabilities					
Long-term borrowings	23	483,897	484,380	638,210	579,978
Trade and other payables	22	16,462	2,635	1,564	1,451
Provisions	24	10,854	18,152	4,435	6,123
Post-retirement liability	25	525	540	229	322
Deferred tax liability	16	60,360	44,459	33,564	27,770
Total non-current liabilities		572,098	550,166	678,002	615,644
Current liabilities					
Trade and other payables	22	136,906	162,288	116,312	129,555
Provisions	24	2,063	1,848	986	2,378
Derivatives	18	—	2,571	5,151	—
Current tax		12,469	6,737	4,020	1,855
Total current liabilities		151,438	173,444	126,469	133,788
Total liabilities		723,536	723,610	804,471	749,432
Total equity and liabilities		721,955	730,954	669,148	654,833

The notes on pages 128 to 171 form part of this information.

GARTMORE GROUP LIMITED

HISTORICAL FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to equity holders of the Group						
	Share Capital	Share Premium	Capital Contribution	Exchange Reserve	Retained Earnings	Cash Flow Hedge Reserve	Total
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
At 17 May 2006	—	—	—	—	—	—	—
Total comprehensive expense net of tax	—	—	—	(559)	(1,022)	—	(1,581)
At 31 December 2006 and at 1 January 2007	—	—	—	(559)	(1,022)	—	(1,581)
Total comprehensive income/(expense) net of tax	—	—	—	336	8,722	(2,518)	6,540
Capital contribution	—	—	2,385	—	—	—	2,385
At 31 December 2007 and at 1 January 2008	—	—	2,385	(223)	7,700	(2,518)	7,344
Total comprehensive income/(expense) net of tax	—	—	—	6,042	(147,518)	(1,191)	(142,667)
At 31 December 2008 and at 1 January 2009	—	—	2,385	5,819	(139,818)	(3,709)	(135,323)
Total comprehensive (expense)/income net of tax	—	—	—	(1,690)	38,705	3,709	40,724
At 30 September 2009	—	—	2,385	4,129	(101,113)	—	(94,599)

The notes on pages 128 to 171 form part of this information.

GARTMORE GROUP LIMITED

HISTORICAL FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	3 months(1) to 31 December 2006 £000s	12 months to 31 December 2007 £000s	12 months to 31 December 2008 £000s	9 months to 30 September 2009 £000s	9 months to 30 September 2008 £000s Unaudited
Cash flows from operating activities						
(Loss)/profit before taxation		(1,270)	14,999	(138,406)	38,816	(15,723)
Adjustments for:						
Finance income and expense	9	9,110	50,789	188,980	(23,583)	65,484
Depreciation on property, plant and equipment	4, 12	567	2,050	1,938	1,335	1,453
Amortisation of intangible assets	13	13,414	48,018	37,735	22,819	29,100
Other (losses)/gains		(347)	(1,414)	1,171	(1,006)	(1,708)
Pension costs		723	8,512	—	—	—
Change in working capital		42,220	5,197	(30,760)	(17,722)	(34,494)
Payments to pension schemes		(77,495)	(2,731)	—	—	—
Cash generated from operations		(13,078)	125,420	60,658	20,659	44,112
Interest paid		(19)	(285)	(356)	(96)	(325)
Income tax paid		2,338	(23,001)	(20,261)	(6,791)	(16,356)
Net cash generated by operating activities		(10,759)	102,134	40,041	13,772	27,431
Cash flows from investing activities						
Payments for intangible assets		—	(1,841)	—	(62)	—
Payments for investments		(911)	—	(911)	(18,896)	(903)
Proceeds on sale of investments		667	2,277	860	19,731	803
Interest received		2,289	9,338	7,998	862	6,352
Cash flow from derivative instruments		—	299	(28)	—	(28)
Payments for property, plant and equipment	12	(959)	(1,548)	(1,169)	(169)	(944)
Proceeds from disposal of property, plant and equipment		—	192	60	59	60
Acquisition of subsidiary undertaking		(307,145)	(6,293)	(2,600)	—	(2,600)
Net cash generated by investing activities		(306,059)	2,424	4,210	1,525	2,740
Cash flows from financing activities						
Proceeds from borrowings		481,619	505,675	—	—	—
Repayment of borrowings	23	—	(528,276)	(15,208)	(8,723)	(7,274)
Interest paid on borrowings		(5,197)	(33,294)	(33,264)	(25,191)	(25,078)
Net cash used in financing activities		476,422	(55,895)	(48,472)	(33,914)	(32,352)
Net increase/(decrease) in cash and cash equivalents		159,604	48,663	(4,221)	(18,617)	(2,181)
Cash and cash equivalents at the beginning of the period		—	159,046	207,628	215,485	207,628
Effects of exchange rate changes on the balance of cash held in foreign currencies		(558)	(81)	12,078	(6,658)	3,488
Cash and cash equivalents at the end of the period	19	159,046	207,628	215,485	190,210	208,935

(1) As explained in Note 1, the financial information covers the period from 17 May 2006 to 31 December 2006. The Group's operations commenced with the acquisition of Gartmore Investment Management Limited on 29 September 2006, therefore the financial information for this period includes three months' trading only.

The notes on pages 128 to 171 form part of this information.

GARTMORE GROUP LIMITED

HISTORICAL FINANCIAL INFORMATION

NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. Accounting policies

The consolidated historical financial information for Gartmore Group Limited (''the Company'' or ''GGL'') comprises the Company and its subsidiaries (together referred to as ''the Group''). GGL was incorporated in the Cayman Islands as an Exempted Company on 23 March 2007 and on 13 July 2007 the Company established a branch in England and Wales in accordance with Section 1046 of the Companies Act 2006.

On 17 May 2006 Oxford Acquisition III (''OAIII'') was incorporated and on 29 September 2006 OAIII acquired Gartmore Investment Management Limited (''GIML''). OAIII was an indirect subsidiary of Oxford Acquisition 0 Limited (''OA0'').

On 17 May 2007 the Group underwent a reorganisation which resulted in the effective top reporting company of the previous consolidated group, OA0, being replaced by GGL. GGL issued its own shares to Oxford Partners (UK) LP (''OP(UK)LP''), which was the immediate parent of OA0, in return for shares in OA0. OP(UK)LP was then dissolved, with GGL becoming a direct subsidiary of Oxford Partners LP (''OPLP''), the ultimate parent undertaking.

The reorganisation described above has been accounted for by reference to the principles of reverse acquisition accounting. The assets and liabilities of OA0 have been brought in at the carrying values previously recognised in OA0's consolidated accounts and the consolidated income statement includes the consolidated results of OA0 for the periods prior to the reorganisation.

In respect of the period from 17 May 2006 to 31 December 2006, the financial information covers the period from incorporation of OA0. The Group's trading commenced with OAIII's acquisition of GIML on 29 September 2006 and the income statement for this period therefore includes three months' trading from 29 September 2006 to 31 December 2006.

The Group has considerable financial resources and the Directors believe that the Group is well placed to manage its business risks successfully. The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described in the Notes to the financial information. Specifically, Note 28 includes the Group's objectives, policies and processes for managing its capital, its financial risk management objectives, details of its financial instruments and hedging activities and its exposures to credit risk and liquidity risk.

After making enquiries, the Directors are satisfied that the Group has adequate resources to continue to operate for the foreseeable future and confirm that the Group is a going concern. Accordingly, the Directors continue to adopt the going concern basis in preparing the financial information contained herein.

The Group financial information is presented in Sterling (rounded to the nearest thousand), the functional currency of the Company.

The financial information is prepared in accordance with International Financial Accounting Standards as adopted by the European Union (''adopted IFRS''). Future changes in accounting policies are included in Note 1 (xxx).

A summary of the accounting policies, which have been applied consistently, is set out below.

(i) Basis of accounting

The financial information is prepared in accordance with the historical cost convention, except for the revaluation of certain financial instruments.

(ii) Basis of consolidation

The consolidated financial information incorporates the Company and entities controlled by the Company (''its subsidiaries''). Control is achieved where the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

(iii) Business combinations

The acquisition of subsidiaries is accounted for using the acquisition method. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, plus any costs directly attributable to the business combination.

The accounting for the reorganisation which took place on 17 May 2007 is described above.

(iv) Foreign currencies

The functional currency of the Company and its U.K. subsidiaries is Sterling.

Transactions in foreign currencies are recorded at the appropriate exchange rate prevailing at the date of the transaction. Foreign currency monetary balances at the accounting period end are converted at the prevailing exchange rate at that date. Foreign currency non-monetary balances carried at fair value or cost are translated at the rates prevailing at the date when the fair value or cost is determined. Gains and losses arising on retranslation are taken to the consolidated income statement, except for cash flow hedges where the changes in fair value are recognised directly in equity and any exchange translation component of the change in fair value is also recognised directly in equity.

On consolidation, the assets and liabilities of the Group's overseas operations whose functional currency is not Sterling are translated at exchange rates prevailing at the statement of financial position date. Income and expense items are translated at the average exchange rates for the accounting period. Exchange differences arising, if any, are taken through the Statement of Comprehensive Income (''SOCI'') to the exchange reserve.

(v) Revenue recognition

Asset management fees and investment advisory fees generated from the Group's investment management activities are recognised in the income statement over the period for which these investment management services are provided.

The Group has entitlement to earn performance fees, calculated as a percentage of the return on the clients' assets or where the actual performance of clients' assets exceeds defined benchmarks by an agreed level of outperformance in a set time period. Performance fees are recognised when the amount of the fee can be estimated reliably, which is when the performance period ends or when a client redeems their investment.

Carried interest on interests in private equity limited liability partnerships is recognised once the amount of the fee can be estimated reliably, which is when the performance period ends or, in the case of co-investment funds, when there is an asset realisation.

Initial charges levied by the Group on the sale of open-ended investment companies (''OEIC'') shares are recognised in the income statement, net of any discounts and commissions due to third parties in respect of the sale, when the sale is finalised as this is when the service is provided. The service provided includes the provision of access to a basket of stocks, new client take-on services and transaction processing.

(vi) Fee and commission expenses

Fee and commission expenses payable to third party intermediaries are recognised over the period in which the service is provided. Fee and commission expenses are accounted for on an accruals basis.

(vii) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and, where applicable, impairment losses. Cost represents purchase cost, together with any directly attributable expenses of acquisition. Subsequent expenditure on property, plant and equipment is only capitalised when it is probable that there will be future economic benefit. All other expenditure is recognised as an expense in the income statement.

(viii) Depreciation

Depreciation is provided on bases calculated to write off the cost of property, plant and equipment over its expected useful life. In general, depreciation is charged on a straight line basis at the rates shown below:

Personal computer equipment	20%–50%
Other computer equipment and software .	25%
Motor vehicles	25%
Office furniture and equipment	20%

Depreciation on leasehold improvements is charged over the shorter of the remaining term of any lease and 10 years.

(ix) Debt issuance expenses

Directly attributable expenses incurred in the raising of debt are capitalised and amortised over the shorter of the expected term of the debt and the period to maturity.

(x) Impairment

The Group performs annual impairment reviews in respect of goodwill and intangible fixed assets with indefinite lives. The Group carries out impairment reviews in respect of other assets including depreciable intangible assets and property, plant and equipment, whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or where the asset does not generate cash flows that are largely independent of those from other assets, its cash-generating unit (''CGU''), exceeds its recoverable amount. An asset or CGU's recoverable amount is the higher of its value in use and its fair value less costs to sell.

The Group has determined that the integrated nature of its investment management activities is such that it is made up of a single CGU.

For assets other than goodwill, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount, in which case the carrying amount of the asset is increased to its current recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment loss been recognised previously.

(xi) Taxation

The Company, whilst incorporated in the Cayman Islands, is a U.K. resident company for tax purposes.

Current tax is the tax currently payable based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax is recognised on the differences between the carrying amounts of assets and liabilities in the financial information and the corresponding tax bases used in the computation of taxable profit. It is accounted for using the statement of financial position liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill, or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Any reduction made could be reversed should there be subsequent sufficient taxable profits in later periods.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the statement of financial position date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(xii) Dividends

Dividends receivable and payable are recognised when a legally enforceable right to the dividend exists. Final dividends are declared in a general meeting of the shareholders. Interim dividends are paid on the authority of the Directors.

(xiii) Investments

Current asset investments are accounted for using trade date accounting. All current asset investments are initially recognised at fair value, being the consideration given including, where appropriate, acquisition charges associated with the investment. Current asset investments are classified as at Fair Value Through Profit or Loss (''FVTPL'') and are measured at their fair value. All gains or losses, together with transaction costs, are recognised in the income statement.

(xiv) Stock of shares

The stock of shares represents shares held in the Group's OEICs. They are classified as held for trading and are stated at fair value with any movement in fair value being recognised immediately in the income statement.

(xv) Financial assets at fair value through profit or loss

Financial assets are classified as at FVTPL where the financial asset is either held for trading or it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and International Accounting Standard (''IAS'') 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any resultant gain or loss recognised in the income statement in other revenue. The net gain or loss recognised in the income statement incorporates any dividend or interest earned on the financial asset. Fair value is determined in the manner described in Note 18.

(xvi) Derivative financial instruments

The Group occasionally enters into a small number of derivative financial instruments to manage its exposure to interest rate, foreign exchange rate and, for seed investments, equity market risk, including foreign exchange forward contracts, interest rate swaps and interest rate swaptions. Further details of derivative financial instruments are disclosed in Notes 18 and 28 to the financial information.

Derivative financial instruments are not held for speculative purposes.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently re-measured to their fair value at each reporting date. If a derivative is not in a designated hedging relationship the resulting gain or loss is recognised in the income statement.

Derivatives used during the period to manage the Group's exposure to interest payments on its debt are classified as being in designated hedging relationships. The Group formally documents the relationship between the derivative and any hedged item, its risk management objectives, its strategy for undertaking the various hedging transactions and its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in the fair value or cash flows of hedged items.

In relation to cash flow hedges to hedge forecast transactions which meet the conditions for hedge accounting, the portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognised directly in equity and the ineffective portion is recognised in the income statement.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised, or no longer qualifies for hedge accounting. When hedge accounting is discontinued the gain or loss on the hedging instrument recognised directly in equity is transferred to the income statement.

(xvii) Trade and other receivables

Trade and other receivables are initially recorded at fair value and subsequently at amortised cost less any impairment losses.

(xviii) Trade and other payables

Trade and other payables are initially measured at fair value and subsequently at amortised cost.

(xix) Provisions

A provision is recognised in the statement of financial position when there is a current obligation as a result of a past event and it is probable that a future outflow of economic benefits will be required to settle the obligation.

(xx) Interest income and expense

Interest income and expense are calculated using the effective interest rate basis.

(xxi) Pension costs

A defined benefit funded pension scheme was in place for the Group's employees until the scheme was closed to future accrual of benefit on 11 August 2006. Members of the scheme have now become deferred members. The assets of the pension scheme are held separately in trust.

Regular valuations are prepared by independent, professionally qualified actuaries. These determine the level of contributions required, if any, to fund the benefits set out in the rules of the scheme and allow for the periodic increase of pensions in payment.

A credit representing the expected return on the assets of the retirement benefit schemes during the year is included within finance income. This is based on the market value of the assets of the scheme at the start of the financial year.

A charge representing the expected increase in the liabilities of the retirement benefit scheme during the year is included within finance expenses. This arises from the liabilities of the scheme being closer to payment.

The difference between the fair value of assets and the present value of accrued pension liabilities is shown as an asset or liability in the statement of financial position. However, the scheme is now closed to future accrual and the surplus that was created as a result of a one-off contribution in 2006 has not been recognised in the statement of financial position as the surplus is not recoverable.

Differences between actual and expected returns on assets during the year are recognised in the SOCI in the year, together with differences arising from changes in assumptions. Changes in the unrecoverable surplus are recognised in the SOCI. Settlement losses and curtailment gains are recognised in profit or loss.

Following the closure to future accrual of the Group defined benefit scheme a Group Personal Pension Plan has been established. This is a defined contribution scheme, contributions to which are charged within operating expenses as they fall due.

(xxii) Post-retirement private healthcare benefits

The Group provides defined post-retirement private healthcare benefits to U.K. employees who joined the Group prior to April 1995. Post-retirement private healthcare benefits are accounted for in the same manner as defined benefit pension costs (see above).

(xxiii) Operating leases

Rental payments under operating leases are charged to the income statement on a straight line basis over the lease term.

(xxiv) Employee benefit trusts

The Group has established employee benefit trusts to provide compensation to employees. The assets and liabilities of the trusts are recorded as the Group's own assets and liabilities where it is deemed benefits accrue to the Group. The costs of funding the trusts are charged to the income statement when an award is made to employees.

(xxv) Share-based payment

The ultimate parent undertaking, OPLP, a Cayman Partnership, was established for the purpose of the purchase of GIML in September 2006. As part of the management buy-out (and subsequently) a number of the Group's senior management and executives acquired partnership interests in OPLP at fair value which are subject to vesting over a number of years. Fair value at acquisition of these interests is determined using the same approach as that taken for the impairment review of goodwill—see Note 13.

The partnership interests in OPLP are accounted for as an equity settled scheme. Employees acquire their interests at fair value and accordingly no amounts have been charged to the income statement during the period. The legal obligation for all interests under the scheme rests with OPLP and therefore there is no liability to the Group and no other effect on the statement of financial position.

(xxvi) Goodwill and intangible assets

Goodwill, arising on the acquisition of a subsidiary, represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary recognised at the date of acquisition. It represents the future earnings capability of the acquired group which is subject to the uncertainty of future trading. Goodwill is initially recognised as an asset at cost and is subsequently reviewed at each statement of financial position date for evidence of impairment.

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses.

The cost of acquired intangible assets is their fair value at the acquisition date and are amortised over their useful economic life and charged to the income statement. The specific methodology applying to each intangible asset is set out in Note 13.

(xxvii) Borrowings

Borrowings are recognised initially at fair value less transaction costs. Subsequent to initial recognition, borrowings are held at amortised cost with any difference between amortised cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest rate basis.

(xxviii) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and short-term deposits. Bank overdrafts that are repayable on demand are included in cash and cash equivalents for the purposes of the cash flow statement.

(xxix) Use of estimates

The preparation of financial information requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In the process of applying the Group's accounting policies, management has made no significant judgments, apart from those involving estimations and assumptions, which are summarised below:

- Intangible assets—estimates and assumptions are required for the market growth rates, discount rate, fund flows and expected margins. The carrying amount of intangibles is disclosed in Note 13.
- Provisions—by their nature provisions often reflect significant levels of judgment by management. The nature and amount of provisions included within the consolidated statement of financial position are detailed in Note 24 and contingencies not provided for are disclosed in Note 30.
- Post-retirement commitments—the costs and year end obligations under defined benefit schemes are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected returns on scheme assets, future pension increases, inflation and mortality rates. Due to the long-term nature of these schemes, such estimates are subject to significant uncertainty. See Notes 25 and 26.

Sensitivities are included if there is a significant risk that there could be a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(xxx) Future changes in accounting policies

A number of new standards and interpretations have been issued with effective dates after the date of this financial information. The Directors do not anticipate that the adoption of these standards and interpretations will materially impact the Group's financial information in the period of initial application although there could be revised and additional disclosures. The Group plans to apply these standards once endorsed in the first reporting period that commences after the effective date.

The new standards and interpretations issued by the International Accounting Standards Board (''IASB'') and International Financial Reporting Interpretations Committee (''IFRIC'') as at the balance sheet date include:

Endorsed and available for early adoption	Effective date
IFRS 3 (revised) Business Combinations	1 July 2009
IAS 27 (revised) Consolidated and Separate Financial Statements	1 July 2009
IAS 39 (revised) Financial Instruments: Measurement—Eligible hedged items	1 July 2009

Not yet endorsed	Effective date
IFRS 7 (revised) Financial Instruments: Disclosure—Improving disclosures about Financial Instruments	1 January 2009
IAS 39 (revised) Financial Instruments: Measurement and IFRIC 9 (revised)—Embedded derivatives	30 June 2009
IFRS 1 (revised) First-time Adoption of IFRS	1 July 2009
IFRIC 17 Distribution of Non-Cash Assets to Owners	1 July 2009
IFRIC 18 Transfer of Assets from Customers	1 July 2009
IFRS 1 (revised) First-time Adoption Exemptions for First-time Adopters	1 January 2010
IFRS 2 (revised) Share-based Payment—Group Cash-settled Share-based Payment Transactions	1 January 2010
Improvements to IFRS	1 July 2009/ 1 January 2010
IAS 32 (Revised) Classification of Rights Issues	1 February 2010

2. Segmental information

The Group is an investment manager, operating primarily in the U.K. with operations in Japan, United States and Continental Europe. The Group manages a broad range of investment products for institutional and retail investors, across multiple asset classes, including equities, fixed income and private equity.

Management operates across product lines, distribution channels and geographic regions. All critical business, strategic and financial management decisions are made centrally by the Executive Committee, which determines the key performance indicators of the Group. The Executive Committee is, therefore, the chief operating decision-maker for the Group. The information used to allocate resources and assess performance is reviewed for the Group as a whole. On this basis, the Group considers itself to be a single-segment investment management business.

	3 months to 31 December	12 months to 31 December		9 months to 30 September	
	2006	2007	2008	2009	2008
	£000s	£000s	£000s	£000s	£000s Unaudited
Revenue by product and services					
Management and performance fees					
Mutual funds	38,173	165,952	144,454	96,647	116,596
Alternative funds	22,140	204,558	105,493	83,676	82,249
Segregated mandates	11,329	32,360	29,163	18,270	22,387
	71,642	402,870	279,110	198,593	221,232
Other revenue					
Mutual funds	3,230	12,459	10,871	8,130	8,465
Other	898	3,289	6,073	374	3,484
	4,128	15,748	16,944	8,504	11,949
Total revenue	75,770	418,618	296,054	207,097	233,181
External revenue by geographical area					
U.K.	74,279	407,725	285,254	202,230	225,100
Overseas	1,491	10,893	10,800	4,867	8,081
Total revenue	75,770	418,618	296,054	207,097	233,181

External revenues have been attributed based on the location of the entity in which they are recognised.

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Non-current assets by geographical area				
U.K.	456,604	414,216	361,320	339,770
Overseas	329	373	443	338
Total of analysed non-current assets	456,933	414,589	361,763	340,108
Deferred Tax	22,464	11,796	7,182	3,129
Financial instruments	—	—	5,004	5,997
Total non-current assets	479,397	426,385	373,949	348,234

Major customers

No one underlying client or distributor relationship accounted for more than 10% of total revenue in any period.

3. Other revenue

	3 months to 31 December	12 months to 31 December		9 months to 30 September	
	2006	2007	2008	2009	2008
	£000s	£000s	£000s	£000s	£000s Unaudited
Foreign exchange and other investment gain/(loss)	347	1,414	4,370	(418)	2,020
OEIC administration fees	3,230	12,459	10,871	8,130	8,465
Other fee revenue	551	1,875	1,703	792	1,464
Total other revenue	4,128	15,748	16,944	8,504	11,949

4. Other operating expenses

	3 months to 31 December	12 months to 31 December		9 months to 30 September	
	2006	2007	2008	2009	2008
	£000s	£000s	£000s	£000s	£000s Unaudited
Fees paid to auditors in respect of:					
Audit of Group and Parent Company	40	101	118	67	89
Audit of subsidiaries	111	327	396	294	297
Total audit fees	151	428	514	361	386
Other services pursuant to legislation	6	33	66	78	50
Services related to corporate finance transactions	161	825	—	—	—
Tax services	—	—	—	361	—
Other services	20	24	71	—	53
Total non-audit fees	187	882	137	439	103
Total fees payable to auditors	338	1,310	651	800	489
Depreciation on owned assets (see Note 12)	567	2,050	1,938	1,335	1,453
Rentals payable under operating leases	997	4,155	4,417	3,531	3,162
Recurring staff costs (see Note 6)	22,277	154,354	98,117	90,698	69,437
Other expenses	11,375	45,921	48,688	34,099	36,964
Total other operating expenses	35,554	207,790	153,811	130,463	111,505

5. Disclosure of Directors' emoluments

No Directors received any form of remuneration from the Group during any of the periods.

6. Staff Costs

	3 months to 31 December	12 months to 31 December		9 months to 30 September	
	2006	2007	2008	2009	2008
	£000s	£000s	£000s	£000s	£000s Unaudited
Wages, salaries and other	25,114	164,084	81,902	78,005	58,943
Social security costs	2,559	19,826	9,094	9,852	6,707
Pension costs (including settlement losses)	723	8,512	2,870	2,007	2,105
Redundancy costs	—	985	4,251	834	1,682
Total staff costs	28,396	193,407	98,117	90,698	69,437
Staff costs (including the associated social security costs) are further analysed below:					
Salaries and pensions	8,615	34,956	38,164	26,246	28,086
Variable remuneration	13,662	118,291	55,417	63,501	39,560
Redundancy costs	—	1,107	4,536	951	1,791
Recurring staff costs	22,277	154,354	98,117	90,698	69,437
Staff costs from closed schemes—					
Retention costs (see Note 8)	6,119	33,272	—	—	—
Pension scheme settlement losses (see Note 7)	—	5,781	—	—	—
Total staff costs	28,396	193,407	98,117	90,698	69,437

The average number of persons employed by the Group during the period to 30 September 2009 was 364 (30 September 2008: 421, 31 December 2006: 392) and during the year to 31 December 2008 was 417 (2007: 403). All were employed in the investment management business.

The pension cost in the period to 30 September 2009 does not include an actuarial loss on the post-retirement liability (net of taxation) taken to the SOCI in the period amounting to £391,000 (30 September 2008: £375,000, 31 December 2006: £nil) and in the year to 31 December 2008 does not include an actuarial loss of £501,000 (2007: actuarial gain of £3,381,000).

7. Pension scheme settlement losses—2007 only

In August 2006, the Gartmore Pension Scheme was closed to future accrual. In 2007 the scheme incurred a settlement loss which arose when a significant number of employees transferred out of the scheme. As this loss relates to a one-off event, it has been shown separately from other operating expenses as the Directors believe that it is not indicative of the ongoing profitability and costs of the Group's operations.

8. Retention costs—2007 and 2006 only

Retention costs represent an arrangement whereby amounts were paid to certain managers over a fixed period of time. The final payment was made in December 2007. The costs were recognised over the periods in which service was provided. As this was a one-off arrangement these costs have been shown separately from other operating expenses as the Directors believe that they are not indicative of the ongoing costs of the Group's operations.

9. Finance income and expenses

	3 months to 31 December	12 months to 31 December		9 months to 30 September	
	2006	2007	2008	2009	2008
	£000s	£000s	£000s	£000s	£000s Unaudited
Finance income					
Interest income	2,289	9,397	7,868	803	6,460
Interest receivable on cash flow hedge reclassified from equity	—	137	484	—	262
Exchange movement on debt (Note 23)	3,413	—	—	49,428	—
Expected return on pension assets (Note 26)	—	7,005	5,289	3,468	4,022
Exchange movement on cash	—	—	6,566	—	441
Gain on repurchase of own debt (Note 23)	—	—	—	2,346	—
Other finance income	239	—	—	—	—
	5,941	16,539	20,207	56,045	11,185
Finance expenses					
Interest expense	(9,301)	(34,576)	(33,235)	(14,933)	(23,706)
Interest payable on cash flow hedge reclassified from equity	—	—	(2,412)	(5,627)	(1,747)
Exchange movement on debt (Note 23)	—	(17,080)	(165,818)	—	(45,366)
Interest on pension obligation (Note 26)	—	(6,068)	(4,588)	(2,925)	(3,497)
Exchange movement on cash	—	—	—	(6,658)	—
Amortisation of debt issuance expenses (Note 23)	(5,691)	(9,318)	(2,642)	(1,935)	(1,986)
Other finance expenses	(59)	(286)	(492)	(384)	(367)
	(15,051)	(67,328)	(209,187)	(32,462)	(76,669)

10. Taxation

The Company, whilst incorporated in the Cayman Islands, is a U.K. resident company for tax purposes.

	3 months to 31 December	12 months ended 31 December		9 months to 30 September	
	2006	2007	2008	2009	2008
	£000s	£000s	£000s	£000s	£000s Unaudited
(a) Tax (credit)/charge for the period					
Current taxation					
U.K. corporation tax					
Current period	1,214	15,366	9,314	(190)	10,071
Prior period	—	(1,111)	(1,497)	213	(346)
Overseas taxation					
Current period	633	3,147	5,196	2,514	3,015
Prior period	—	(133)	237	214	—
	1,847	17,269	13,250	2,751	12,740
Deferred taxation					
Origination and reversal of timing differences (Note 16)	(2,095)	(7,611)	(4,639)	(3,031)	(3,894)
Total tax (credit)/charge	(248)	9,658	8,611	(280)	8,846

The U.K. corporation tax rate for the period to 30 September 2009 was 28% (30 September 2008: 28.67%, 31 December 2006: 30%) and for the year ended 31 December 2008 was 28.5% (2007: 30%).

The tax rate of 28.67% for the period to 30 September 2008 is based on the U.K. tax rate of 30% which applied for the first three months, and 28% which applied during the remaining six months of the period.

The tax rate of 28.5% for the year to 31 December 2008 is based on the U.K. tax rate of 30% which applied for the first three months, and 28% which applied during the remaining nine months of the year.

The tax charge in the period is lower (period to 30 September 2008: higher, 2008: higher, 2007: higher, 2006: higher) than the standard rate of corporation tax in the U.K. and the differences are explained below:

	3 months to 31 December	12 months to 31 December		9 months to 30 September	
	2006	2007	2008	2009	2008
	£000s	£000s	£000s	£000s	£000s Unaudited
(b) Factors affecting tax (credit)/ charge for the period					
(Loss)/profit before taxation	(1,270)	14,999	(138,406)	38,816	(15,723)
Taxation at the standard corporation tax rate	(381)	4,500	(39,446)	10,868	(4,508)
Tax rate change to deferred tax liability	—	(2,208)	—	—	—
Permanent differences	165	7,058	48,122	(12,388)	12,514
Adjustment to tax charge in respect of prior periods	—	(646)	(1,260)	427	(346)
Overseas tax at lower rate than U.K.	(215)	—	—	—	—
Overseas tax at higher rate than U.K.	183	954	1,195	813	1,186
Total tax (credit)/charge	(248)	9,658	8,611	(280)	8,846

(£13.8m) of the permanent differences in the period to 30 September 2009 results from the non-deductibility for tax of the profit/loss on re-translation of the long term borrowings (period to 30 September 2008: £13.0m, 2008: £47.3m, 2007: £4.6m, 2006: £nil).

In the period to 30 September 2009, subsidiaries of the Group have unused tax losses for which no deferred tax asset has been recognised in the statement of financial position amounting to £8.4m (period to 30 September 2008: £0.6m, 2008: £0.6m, 2007: £1.0m and 2006: £1.4m).

11. Earnings per share

Basic earnings per share amounts are calculated by dividing the profit or loss for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during that period.

Diluted earnings per share amounts are calculated by dividing the profit or loss for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during that period plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares. There were no dilutive potential ordinary shares during the reported periods.

12. Property, plant and equipment

2006	Leasehold improvements	Computer equipment and software	Furniture, equipment and motor vehicles	Total
	£000s	£000s	£000s	£000s
Cost				
At 17 May 2006	—	—	—	—
Additions/arising on acquisition	2,385	2,626	1,106	6,117
At 31 December 2006	2,385	2,626	1,106	6,117
Depreciation				
At 17 May 2006	—	—	—	—
Charge for the period	(124)	(327)	(116)	(567)
At 31 December 2006	(124)	(327)	(116)	(567)
2007				
Cost				
At 1 January 2007	2,385	2,626	1,106	6,117
Exchange movement on foreign subsidiaries	17	4	10	31
Additions	409	974	165	1,548
Disposals	(157)	(220)	(35)	(412)
At 31 December 2007	2,654	3,384	1,246	7,284
Depreciation				
At 1 January 2007	(124)	(327)	(116)	(567)
Exchange movement on foreign subsidiaries	(10)	—	(11)	(21)
Charge for the period	(550)	(1,188)	(312)	(2,050)
Disposals	—	182	28	210
At 31 December 2007	(684)	(1,333)	(411)	(2,428)

2008	Leasehold improvements	Computer equipment and software	Furniture, equipment and motor vehicles	Total
	£000s	£000s	£000s	£000s
Cost				
At 1 January 2008	2,654	3,384	1,246	7,284
Exchange movement on foreign subsidiaries	275	48	180	503
Additions	—	640	529	1,169
Disposals	(34)	(7)	(81)	(122)
Reclassification	59	(59)	—	—
At 31 December 2008	2,954	4,006	1,874	8,834
Depreciation				
At 1 January 2008	(684)	(1,333)	(411)	(2,428)
Exchange movement on foreign subsidiaries	(193)	(31)	(115)	(339)
Charge for the period	(645)	(979)	(314)	(1,938)
Disposals	—	8	75	83
Reclassification	(23)	23	—	—
At 31 December 2008	(1,545)	(2,312)	(765)	(4,622)
2009				
Cost				
At 1 January 2009	2,954	4,006	1,874	8,834
Exchange movement on foreign subsidiaries	(51)	(8)	(35)	(94)
Additions	54	102	13	169
Disposals	(34)	(54)	(55)	(143)
Reclassification	211	74	(285)	—
At 30 September 2009	3,134	4,120	1,512	8,766
Depreciation				
At 1 January 2009	(1,545)	(2,312)	(765)	(4,622)
Exchange movement on foreign subsidiaries	37	4	21	62
Charge for the period	(395)	(654)	(286)	(1,335)
Disposals	—	45	43	88
Reclassification	(169)	(22)	191	—
At 30 September 2009	(2,072)	(2,939)	(796)	(5,807)
Net Book value				
At 31 December 2006	2,261	2,299	990	5,550
Net Book value				
At 31 December 2007	1,970	2,051	835	4,856
Net Book value				
At 31 December 2008	1,409	1,694	1,109	4,212
Net Book value				
At 30 September 2009	1,062	1,181	716	2,959

13. Intangible assets

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Net carrying values of intangible assets				
Goodwill arising on acquisition of GIML	240,336	240,336	240,336	240,902
Investment management contracts and trade name arising on acquisition of GIML	201,200	154,950	117,215	94,499
Investment management contracts arising on acquisition of Govett business	1,768	—	—	—
Investment management contracts arising on acquisition of Corporate Bond Fund	—	—	—	1,748
Total intangible assets at end of period	443,304	395,286	357,551	337,149

The Group has determined that it has one CGU for the purpose of assessing the carrying value of goodwill and intangible assets, that of investment management.

For the purpose of impairment testing, the recoverable amount of the business in 2009 was determined by fair value less costs to sell calculations. The fair value less costs to sell was determined using forecast EBITDA and for the twelve months to December 2009 and the twelve months to December 2010 EBITDA multiples based on those of other U.K. listed asset managers at the time of the review.

EBITDA was forecast for 2010 using projections based on the Group's latest approved forecast which covers the 2010 financial year. This budget was prepared taking into account the market conditions prevailing at the statement of financial position date. The principal assumptions in the forecast are those regarding revenue, market growth, changes in levels of business and increases in cost. The assumptions made take account of both past performance and expectations for future market developments. Revenue is assumed to increase at a rate based on the Group's expectations of future levels of the assets under management (''AUM''). AUM are assumed to increase reflecting management's experience of market and fund performance and net inflows. Increases in operating costs have been factored in at existing rates to cover assumed new business volumes and an allowance has been made for general inflation of costs.

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Goodwill arising on acquisition of GIML				
Cost				
At start of period	—	240,336	240,336	240,336
Addition in period	240,336	—	—	566
Total goodwill at end of period	240,336	240,336	240,336	240,902

The addition to goodwill in 2009 arose as a result of a payment due under the tax indemnity provisions of the sale and purchase agreement between Oxford Acquisition III Limited (''OA III''), a subsidiary entity, and Nationwide Mutual Insurance Company (''NMIC'') when the former acquired the GIML Group. This treatment is in accordance with IFRS 3 which provides guidance on accounting for an adjustment to contingent consideration after the initial accounting for a business combination is complete.

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Investment management contracts and trade name arising on acquisition of GIML				
Costs				
At start of period	—	214,090	214,090	214,090
Addition in period	214,090	—	—	—
At end of period	214,090	214,090	214,090	214,090
Amortisation				
At start of period	—	(12,890)	(59,140)	(96,875)
Amortisation charge for the period	(12,890)	(46,250)	(37,735)	(22,716)
At end of period	(12,890)	(59,140)	(96,875)	(119,591)
Net book value at end of period	201,200	154,950	117,215	94,499

The intangible asset relating to the valuation of the investment management contracts is being amortised on a sum of digits basis over the expected average life of the acquired AUM, which have a range of 3 to 15 years depending on the type of contract. The Directors consider this to be an appropriate period. The intangible asset relating to the valuation of the trade name is being amortised on a sum of digits basis over 10 years. The discount rate used for discounting future cash flows is 13.4%.

Govett investment management contracts

In November 2003 GIML purchased investment management contracts from Allied Irish Bank plc. The cost was the total consideration and associated costs of purchase. The total consideration was adjusted to take account of expected future payments due based on client retention at each valuation point as set out in the purchase agreement. Revaluations of the total consideration were carried out at the statement of financial position date in each period. The cost of one business class was written off immediately and the balance was amortised over 4 years as this was the expected average life of the purchased assets under management at the date of acquisition. The Directors considered this to be an appropriate period. Following each revaluation the amortisation charge was adjusted so that the new carrying value would be written off over the remainder of the expected useful life on a straight line basis. The cost was fully amortised as at 31 December 2007.

Further information relating to this purchase is disclosed in Note 24.

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Govett investment management contracts				
Cost				
At start of period	—	2,292	2,292	2,292
Addition in period	2,628	—	—	—
Revaluation	(336)	—	—	—
At end of period	2,292	2,292	2,292	2,292
Amortisation				
At start of period	—	(524)	(2,292)	(2,292)
Amortisation charge for the period	(524)	(1,768)	—	—
At end of period	(524)	(2,292)	(2,292)	(2,292)
Net book value at end of period	1,768	—	—	—

Corporate Bond Fund investment management contract

In July 2009, the Group entered into a co-operation agreement with Rensburg Fund Management Ltd (''Rensburg''). Under this agreement, the management of the Rensburg Corporate Bond Trust (a U.K. Authorised Unit Trust) was transferred to the Group and the fund was converted into a sub fund of the Gartmore OEIC Series II. Under the agreement, the Group agreed to pay consideration to Rensburg related to the size of the fund over a period of three years. The amount capitalised as an intangible asset is the estimated consideration payable to Rensburg of £1,647,000 and directly attributable costs associated with the transaction of £204,000. The initial cost is being amortised over three years being the period over which the benefits are expected to be realised.

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Corporate Bond Fund investment management contract				
Cost				
At start of period	—	—	—	—
Addition in period	—	—	—	1,851
At end of period	—	—	—	1,851
Amortisation				
At start of period	—	—	—	—
Amortisation charge for the period	—	—	—	(103)
At end of period	—	—	—	(103)
Net book value at end of period	—	—	—	1,748

14. Principal group undertakings

Details of the Group's principal subsidiary undertakings are as follows:

Principal subsidiary undertakings	Country of incorporation and registration	Principal activities	% of equity share capital held At 31 December 2006	2007	2008	At 30 September 2009
Oxford Acquisition 0 Limited*	England	Investment holding	100%	100%	100%	100%
Oxford Acquisition I Limited	England	Investment holding	100%	100%	100%	100%
Oxford Acquisition III Limited	England	Investment holding	100%	100%	100%	100%
Oxford Acquisition V Limited*	England	Group financing	n/a	100%	100%	100%
Oxford Acquisition VI	England	Group financing	n/a	100%	100%	100%
Oxford Acquisition VII Limited*	England	Group financing	n/a	100%	100%	100%
Oxford Acquisition VIII	England	Group financing	n/a	100%	100%	100%
Oxford Acquisition IX Limited	England	Investment holding	n/a	n/a	n/a	100%
Oxford Acquisition X Limited	England	Investment holding	n/a	n/a	n/a	100%
Oxford US Acquisition LLC*	USA	Group financing	n/a	100%	100%	100%
Gartmore Investment Management Limited	England	Investment holding, group management and administration	100%	100%	100%	100%
Gartmore Investment Limited	England	Investment management	100%	100%	100%	100%
Gartmore Fund Managers Limited	England	OEIC management	100%	100%	100%	100%
Gartmore Capital Management Limited	England	Investment holding	100%	100%	100%	100%
Gartmore US Limited	England	Investment holding	100%	100%	100%	100%
Gartmore Securities Limited	England	Investment holding	100%	100%	100%	100%
Gartmore Investment Japan Limited	Japan	Investment management	100%	100%	100%	100%
Gartmore Investment Services GmbH	Germany	Marketing services	100%	100%	100%	100%
Gartmore Global Partners	USA	Investment management	100%	100%	100%	100%
Gartmore US Holding Company, Inc.	USA	Investment holding	100%	100%	100%	100%
Gartmore Distribution Services, Inc.	USA	Broker dealer	100%	100%	100%	100%
Gartmore Delaware, Inc.	USA	Employer company	100%	100%	100%	100%

* held directly

15. Purchase of subsidiary undertaking

On 29 September 2006 OA III, a subsidiary undertaking, acquired 100% of the ordinary share capital of GIML. In the period of acquisition, the accounting could only be determined provisionally. The accounting was finalised in the year to 31 December 2007. In 2009 an additional amount was determined under a tax indemnity in the sale and purchase agreement and is payable in 2013.

	Book value	Fair value adjustment	Fair value at date of acquisition
	£000s	£000s	£000s
Property, plant and equipment	5,158	—	5,158
Stock of shares	2,700	—	2,700
Trade and other receivables	137,910	9,649	147,559
Deferred tax asset	24,236	—	24,236
Investments	1,231	—	1,231
Cash and cash equivalents	195,589	—	195,589
Current trade and other payables	(162,379)	—	(162,379)
Non-current trade and other payables	(12,302)	—	(12,302)
Provisions and Post-retirement liabilities	(82,992)	—	(82,992)
Intangible asset—GIML (Note 13)	—	214,090	214,090
Intangible asset—Govett contracts	2,628	—	2,628
Deferred tax on intangible asset (Note 16)	—	(64,227)	(64,227)
	111,779	159,512	271,291
Goodwill (Note 13)			240,902
Consideration			512,193
Satisfied by:			
Cash—provisionally determined			493,178
Cash—subsequently determined			9,649
Payable—subsequently determined			566
Deferred consideration			2,600
Total cash			505,993
Directly attributable costs			6,200
			512,193

The fair value adjustment to trade and other receivables of £9,649,000 relates to alternative fund performance fees which crystallised after the date of acquisition whose fund accounting periods straddled the date of acquisition. In the year to 31 December 2007, £4,538,000 (2006: £5,111,000), being a time weighted share of post tax net performance fees, were subsequently paid to NMIC and are therefore an adjustment to the provisional consideration.

There are no material differences between the income and expense of GIML and the consolidated income statement of the Group other than consolidation adjustments and ongoing costs of financing the Group.

16. Deferred tax assets and liabilities

Deferred tax assets and liabilities recognised by the Group are attributable to the following:

	Pension commitments	Retention costs	Intangible assets	Other temporary differences	Total
	£000s	£000s	£000s	£000s	£000s
At 31 December 2006					
Assets	17,588	3,950	—	926	22,464
Liabilities	—	—	(60,360)	—	(60,360)
	17,588	3,950	(60,360)	926	(37,896)
At 31 December 2007					
Assets	11,093	—	—	703	11,796
Liabilities	—	—	(43,591)	(868)	(44,459)
	11,093	—	(43,591)	(165)	(32,663)
At 31 December 2008					
Assets	5,487	—	—	1,695	7,182
Liabilities	—	—	(32,820)	(744)	(33,564)
	5,487	—	(32,820)	951	(26,382)
At 30 September 2009					
Assets	1,446	—	—	1,683	3,129
Liabilities	—	—	(26,460)	(1,310)	(27,770)
	1,446	—	(26,460)	373	(24,641)

Movement in temporary differences between the statement of financial position dates has been reflected in equity or the income statement as follows:

	Pension commitments	Retention costs	Intangible assets	Other temporary differences	Total
	£000s	£000s	£000s	£000s	£000s
At 17 May 2006	—	—	—	—	—
Arising on acquisition	19,856	3,525	(64,227)	855	(39,991)
(Charged)/credited to the income statement	(2,268)	425	3,867	71	2,095
At 31 December 2006 and at 1 January 2007	17,588	3,950	(60,360)	926	(37,896)
Effect of change in tax rate— (Charged)/credited to the income statement	(686)	—	2,894	—	2,208
(Charged)/credited to the income statement	(4,360)	(3,950)	13,875	(162)	5,403
Charged to equity	(1,449)	—	—	(929)	(2,378)
At 31 December 2007	11,093	—	(43,591)	(165)	(32,663)

	Pension commitments	Retention costs	Intangible assets	Other temporary differences	Total
	£000s	£000s	£000s	£000s	£000s
At 1 January 2008	11,093	—	(43,591)	(165)	(32,663)
(Charged)/credited to the income statement	(5,806)	—	10,771	(326)	4,639
Credited to equity	200	—	—	1,442	1,642
At 31 December 2008 and at 1 January 2009	5,487	—	(32,820)	951	(26,382)
(Charged)/credited to the income statement	(4,193)	—	6,360	864	3,031
Credited/(charged) to equity	152	—	—	(1,442)	(1,290)
At 30 September 2009	1,446	—	(26,460)	373	24,641

Other temporary differences primarily relate to deferred income, differences between depreciation and capital allowances, the portion of the interest free Sterling loan note (disclosed in Note 23) that is deemed to be a capital contribution, and amounts recognised directly in equity relating to cash flow hedges.

17. Trade and other receivables

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Non current assets				
Other debtors	8,079	14,447	—	—
Amounts due from parent	—	—	5,004	5,997
Total non current trade and other receivables	8,079	14,447	5,004	5,997
Current assets				
Trade debtors	28,960	43,540	37,050	46,261
Accrued income	40,373	42,396	26,517	62,370
Other debtors	2,947	4,069	5,002	1,573
Amounts due from parent	—	1,472	28	—
Prepayments	4,382	2,325	4,583	2,928
Total current trade and other receivables	76,662	93,802	73,180	113,132
Total trade and other receivables	84,741	108,249	78,184	119,129

An analysis of the ageing profile of trade and other receivables is provided in Note 28.

The breakdown of the trade and other receivables was:

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Mutual funds	13,716	18,496	11,277	12,896
Mutual funds—trading receivables	25,183	40,195	36,123	44,409
Alternative funds	13,853	19,519	11,558	44,272
Segregated mandates	16,364	7,510	3,853	7,025
Prepayments	4,382	2,325	4,583	2,928
Other	11,243	20,204	10,790	7,599
Total trade and other receivables	84,741	108,249	78,184	119,129

Mutual funds and pooled alternative funds typically settle fees on a monthly basis. Mutual fund trading receivables are due within four working days of the transaction date.

The Group's most significant non mutual fund trading receivable, an alternative fund including performance fees, accounted for £24,659,000 of the trade debtors and accrued income at 30 September 2009 (2008: a mutual fund £2,134,000, 2007: a mutual fund £3,139,000, 2006: a segregated mandate including performance fees £6,543,000).

18. Investments and derivatives

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Fair value through profit or loss				
Investments designated as at FVTPL	1,314	486	460	299
Held for trading—stock of shares	2,618	2,583	1,863	—
Derivative contracts	247	—	—	—
Total current asset investments	4,179	3,069	2,323	299
Financial liabilities				
Derivative contracts	—	(2,571)	(5,151)	—

The investments designated as at FVTPL are seed investments.

Stocks of shares have been held in the normal course of fund management activities and are classified as held for trading current assets. The stock of shares has been reduced to £nil over the course of the nine month period to 30 September 2009. In previous periods the Group held a stock of shares in respect of its OEIC business.

Investments held at fair value through profit or loss are based on quoted market prices at the close of business on the statement of financial position date.

Derivative contracts were entered into in order to manage specific interest rate and currency risks. Interest rate swaps are measured at the present value of the future cash flows estimated and discounted based on the applicable yield curves derived from quoted interest rates. Foreign currency forward contracts are measured using quoted forward exchange rates. There were none as at 30 September 2009.

An analysis of the sensitivity of investments to changes in market prices is disclosed in Note 28.

19. Cash and cash equivalents

	At 31 December			At 30 September	
	2006	2007	2008	2009	2008
	£000s	£000s	£000s	£000s	£000s Unaudited
Cash at bank	161,450	206,856	218,854	189,471	210,975
Cash held in employee benefit trusts	267	842	842	822	842
Cash and cash equivalents on the statement of financial position	161,717	207,698	219,696	190,293	211,817
Bank overdrafts (see Note 22)	(2,671)	(70)	(4,211)	(83)	(2,882)
Cash and cash equivalents for the purpose of the cash flow statement	159,046	207,628	215,485	190,210	208,935

Cash at bank is held by the Group for the purpose of meeting short term cash commitments. It is available upon demand.

Cash held in employee benefit trusts represents cash held on deposit by these trusts that is consolidated. See Note 1 (xxiv). Its use is restricted.

20. Share capital

	31 December		30 September
	2007	2008	2009
	£	£	£
Authorised			
50,000 ordinary shares of $1 each	25,510	25,510	25,510
Allotted, called-up and fully paid			
100 ordinary shares of $1 each	51	51	51

Comparative information is not provided for 2006 as GGL was incorporated in 2007, following which the Group underwent a reorganisation on 17 May 2007.

21. Movement on share premium and reserves

	Share Premium	Capital Contribution	Exchange Reserve	Retained Earnings	Cash Flow Hedge Reserve	Total
	£000s	£000s	£000s	£000s	£000s	£000s
At 17 May 2006	—	—	—	—	—	—
Total comprehensive income net of taxation	—	—	(559)	(1,022)	—	(1,581)
At 31 December 2006 and at 1 January 2007	—	—	(559)	(1,022)	—	(1,581)
Total comprehensive income net of taxation	—	—	336	8,722	(2,518)	6,540
Capital contribution from parent	—	2,385	—	—	—	2,385
At 31 December 2007 and at 1 January 2008	—	2,385	(223)	7,700	(2,518)	7,344
Total comprehensive income net of taxation	—	—	6,042	(147,518)	(1,191)	(142,667)
At 31 December 2008 and at 1 January 2009	—	2,385	5,819	(139,818)	(3,709)	(135,323)
Total comprehensive income net of taxation	—	—	(1,690)	38,705	3,709	40,724
At 30 September 2009	—	2,385	4,129	(101,113)	—	(94,599)

Share premium of £49 was contributed in the year to 31 December 2007.

The Capital Contribution Reserve relates to the interest free Sterling loan note referred to in Note 23, owed to the parent. It represents the fair value of the interest that is deemed payable over the loan, less the deferred tax liability arising thereon.

The Cash Flow Hedge Reserve represents the net losses on effective cash flow hedging instruments that is recycled to the income statement when the hedge transaction affects the income statement. This reserve is not distributable.

The Exchange Reserve represents amounts relating to the retranslation of assets and liabilities into Sterling of non-sterling functional currency subsidiaries.

22. Trade and other payables

	31 December			30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Current trade and other payables				
Bank overdraft	2,671	70	4,211	83
Trade creditors	32,364	52,322	40,104	49,051
Amount due to other group undertakings	4,065	—	—	11
Other creditors	13,592	12,953	7,338	1,667
Taxation and social security	13,666	22,890	1,680	671
Accruals and deferred income	70,548	74,053	62,979	78,072
	136,906	162,288	116,312	129,555
Non-current trade and other payables				
Accruals and deferred income	16,462	2,635	1,564	761
Other creditors	—	—	—	690
	16,462	2,635	1,564	1,451

23. Long term borrowings

	31 December			30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Debt	491,485	493,206	644,231	584,064
Debt issuance expenses	(7,588)	(8,826)	(6,021)	(4,086)
	483,897	484,380	638,210	579,978
Debt				
In issue at start of period	—	491,485	493,206	644,231
Issued in period	494,898	512,917	—	—
Repaid/acquired in period	—	(528,525)	(15,208)	(8,723)
Gain on repurchase of own debt	—	—	—	(2,346)
Deemed interest on 0% Sterling loan note	—	249	415	330
Exchange movement in period	(3,413)	17,080	165,818	(49,428)
At end of period	491,485	493,206	644,231	584,064
Debt issuance expenses				
Book value of debt issuance expenses at start of period	—	7,588	8,826	6,021
Expenses on debt issued in period	13,279	10,556	—	—
Amortised in period	(5,691)	(9,318)	(2,642)	(1,935)
Release of debt expense accruals	—	—	(163)	—
At end of period	7,588	8,826	6,021	4,086

The Group debt at 30 September 2009 is a mixture of Euro and US dollar floating rate debt and a Sterling loan note.

At 31 December 2006	Interest Rate	Maturity	Currency	£ equivalent when issued	£ equivalent
			000s	£000s	£000s
Euro floating rate debt	Euribor plus 2.375%	2013	€ 267,817	180,000	180,958
US dollar floating rate debt	US Libor plus 2.375%	2013	$ 226,632	120,000	115,629
Eurobonds	8.1%	2016	£ 182,274	182,274	182,274
Sterling cumulative loan notes	8.0%	2016	£ 12,624	12,624	12,624
				494,898	491,485

At 31 December 2007	Interest Rate	Maturity	Currency	£ equivalent when issued	£ equivalent
			000s	£000s	£000s
Euro floating rate debt	Euribor plus 1.75%	2014	€ 342,956	234,457	252,564
US dollar floating rate debt	US Libor plus 1.75%	2014	$ 465,330	236,145	233,085
Sterling loan note	0%	2014	£ 7,308	7,308	7,557
				477,910	493,206

At 31 December 2008	Interest Rate	Maturity	Currency	£ equivalent when issued	£ equivalent
			000s	£000s	£000s
Euro floating rate debt	Euribor plus 1.75%	2014	€ 333,029	227,992	321,985
US dollar floating rate debt	US Libor plus 1.75%	2014	$ 451,862	228,525	314,273
Sterling loan note	0%	2014	£ 7,308	7,308	7,973
				463,825	644,231

At 30 September 2009	Interest Rate	Maturity	Currency	£ equivalent when issued	£ equivalent
			000s	£000s	£000s
Euro floating rate debt	Euribor plus 2.00%	2014	€ 326,724	223,676	298,597
US dollar floating rate debt	US Libor plus 2.00%	2014	$ 443,302	224,196	277,168
Sterling loan note	0%	2014	£ 7,308	7,308	8,299
				455,180	584,064

On 29 September 2006, GIML was acquired by OA III. The acquisition was partly financed by long term debt of £300.0m. On 17 May 2007 the long term debt was increased to £506.0m at a margin of 2.0%, a portion of the proceeds being used to repay the 8.1% Eurobonds and the 8.0% Sterling cumulative loan notes. Additionally the parent, OPLP, made an interest free Sterling loan to the Group related to the refinancing in 2007. The Group has applied a deemed interest rate of 5.5% to this note.

In accordance with the Senior Credit Agreement (''SCA''), the margin on both the Euro and US dollar floating rate debt is 2.0% as the leverage ratio is currently above 3.75. This reduces to 1.75% when the leverage ratio falls below 3.75, and Gartmore remains in compliance with all other terms of the SCA. The margin payable at 30 September 2009 was 2.0% (2008: 1.75%, 2007: 1.75%, 2006: 2.375%).

In 2009 the Group bought back some of its own long term debt spending £5.7m on debt with a face value of £8.1m. Also in 2009, the Group made a mandatory repayment at par of £3.0m (2008: £nil, 2007 £nil, 2006 £nil) and no voluntary repayments (2008: £15.2m, 2007: £35.4m, 2006 £nil).

Under various financing agreements certain Group companies irrevocably and unconditionally, jointly and severally guarantee each borrower's obligations. Certain Group companies also granted security over substantially all of their assets, securing the same obligations.

24. Provisions

	At 17 May 2006	Provided/ arising on acquisition	Paid	Released	At 31 December 2006	Current	Non-current
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
2006							
Govett purchase	—	2,177	—	(336)	1,841	1,841	—
Split capital settlement	—	672	—	(450)	222	222	—
Premises	—	2,775	—	—	2,775	—	2,775
Investment trust VAT reclaim	—	8,079	—	—	8,079	—	8,079
	—	13,703	—	(786)	12,917	2,063	10,854

2007	At 1 January 2007	Provided	Paid	Released	At 31 December 2007	Current	Non-current
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
Govett purchase	1,841	—	(1,841)	—	—	—	—
Split capital settlement	222	—	(136)	(86)	—	—	—
Premises	2,775	891	—	—	3,666	—	3,666
Investment trust VAT reclaim	8,079	6,407	—	—	14,486	—	14,486
OEIC VAT reclaim	—	8,302	(4,434)	(2,020)	1,848	1,848	—
	12,917	15,600	(6,411)	(2,106)	20,000	1,848	18,152

2008	At 1 January 2008	Provided	Paid	Released	At 31 December 2008	Current	Non-current
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
Premises	3,666	769	—	—	4,435	—	4,435
Investment trust VAT reclaim	14,486	408	(8,623)	(5,285)	986	986	—
OEIC VAT reclaim	1,848	—	(1,220)	(628)	—	—	—
	20,000	1,177	(9,843)	(5,913)	5,421	986	4,435

2009	At 1 January 2009	Provided	Paid	Released	At 30 September 2009	Current	Non-current
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
Premises	4,435	452	—	—	4,887	—	4,887
Investment trust VAT reclaim	986	—	(818)	(168)	—	—	—
Corporate bond fund acquisition	—	1,647	—	—	1,647	411	1,236
Regulatory action	—	1,967	—	—	1,967	1,967	—
	5,421	4,066	(818)	(168)	8,501	2,378	6,123

Govett purchase

The provision in respect of the Govett purchase was the total deferred consideration that was expected to become payable. This amount was dependent upon client retention after the transfer to the Group. The amount was adjusted as necessary depending on the actual client retention over the three years following the purchase. The final payment was made in 2007.

Split capital settlement

The split capital settlement provision related to work carried out responding to a number of complaints received by a subsidiary undertaking and referred to the Financial Ombudsman Service and related issues. The complaints were in respect of split capital investment trusts that were managed by the Group. The amounts provided were the Directors' estimate of the amounts that would be paid in the next year. The final amount was settled in 2007.

Premises

The premises provision mainly relates to reinstatement works that will be required to be made to the Group's premises at Gartmore House upon the expiry of the lease in 2012. A report was commissioned in 2005 setting out the estimated costs required at that point.

An additional provision was created in 2008 in relation to a second property, Kings House. The lease on that property will expire in 2013.

The provisions are sensitive to the ultimate cost of repairs to the properties.

Investment trusts VAT reclaim

Following a ruling by the European Court of Justice in 2007, HM Revenue & Customs (''HMRC'') announced in November 2007 that VAT exemption would be extended to management fees charged to investment trusts and U.K. law would be amended so as to conform to EU law. The investment trusts that are clients of the Group, along with former clients, sought repayment of VAT previously charged prior to the EU judgment. The Group submitted protective claims to HMRC to recover VAT charged on such management fees for the maximum period permissible under the capping legislation that existed.

The Group made provision to pay the amounts concerned over to the investment trusts. HMRC has settled these protective claims and those monies were passed on to the investment trusts during 2008 and 2009. The Group is indemnified by NMIC for all non-recoverable tax items prior to 29 September 2006. Amounts that were non recoverable from HMRC have been recorded as a recoverable amount from NMIC as part of the net balance with that entity.

OEIC VAT reclaim

Following the ruling of the European Court of Justice in the Abbey National case (C-169/04) issued on 5 May 2006, the Group became entitled to claim refunds of VAT from HMRC in respect of VAT charged on certain administration services supplied by it to certain OEICs, and also from third party administrators in respect of similar services charged to it. The VAT was received from HMRC and passed on to the OEICs during 2008. In 2008 the settlement amount was agreed, transferred to creditors and settled in 2009.

Corporate bond fund acquisition

In July 2009, the Group entered into a co-operation agreement with Rensburg Fund Management Ltd (''Rensburg''). Under this agreement, the management of the Rensburg Corporate Bond Trust (a U.K. Authorised Unit Trust) was transferred to the Group and the fund was converted into a sub fund of the Gartmore OEIC Series II. Under the agreement, the Group agreed to pay consideration to Rensburg related to the size of the fund over a period of three years. The total amount of consideration is uncertain and therefore has been included as a provision at 30 September 2009. As discussed in Note 13, the estimated amount payable to Rensburg has been capitalised as an intangible asset. The provision is sensitive to changes in the value of the acquired fund.

Regulatory action

A continental European financial regulator is investigating the alleged conduct of two employees of the Group for which it is considered more likely than not that that a fine will be levied against it. The Group has conducted a full due diligence exercise and is rigorously defending the charges. Although uncertainty exists as to the outcome of the case and any potential payments, a provision has been made which has been based upon fines levied against other companies for similar cases. The provision is sensitive to the outcome of the case and any fines levied.

Gartmore Investment Limited is also currently responding to an information request from the United States Securities and Exchange Commission in respect of certain trading activity. It is expected that this request will result in enforcement action and financial payments. A provision has been made taking account of settlements agreed by the Securities and Exchange Commission with other financial institutions.

25. Post-retirement liability

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Gartmore Pension Scheme (see Note 26)	—	—	—	—
Post-retirement medical scheme (see Note 26)	525	540	229	322
Post-retirement liability	525	540	229	322

26. Pension commitments

Gartmore Pension Scheme

The Group contributed at a rate of 17.6% of pensionable salaries until 11 August 2006 at which point the scheme closed to new entrants and ceased accrual of future benefits.

In accordance with the Memorandum of Understanding with the scheme's Trustee, the Group paid special contributions into the scheme of £76.9m in the period to December 2006.

The agreed investment strategy of the Gartmore Pension scheme is liability driven. Hedges were in place to hedge against the effect of inflation and interest rate changes on the liabilities of the scheme at 30 September 2009, 31 December 2008, 2007 and 2006.

The amounts recognised in the income statement are as follows:

	3 months to 31 December	12 months to 31 December		9 months to 30 September	
	2006	2007	2008	2009	2008
	£000s	£000s	£000s	£000s	£000s Unaudited
Interest on obligation (Note 9)	—	(6,036)	(4,588)	(2,925)	(3,497)
Expected return on scheme assets (Note 9)	—	7,005	5,289	3,468	4,022
Settlement loss (Note 7)	—	(5,781)	—	—	—
Total included in income statement	—	(4,812)	701	543	525

The amounts recognised in the SOCI are as follows:

	3 months to 31 December	12 months to 31 December		9 months to 30 September	
	2006	2007	2008	2009	2008
	£000s	£000s	£000s	£000s	£000s Unaudited
Change in non-recoverable surplus	—	(4,453)	(701)	(543)	(525)
Gain recognised through SOCI	—	9,265	—	—	—
Taxation	—	(1,431)	200	152	150
Total included in SOCI	—	3,381	(501)	(391)	(375)

The total cumulative pre-tax amount of actuarial gains recognised in the SOCI was £3,568,000 at 30 September 2009 (period to 30 September 2008: £4,287,000, 2008: £4,111,000, 2007: £4,812,000, 2006: £nil).

The amounts recognised in the statement of financial position from the date of transition to IFRS are as follows:

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Present value of funded obligations	(107,070)	(85,435)	(61,704)	(81,092)
Fair value of scheme assets	143,010	125,828	150,558	136,654
Surplus	35,940	40,393	88,854	55,562
Unrecoverable surplus (see Note 1(xxi))	(35,940)	(40,393)	(88,854)	(55,562)
Net asset/(liability)	—	—	—	—

Movements in the net liability recognised in the statement of financial position are as follows:

	At 31 December			At 30 September	
	2006	2007	2008	2009	2008
	£000s	£000s	£000s	£000s	£000s Unaudited
Net liability at start of period/ arising on acquisition	(76,850)	—	—	—	—
Net (loss)/gain recognised in the income statement	—	(4,812)	701	543	525
Employer contributions	76,850	—	—	—	—
Net gain/(loss) recognised in SOCI	—	4,812	(701)	(543)	(525)
Net asset/(liability) at end of period	—	—	—	—	—

Movements in the present value of the defined benefit obligation were as follows:

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Opening defined benefit obligation	—	(107,070)	(85,435)	(61,704)
Arising on acquisition	(107,370)	—	—	—
Interest cost (Note 9)	—	(6,036)	(4,588)	(2,925)
Benefits paid	300	1,410	7,147	2,480
Settlement gain	—	18,879	—	—
Actuarial gains/(losses)	—	7,382	21,172	(18,943)
Closing defined benefit obligation	(107,070)	(85,435)	(61,704)	(81,092)

Benefits paid consist of pensions in payment, pension commencement lump sums and expenses that are paid from the scheme.

Movements in the fair value of the scheme assets were as follows:

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Opening fair value of scheme assets	—	143,010	125,828	150,558
Arising on acquisition	66,460	—	—	—
Expected return (Note 9)	—	7,005	5,289	3,468
Contributions by employer	76,850	—	(7,147)	—
Benefits paid	(300)	(1,410)	—	(2,480)
Settlement or curtailment loss	—	(24,660)	26,588	—
Actuarial gains/(losses)	—	1,883	—	(14,892)
Closing fair value of scheme assets	143,010	125,828	150,558	136,654

The major categories of scheme assets as a percentage of total scheme assets are as follows:

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Bonds	—	—	—	104,149
Money market fund	145,441	121,808	109,198	31,688
Derivatives	(2,431)	4,020	41,360	817
	143,010	125,828	150,558	136,654

	At 31 December			At 30 September
	2006	2007	2008	2009
	%	%	%	%
Bonds	0.0%	0.0%	0.0%	76.2%
Money market fund	101.7%	96.8%	72.5%	23.2%
Derivatives	(1.7)%	3.2%	27.5%	0.6%
	100.0%	100.0%	100.0%	100.0%

Principal actuarial assumptions at the statement of financial position date:

	At 31 December			At 30 September
	2006	2007	2008	2009
Discount rate at measurement date	4.90%	5.60%	6.50%	5.70%
Expected return on scheme assets at measurement date	4.90%	4.70%	3.50%	4.10%
Future pension increases	3.10%	3.40%	2.90%	3.40%
Inflation	3.10%	3.40%	3.10%	3.50%

The expected rates of return on assets at measurement dates have been determined as a weighted average of the expected returns for each asset class held by the scheme at that date.

The mortality assumptions used to calculate the liability figures for the scheme at the accounting dates are based on the PA92 birth year mortality tables with medium cohort projections. Using these tables, the life expectancy for a member currently aged 60 is 26.9 years (2008: 26.8 years, 2007: 26.7 years, 2006: 26.7 years). The life expectancy from age 60 for someone currently aged 40 is 28.0 years (2008: 27.9 years, 2007: 27.9 years, 2006: 27.9 years).

Scheme benefit accrual and salary linkage ceased on 11 August 2006 and accordingly no salary increase assumption is applicable at 30 September 2009 (2008: nil, 2007: nil, 2006: nil).

The defined benefit obligation at the statement of financial position date is subject to the following sensitivities to changes in the actuarial assumptions:

	3 months to 31 December 2006	12 months to 31 December 2007
Discount rate: +0.5%/–0.5%	–/+17%	–/+17%
Inflation rate: +0.5%/–0.5%	+/– 17%	+/–17%
Salary increases: +0.5%/–0.5%	n/a	n/a
Life expectancy: increase by 1 year	+3.5%	+3.5%

	12 months to 31 December 2008	9 months to 30 September 2009
	£m	£m
Discount rate: +0.1%/–0.1%	–/+1.5	–/+2.0
Inflation rate: +0.1%/–0.1%	+/–1.5	+/–2.0
Salary increases: +0.1%/–0.1%	n/a	n/a
Life expectancy: increase by 1 year	+1.1	+1.8

The sensitivities to a change in discount rate, inflation rate and salary increases were reported based on a 0.5% change in the period to 31 December 2006 and year to 31 December 2007, and a 0.1% change in the year to 31 December 2008 and period to 30 September 2009. This was due to 0.1% being considered a more appropriate measure in subsequent periods.

The scheme currently has an unrecognised surplus so any increase in the scheme's overall liabilities resulting from changes to the actuarial assumptions would initially be offset against this surplus with no impact on the net assets of the Group.

History of experience gains and losses from the date of transition to IFRS

	3 months to 31 December	12 months to 31 December		9 months to 30 September
	2006	2007	2008	2009
Experience adjustments on scheme assets:				
Gain/(loss) (£000s)	—	1,883	26,588	(14,892)
Percentage of scheme assets (%)	0.0	1.5	17.7	10.9
Experience adjustment on scheme liabilities:				
Gain/(loss) (£000s)	—	(367)	(515)	(552)
Percentage of scheme liabilities (%)	0.0	0.0	0.8	0.7
Changes in assumptions underlying the present value of the scheme liabilities:				
Gain/(loss) (£000s)	—	7,749	21,687	(18,391)
Percentage of scheme liabilities (%)	0.0	9.1	35.1	22.7

Post-retirement medical scheme

The Group also has a post-retirement medical scheme. This has been closed to new employees since 1995. Applicable employees are eligible to receive benefits when they retire from employment with the Group. The Group has estimated the value of this liability to be £322,000 at 30 September 2009 (2008: £229,000, 2007: £540,000, 2006: £525,000).

No interest payable on the pension obligation was taken to the income statement in the period (2008: £nil, 2007: £32,000, 2006: £nil). No amount was recognised in respect of actuarial gains, net of taxation, in the SOCI during 2009 (2008 £nil, 2007: £17,000, 2006: £nil).

27. Operating lease commitments

The Group had total commitments to pay rentals under operating leases, relating to land and buildings of the following amounts:

	At 31 December			At 30 September	
	2006	2007	2008	2009	2008
	£000s	£000s	£000s	£000s	£000s Unaudited
In less than one year	4,338	5,214	5,832	5,622	5,784
In the second to fifth years inclusive	16,174	18,434	14,715	9,815	15,800
In more than five years	3,452	326	—	—	27
	23,964	23,974	20,547	15,437	21,611

28. Financial risk management

Categories of financial instrument

At 31 December the Group had financial instruments at the carrying values below:

2006	Designated as FVTPL	Held for trading	Loans and receivables	At amortised cost	Designated hedge accounting	Total financial instruments	Non financial instruments	Total
	£000s	£000s	£000s	£000s	£000s	£000s	£000s	£000s
Assets								
Property, plant and equipment	—	—	—	—	—	—	5,550	5,550
Intangible assets	—	—	—	—	—	—	443,304	443,304
Deferred tax asset	—	—	—	—	—	—	22,464	22,464
Trade and other receivables *	—	—	—	—	—	—	8,079	8,079
Trade and other receivables **	—	—	73,715	—	—	73,715	2,947	76,662
Investments	1,314	2,865	—	—	—	4,179	—	4,179
Cash and cash equivalents	—	—	161,717	—	—	161,717	—	161,717
Liabilities								
Long-term borrowings	—	—	—	(483,897)	—	(483,897)	—	(483,897)
Trade and other payables *	—	—	—	(16,462)	—	(16,462)	—	(16,462)
Provisions*	—	—	—	—	—	—	(10,854)	(10,854)
Post-retirement liability	—	—	—	—	—	—	(525)	(525)
Deferred tax liability	—	—	—	—	—	—	(60,360)	(60,360)
Trade and other payables **	—	—	—	(105,583)	—	(105,583)	(31,323)	(136,906)
Provisions**	—	—	—	—	—	—	(2,063)	(2,063)
Current tax	—	—	—	—	—	—	(12,469)	(12,469)
	1,314	2,865	235,432	(605,942)	—	(366,331)	364,750	(1,581)

* denotes non-current assets and liabilities and ** denotes current assets and liabilities where the distinction is required.

2007	Designated as FVTPL	Held for trading	Loans and receivables	At amortised cost	Designated hedge accounting	Total financial instruments	Non financial instruments	Total
	£000s	£000s	£000s	£000s	£000s	£000s	£000s	£000s
Assets								
Property, plant and equipment	—	—	—	—	—	—	4,856	4,856
Intangible assets	—	—	—	—	—	—	395,286	395,286
Deferred tax asset	—	—	—	—	—	—	11,796	11,796
Trade and other receivables*	—	—	—	—	—	—	14,447	14,447
Trade and other receivables**	—	—	88,261	—	—	88,261	5,541	93,802
Investments	486	2,583	—	—	—	3,069	—	3,069
Cash and cash equivalents	—	—	207,698	—	—	207,698	—	207,698
Liabilities								
Long-term borrowings	—	—	—	(484,380)	—	(484,380)	—	(484,380)
Trade and other payables*	—	—	—	(2,635)	—	(2,635)	—	(2,635)
Provisions*	—	—	—	—	—	—	(18,152)	(18,152)
Post-retirement liability	—	—	—	—	—	—	(540)	(540)
Deferred tax liability	—	—	—	—	—	—	(44,459)	(44,459)
Trade and other payables**	—	—	—	(126,445)	—	(126,445)	(35,843)	(162,288)
Provisions**	—	—	—	—	—	—	(1,848)	(1,848)
Derivatives	—	(53)	—	—	(2,518)	(2,571)	—	(2,571)
Current tax	—	—	—	—	—	—	(6,737)	(6,737)
	486	2,530	295,959	(613,460)	(2,518)	(317,003)	324,347	7,344

* denotes non-current assets and liabilities and ** denotes current assets and liabilities where the distinction is required.

2008	Designated as FVTPL	Held for trading	Loans and receivables	At amortised cost	Designated hedge accounting	Total financial instruments	Non financial instruments	Total
	£000s	£000s	£000s	£000s	£000s	£000s	£000s	£000s
Assets								
Property, plant and equipment	—	—	—	—	—	—	4,212	4,212
Intangible assets	—	—	—	—	—	—	357,551	357,551
Deferred tax asset	—	—	—	—	—	—	7,182	7,182
Trade and other receivables*	—	—	5,004	—	—	5,004	—	5,004
Trade and other receivables**	—	—	63,595	—	—	63,595	9,585	73,180
Investments	460	1,863	—	—	—	2,323	—	2,323
Cash and cash equivalents	—	—	219,696	—	—	219,696	—	219,696
Liabilities								
Long-term borrowings	—	—	—	(644,231)	—	(644,231)	6,021	(638,210)
Trade and other payables*	—	—	—	(1,564)	—	(1,564)	—	(1,564)
Provisions*	—	—	—	—	—	—	(4,435)	(4,435)
Post-retirement liability	—	—	—	—	—	—	(229)	(229)
Deferred tax liability	—	—	—	—	—	—	(33,564)	(33,564)
Trade and other payables**	—	—	—	(107,341)	—	(107,341)	(8,971)	(116,312)
Provisions**	—	—	—	—	—	—	(986)	(986)
Derivatives	—	—	—	—	(5,151)	(5,151)	—	(5,151)
Current tax	—	—	—	—	—	—	(4,020)	(4,020)
	460	1,863	288,295	(753,136)	(5,151)	(467,669)	332,346	(135,323)

* denotes non-current assets and liabilities and ** denotes current assets and liabilities where the distinction is required.

At 30 September the Group had financial instruments at the carrying values below:

2009	Designated as FVTPL	Held for trading	Loans and receivables	At amortised cost	Designated hedge accounting	Total financial instruments	Non financial instruments	Total
	£000s	£000s	£000s	£000s	£000s	£000s	£000s	£000s
Assets								
Property, plant and equipment	—	—	—	—	—	—	2,959	2,959
Intangible assets	—	—	—	—	—	—	337,149	337,149
Deferred tax asset	—	—	—	—	—	—	3,129	3,129
Trade and other receivables*	—	—	5,997	—	—	5,997	—	5,997
Trade and other receivables**	—	—	108,631	—	—	108,631	4,501	113,132
Investments	299	—	—	—	—	299	—	299
Cash and cash equivalents	—	—	190,293	—	—	190,293	—	190,293
Current tax	—	—	—	—	—	—	1,875	1,875
Liabilities								
Long-term borrowings	—	—	—	(584,064)	—	(584,064)	4,086	(579,978)
Trade and other payables*	—	—	—	(1,451)	—	(1,451)	—	(1,451)
Provisions*	—	—	—	—	—	—	(6,123)	(6,123)
Post-retirement liability	—	—	—	—	—	—	(322)	(322)
Deferred tax liability	—	—	—	—	—	—	(27,770)	(27,770)
Trade and other payables**	—	—	—	(127,217)	—	(127,217)	(2,338)	(129,555)
Provisions*	—	—	—	—	—	—	(2,378)	(2,378)
Current tax	—	—	—	—	—	—	(1,855)	(1,855)
	299	—	304,921	(712,732)	—	(407,512)	312,913	(94,599)

* denotes non-current assets and liabilities and ** denotes current assets and liabilities where the distinction is required.

There is no material difference between the carrying value and fair value of the assets and liabilities of the Group with the exception of long term borrowings. The carrying value of long term borrowings at 30 September 2009 was £584.1m (December 2008: £644.2m) whilst the fair value was £438.3m (December 2008: £299.0m). At 31 December 2007 and 2006 there were no material differences between the carrying value and the fair value. The fair value has been based on data obtained from a financial information services company.

Gains and losses recognised in the income statement during the period to 31 December by category are shown below:

2006	Financial assets at FVTPL						
	Designated on initial recognition	Held for trading	Loans and receivables	Financial liabilities at amortised cost	Total gains and losses on financial instruments	Other income and expense	Total
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
Management fees	—	—	—	—	—	60,755	60,755
Performance fees	—	—	—	—	—	10,887	10,887
Other revenue	79	(213)	590	—	456	3,672	4,128
Fee and commission expenses	—	—	—	—	—	(12,843)	(12,843)
Other operating expenses	—	—	—	—	—	(35,554)	(35,554)
Staff costs from closed schemes	—	—	—	—	—	(6,119)	(6,119)
Intangible amortisation	—	—	—	—	—	(13,414)	(13,414)
Finance income	—	—	—	3,413	3,413	2,528	5,941
Finance expenses	—	—	—	—	—	(15,051)	(15,051)
Taxation	—	—	—	—	—	248	248
	79	(213)	590	3,413	3,869	(4,891)	(1,022)

2007	Financial assets at FVTPL						
	Designated on initial recognition	Held for trading	Loans and receivables	Financial liabilities at amortised cost	Total gains and losses on financial instruments	Other income and expense	Total
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
Management fees	—	—	—	—	—	273,903	273,903
Performance fees	—	—	—	—	—	128,967	128,967
Other revenue	108	678	837	—	1,623	14,125	15,748
Fee and commission expenses	—	—	—	—	—	(57,969)	(57,969)
Other operating expenses	—	—	—	—	—	(207,790)	(207,790)
Staff costs from closed schemes	—	—	—	—	—	(33,272)	(33,272)
Pension scheme settlement losses	—	—	—	—	—	(5,781)	(5,781)
Intangible amortisation	—	—	—	—	—	(48,018)	(48,018)
Finance income	—	—	—	—	—	16,539	16,539
Finance expenses	—	—	—	(17,080)	(17,080)	(50,248)	(67,328)
Taxation	—	—	—	—	—	(9,658)	(9,658)
	108	678	837	(17,080)	(15,457)	20,798	5,341

2008	Financial assets at FVTPL						
	Designated on initial recognition	Held for trading	Loans and receivables	Financial liabilities at amortised cost	Total gains and losses on financial instruments	Other income and expense	Total
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
Management fees	—	—	—	—	—	251,363	251,363
Performance fees	—	—	—	—	—	27,747	27,747
Other revenue	(78)	(1,066)	5,514	—	4,370	12,574	16,944
Fee and commission expenses	—	—		—	—	(53,934)	(53,934)
Other operating expenses	—	—	—	—	—	(153,811)	(153,811)
Intangible amortisation	—	—	—	—	—	(37,735)	(37,735)
Finance income	—	—	6,566	—	6,566	13,641	20,207
Finance expenses	—	—	—	(165,818)	(165,818)	(43,369)	(209,187)
Taxation	—	—	—	—	—	(8,611)	(8,611)
	(78)	(1,066)	12,080	(165,818)	(154,882)	7,865	(147,017)

Gains and losses recognised in the income statement during the period to 30 September by category are shown below:

2009	Financial assets at FVTPL: Designated on initial recognition	Financial assets at FVTPL: Held for trading	Loans and receivables	Financial liabilities at amortised cost	Total gains and losses on financial instruments	Other income and expense	Total
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
Management fees	—	—	—	—	—	142,684	142,684
Performance fees	—	—	—	—	—	55,909	55,909
Other revenue	675	(30)	(1,069)	—	(424)	8,928	8,504
Fee and commission expenses	—	—		—	—	(38,582)	(38,582)
Other operating expenses	—	—	—	—	—	(130,463)	(130,463)
Intangible amortisation	—	—	—	—	—	(22,819)	(22,819)
Finance income	—	—	—	51,774	51,774	4,271	56,045
Finance expenses	—	—	(6,658)	—	(6,658)	(25,804)	(32,462)
Taxation	—	—	—	—	—	280	280
	675	(30)	(7,727)	51,774	44,692	(5,596)	39,096

2008 Unaudited	Financial assets at FVTPL: Designated on initial recognition	Financial assets at FVTPL: Held for trading	Loans and receivables	Financial liabilities at amortised cost	Total gains and losses on financial instruments	Other income and expense	Total
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
Management fees	—	—	—	—	—	200,153	200,153
Performance fees	—	—	—	—	—	21,079	21,079
Other revenue	(78)	(927)	3,006	—	2,001	9,948	11,949
Fee and commission expenses	—	—	—	—	—	(42,815)	(42,815)
Other operating expenses	—	—	—	—	—	(111,505)	(111,505)
Intangible amortisation	—	—	—	—	—	(29,100)	(29,100)
Finance income	—	—	441	—	441	10,744	11,185
Finance expenses	—	—	—	(45,366)	(45,366)	(31,303)	(76,669)
Taxation	—	—	—	—	—	(8,846)	(8,846)
	(78)	(927)	3,447	(45,366)	(42,924)	18,355	(24,569)

During the period a profit of £3,709,000 net of deferred taxation (period to 30 September 2008: £1,346,000, 2008: loss of £1,191,000, 2007: loss of £2,518,000, 2006: £nil) was recognised directly in equity reflecting the net profit/loss on derivative instruments in designated hedge accounting relationships.

Overview

The Group's risk management is a structured process which identifies, measures and reports risk. It aims to identify potential changes in the risk profile of the business and is built on formal governance processes, individual responsibility and senior management oversight. Risk is controlled through a network of procedures, checks, reports and responsibilities. The risk management structure is supported by legal and compliance advice, guidance from internal audit and input from the business areas. The maintenance of core business processes and continuance of ordinary business activity is ensured by the Group's business continuity plans and that of its outsource partners.

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Equity market risk
- Foreign currency risk
- Interest rate risk
- Liquidity risk

This note sets out information about the Group's exposure to each of these risks. It explains how these risks are measured and managed. Further quantitative disclosures are made in other notes to the financial information.

The Group's exposure to financial instruments can include seed capital investments, stocks of shares, derivative contracts, cash and cash equivalents, trade receivables, accrued income, trade payables, accruals and deferred income and long term borrowings.

Credit risk

Credit risk is the risk of loss to the Group if a client, fund or counterparty fails to meet its contractual payment obligations. The Group is exposed to credit risk on amounts due from clients, representing investment management fees and performance fees due, and amounts due for the purchase and redemption of shares in mutual funds. The Group may also be exposed to credit risk on amounts due from counterparties in swap and forward currency transactions and from banks in respect of cash deposits.

All financial assets are exposed to credit risk, as shown below:

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Trade and other receivables	73,715	88,261	68,599	114,628
Investments	4,179	3,069	2,323	299
Cash and cash equivalents	161,717	207,698	219,696	190,293
	239,611	299,028	290,618	305,220

No financial instruments were past due, with the exception of certain trade debtors. The ageing of trade debtors is shown below:

	At 31 December			At 30 September
	2006 Restated	2007 Restated	2008 Restated	2009
	£000s	£000s	£000s	£000s
Not past due	22,915	23,728	32,427	32,654
Past due 0 to 30 days	5,705	19,486	3,898	13,358
Past due 31 to 150 days	340	326	725	249
Total trade debtors (Note 17)	28,960	43,540	37,050	46,261

The ageing analysis for the years ended 31 December 2008, 2007 and 2006 has been restated to more accurately reflect the position at these dates. This was as a result of more detailed information becoming available in the period ended 30 September 2009 in respect of mutual fund trading receivables which were previously believed not to be past due. However, in most periods a significant amount were actually aged between one to six days past due. Whilst there was no impact on any financial information line item previously reported, the change has caused an increase in the value reported as past due. These amounts were subsequently received following the statement of financial position date.

At 30 September 2009 there is no significant concentration in fees owed by underlying clients or distributors although one alternative fund did account for 23% of the total trade debtors and accrued income. However, management fees from mutual funds and pooled alternative funds, representing the majority of management fees, are collected monthly. Additionally performance fees are generally collected within one month of crystallisation. Amounts due from clients investing in mutual funds are closely monitored by administrators, and upon default the loss is limited to the amount of any adverse market or foreign exchange movements in the value of the fund holding that have occurred since the transaction was placed. An analysis of trade and other receivables by type of fund is provided in Note 17.

The majority of the cash and cash equivalents are held as liquid, short term deposits with banks which have credit ratings of AA− or better. Cash balances are disclosed in Note 19.

At the period end cash and cash equivalents were held at institutions rated the following by Standard and Poor's:

	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
A	961	7,477	14,420	6,703
AA	160,756	200,221	205,276	183,590
Total	161,717	207,698	219,696	190,293

Equity market risk

Equity market risk is the risk that equity market changes will reduce the value of financial instruments held by the Group.

The equity market exposure of the Group's financial instruments is in respect of seed capital investments in its own funds and previously in holdings of the Group's OEIC shares. The Group's policy is to hedge the equity market exposure of significant seed investments wherever possible. No hedging was in place at 30 September 2009. The market values of the Group's investments are disclosed in Note 18.

The Group's investments are principally equity based and therefore the Group is exposed to equity price risk. The equities are listed on a wide range of global exchanges. A 10% increase in global exchanges would have increased the value of investments by £29,900 (2008: £232,300, 2007: £306,900, 2006: £393,200). An equal change in the opposite direction would have decreased the value of investments by £29,900 (2008: £232,300, 2007: £306,900, 2006: £393,200). The sensitivity is calculated as 10% of the carrying value of the investments at period end.

Foreign currency risk

Foreign currency risk is the risk that the Group will sustain losses through adverse movements in currency exchange rates.

The Group is exposed to foreign currency risk on its accrued and billed fee income and associated fee incentives where these are denominated in currencies other than Sterling, principally U.S. Dollars, Euros and Japanese Yen. Once the income and incentives concerned have been accrued, the Group is exposed to foreign currency risk on the amount accrued until the balance is settled and converted into Sterling. The majority of the Group's fees are received from mutual funds and pooled alternative funds where fees are received monthly.

The Group is also exposed to foreign currency movements on its borrowings in U.S. Dollars and Euros. The interest payable on these borrowings in U.S. Dollars and Euros partially offsets exposure to fee income in these currencies and so is an economic hedge. Additionally the Group holds significant cash balances in U.S. Dollars and Euros in order to limit exposure to currency movements on interest payments.

At 30 September 2009, the Group had no forward currency contracts (2008: none, 2007: one, 2006: none) to hedge foreign currency risk.

At 31 December 2006	Euros	U.S. Dollars	Japanese Yen
	£000s	£000s	£000s
Trade receivables	9,119	15,596	1,339
Investments	592	192	—
Cash and cash equivalents	452	36,009	1,268
Current trade payables	(6,485)	(15,855)	(459)
Non-current trade payables	—	(13,684)	—
Long term borrowings	(180,958)	(115,629)	—
Total	(177,280)	(93,371)	2,148

At 31 December 2007	Euros	U.S. Dollars	Japanese Yen
	£000s	£000s	£000s
Trade receivables	6,404	24,592	1,337
Investments	424	—	—
Cash and cash equivalents	1,219	12,313	6,804
Trade payables	(7,094)	(8,444)	(2,712)
Long term borrowings	(252,564)	(233,085)	—
Total	(251,611)	(204,624)	5,429

At 31 December 2008	Euros	U.S. Dollars	Japanese Yen
	£000s	£000s	£000s
Trade receivables	4,741	13,059	813
Investments	392	24	—
Cash and cash equivalents	43,893	40,298	14,056
Trade payables	(10,844)	(6,853)	(2,152)
Long term borrowings	(321,985)	(314,273)	—
Derivative contracts	(1,618)	(3,533)	—
Total	(285,421)	(271,278)	12,717

At 30 September 2009	Euros	U.S. Dollars	Japanese Yen
	£000s	£000s	£000s
Trade receivables	22,844	29,432	1,958
Investments	92	162	—
Cash and cash equivalents	35,122	36,672	9,734
Trade payables	(23,041)	(18,576)	(1,329)
Long term borrowings	(298,596)	(277,168)	—
Total	(263,579)	(299,478)	10,363

The following significant exchange rates applied during the year:

	At 31 December			At 30 September	
Closing Rate	2006	2007	2008	2009	2008
Euros	1.48	1.36	1.03	1.09	1.26
U.S. Dollars	1.96	2.00	1.44	1.60	1.80
Japanese Yen	233.11	223.60	132.48	143.20	188.60

	3 months to 31 December	12 months to 31 December		9 months to 30 September	
Average Rate	2006	2007	2008	2009	2008
Euros	1.47	1.46	1.26	1.12	1.28
U.S. Dollars	1.86	2.00	1.85	1.54	1.95
Japanese Yen	215.44	235.50	192.53	145.38	206.55

A 10% strengthening of Sterling against the following currencies would have increased/(decreased) profit or loss and equity, based on the assets and liabilities at the statement of financial position date, by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	At 31 December			At 30 September
Impact on profit or loss	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Euros	17,728	25,161	28,380	26,358
U.S. Dollars	9,337	20,462	26,775	22,948
Japanese Yen	(215)	(543)	—	(437)

The effect on profit or loss has been calculated as 10% of the financial instruments in the table above where the effect of a change in exchange rates is taken to profit or loss. This will be all financial instruments with the exception of derivatives (where the changes are taken to equity).

Impact on equity	At 31 December			At 30 September
	2006	2007	2008	2009
	£000s	£000s	£000s	£000s
Euros	(62)	(70)	78	(43)
U.S. Dollars	—	250	353	—
Japanese Yen	(607)	(858)	(1,495)	(706)

The effect on equity has been calculated as 10% of the financial instruments in the table above where the effect of a change in exchange rates is taken to equity (derivatives only), plus the effect on the translation of the net assets of foreign currency subsidiaries whose functional currency is Japanese Yen or Euros.

A 10% weakening of Sterling against the above currencies would have had an equal and opposite effect on the amounts shown above, on the basis that all other variables remained constant.

Interest rate risk

Interest rate risk is the risk that a rise in interest rates will increase the interest payments of the Group and so reduce profitability.

The Group has borrowings on which interest is payable at a variable rate based on U.S. dollar LIBOR and Euribor. The interest rate is typically fixed quarterly. In accordance with the SCA, the Group entered into contracts that swapped the variable rate for a fixed rate for a period of two years from the refinancing. The contracts expired in July 2009 and have not been replaced. At 30 September 2009 none of the outstanding debt interest was swapped (2008: 58%, 2007: 56%, 2006: 75%).

The Group has cash deposits that earn interest at a variety of rates. Any reduction in interest rates will reduce the interest income on these cash deposits. These deposits provide an economic hedge against the effect of interest rate changes on the Group's borrowings.

The interest rate profile of the Group's financial instruments was as follows:

At 31 December 2006	Floating rate	Not directly exposed to interest rate risk	Total
	£000s	£000s	£000s
Investments	—	4,179	4,179
Cash and cash equivalents	161,717	—	161,717
Long term borrowings	(296,587)	(194,898)	(491,485)
Bank overdraft	(2,671)	—	(2,671)
	(137,541)	(190,719)	(328,260)

At 31 December 2007	Floating rate	Not directly exposed to interest rate risk	Total
	£000s	£000s	£000s
Investments	—	3,069	3,069
Cash and cash equivalents	207,698	—	207,698
Long term borrowings	(493,206)	—	(493,206)
Bank overdraft	(70)	—	(70)
Derivatives	(2,518)	(53)	(2,571)
	(288,096)	3,016	(285,080)

At 31 December 2008	Floating rate	Not directly exposed to interest rate risk	Total
	£000s	£000s	£000s
Trade receivables	—	68,599	68,599
Investments	—	2,323	2,323
Cash and cash equivalents	219,696	—	219,696
Trade payables	—	(104,694)	(104,694)
Long term borrowings	(636,258)	(7,973)	(644,231)
Bank overdraft	(4,211)	—	(4,211)
Derivatives	(5,151)	—	(5,151)
	(425,924)	(41,745)	(467,669)

At 30 September 2009	Floating rate	Not directly exposed to interest rate risk	Total
	£000s	£000s	£000s
Trade receivables	5,997	108,631	114,628
Investments	—	299	299
Cash and cash equivalents	190,293	—	190,293
Long term borrowings	(575,765)	(8,299)	(584,064)
Trade payables	(690)	(127,895)	(128,585)
Bank overdraft	(83)	—	(83)
	(380,248)	(27,264)	(407,512)

A 1% increase in interest rates would increase the annual interest earned on the Group's cash and cash equivalents and bank overdraft balances by £1,755,000 (2008: £2,155,000, 2007: £2,077,000, 2006: £1,590,000). An equal change in the opposite direction would decrease the annual interest earned on the Group's cash and cash equivalents and bank overdraft balances by £377,000 (2008: £2,155,000, 2007: £2,077,000, 2006: £1,590,000).

A 1% increase in interest rates would increase the annual interest payable on the Group's long term borrowings by £5,758,000 (2008: £2,679,000, 2007: £2,170,000, 2006: £741,000). An equal change in the opposite direction would decrease the annual interest payable on the Group's borrowings by £2,477,000 (2008: £2,679,000, 2007: £2,170,000, 2006: £741,000). At 30 September 2009 the interest rate swap contracts had expired and therefore none of the interest payable on the floating rate debt was hedged to a fixed rate (2008: 58%, 2007: 56%, 2006: 75%) and consequently the full effect of a 1% movement is shown (2008: 42%, 2007: 44%, 2006: 25%).

Finance income and expenses are set out in Note 9.

Interest rate derivatives

The Group has used interest rate derivatives to protect against variability in future interest cash flows on variable rate long-term debt.

When used, the Group designates certain interest rate swaps as cash flow hedges. Gains and losses are initially recognised directly in equity, in the cash flow hedging reserve, and are transferred to the income statement when the forecast cash flows affect the income statement.

During the period ended 31 December 2006, the Group designated two interest rate swaps as cash flow hedges of forecast transactions and recognised a gain of £249,000 in equity. £20,000 was recognised in the income statement due to hedge ineffectiveness. Later in 2006, these hedges were de-designated as the forecast transactions were no longer expected to occur. This resulted in the gain of £249,000 which had previously been recognised in equity being recognised in the income statement. Thus the total recognised in the income statement in 2006 for these swaps was a gain of £269,000. The fair value of these swaps at 31 December 2006 was £63,000.

During the period ended 31 December 2006, the Group entered into two interest rate swaptions. The fair value of these at 31 December 2006 was £185,000.

During the year ended 31 December 2007, the Group closed out two interest rate swaps and two interest rate swaptions which were not designated as cash flow hedges. The gain of £432,000, related to changes in the fair value in the year was recognised in the income statement.

At 31 December 2008, the Group had two interest rate swap contracts (2007: two, 2006: two) to hedge interest rate risk. As at 31 December 2008, the fair values of outstanding interest rate swaps designated as cash flow hedges of forecast transactions were liabilities of £5,151,000 (2007: £2,518,000, 2006: £nil). All of the £5,151,000 (2007: £2,518,000, 2006: £nil) was recognised in equity as no portion of the hedge was deemed ineffective.

The interest rate swap contracts expired in July 2009 and were not replaced.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due, or can only do so at a significantly increased cost. The Group's approach to liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions, without incurring unacceptable losses or risking damaging the Group's reputation.

Regulatory capital requirements

The Group considers its share capital, share premium and retained earnings to constitute its total capital. These are shown in Notes 20 and 21. Certain group companies are regulated and must maintain liquid capital resources to comply with the capital requirements of the U.K. Financial Services Authority (''FSA'') and other financial regulators around the world. The Group maintains sufficient funds to meet its short term commitments and regulatory capital requirements.

In December 2006, the Group obtained a waiver, effective from 1 January 2007 until 31 December 2011, from complying with minimum capital requirements on a consolidated basis under FSA rules implementing the Capital Adequacy Directive 2006/49/EC. One condition of this waiver is that the Group's parent financial holding company in an EU member state must retain regulatory capital resources in excess of, firstly, the sum of the notional capital requirements of its subsidiaries, participations and certain other connected entities in the financial services sector, calculated as though they were subject to the same regulatory capital rules as Gartmore Investment Limited (''GIL'') and, secondly, the amount of contingent liabilities in favour of these entities.

In addition to the capital held to meet FSA and other regulatory capital requirements, the Group maintains cash resources sufficient to meet all liabilities when they fall due, taking into account expected cash receipts. Cash is held in no-notice deposit accounts. The Group performs regular cash flow forecasts, modelling both normal and stressed conditions.

Liquidity risk is mitigated by the long term nature of the Group's principal borrowings and the relatively low working capital requirements of the business.

Should a potential forecast deficit arise the Group has access to a £10m revolving credit facility as part of its Senior Credit Agreement (''SCA''). This remains undrawn.

Non-compliance with the SCA creates liquidity risk, as non-compliance could result in early repayment of borrowings or additional interest charges. The Group closely manages compliance with the SCA to reduce this risk. This facility may be difficult to replace.

	Carrying amount	Contractual cash flows	6 months or less	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
At 31 December 2006							
Non-derivative financial liabilities							
Long term debt	491,485	763,337	17,070	17,353	34,516	103,266	591,132
Trade and other payables	119,374	148,228	108,394	—	19,917	19,917	—
Bank overdraft	2,671	2,671	2,671	—	—	—	—
	613,530	914,236	128,135	17,353	54,433	123,183	591,132

	Carrying amount	Contractual cash flows	6 months or less	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
At 31 December 2007							
Non-derivative financial liabilities							
Long term debt	493,206	756,207	17,336	17,086	34,078	102,329	585,378
Trade and other payables	129,010	125,304	125,304	—	—	—	—
Bank overdraft	70	70	70	—	—	—	—
	622,286	881,581	142,710	17,086	34,078	102,329	585,378

	Carrying amount	Contractual cash flows	6 months or less	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
At 31 December 2008							
Non-derivative financial liabilities							
Long term debt	644,231	799,454	16,248	13,484	26,895	80,758	662,069
Trade and other payables	104,694	102,059	102,059	—	—	—	—
Bank overdraft	4,211	4,211	4,211	—	—	—	—
	753,136	905,724	122,518	13,484	26,895	80,758	662,069

	Carrying amount	Contractual cash flows	6 months or less	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
At 30 September 2009							
Non-derivative financial liabilities							
Long term debt	584,064	657,269	7,759	7,253	14,627	627,630	—
Trade and other payables	128,585	126,753	126,063	—	—	690	—
Bank overdraft	83	83	83	—	—	—	—
	712,732	784,105	133,905	7,253	14,627	628,320	—

The borrowings have a mandatory repayment or cash sweep in place based upon the amount of excess cash flow that the Group generates in each calendar year. These cash sweeps would reduce the amount of borrowings. These have been excluded given the uncertain amounts involved and instead it is assumed that the debt will be repaid at the end of its term.

	Carrying amount	Contractual cash flows	6 months or less	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
At 31 December 2006							
Derivative financial liabilities							
Derivatives	—	—	—	—	—	—	—

	Carrying amount	Contractual cash flows	6 months or less	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
At 31 December 2007							
Derivative financial liabilities							
Derivatives	2,571	550	53	200	297	—	—

	Carrying amount	Contractual cash flows	6 months or less	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
At 31 December 2008							
Derivative financial liabilities							
Derivatives	5,151	5,135	2,721	2,414	—	—	—

	Carrying amount	Contractual cash flows	6 months or less	6 to 12 months	1 to 2 years	2 to 5 years	More than 5 years
	£000s	£000s	£000s	£000s	£000s	£000s	£000s
At 30 September 2009							
Derivative financial liabilities							
Derivatives	—	—	—	—	—	—	—

29. Related party transactions

The Company is a wholly owned subsidiary of OPLP.

The Group had the following related party transactions during the period with entities in the wider OPLP group:

2006 Entity	Nature of transactions	Value of income/(expense) in the 3 months to 31 December 2006	Balance (owed to)/due from entity at 31 December 2006
		£000s	£000s
OP(UK)LP	8.0% Sterling cumulative loan note	4,065	(198,963)

2007 Entity	Nature of transactions	Value of income/(expense) in the 12 months to 31 December 2007	Balance (owed to)/due from entity at 31 December 2007
		£000s	£000s
OP(UK)LP	8.0% Sterling cumulative loan note	6,080	—
OPLP	Sterling loan note	(249)	(7,557)
OPLP	Sterling loan note	—	1,472

2008 Entity	Nature of transactions	Value of income/(expense) in the 12 months to 31 December 2008	Balance (owed to)/due from entity at 31 December 2008
		£000s	£000s
OPLP	Sterling loan note	(415)	(7,973)
OPLP	Sterling loan note	164	5,004

2009 Entity	Nature of transactions	Value of income/(expense) in the 9 months to 30 September 2009	Balance (owed to)/due from entity at 30 September 2009
		£000s	£000s
OPLP	Sterling loan note	(330)	(8,299)
OPLP	Sterling loan note	291	5,997
OPLP	Administration expenses	17	(11)

2008 Unaudited Entity	Nature of transactions	Value of income/(expense) in the 9 months to 30 September 2008
		£000s
OPLP	Sterling loan note	(310)
OPLP	Sterling loan note	68

The Company also considers transactions with its senior management as related party transactions. Senior management are considered to be the Directors of GIML who manage the main operating activities of the Group. The emoluments of the Directors of GIML are shown below. Except as disclosed below, there were no other transactions, arrangements and agreements made for persons who were Directors of GIML during the period.

The emoluments of the Directors of GIML were as follows:

	3 months to 31 December	12 months to 31 December		9 months to 30 September	
	2006	2007	2008	2009	2008
	£000s	£000s	£000s	£000s	£000s Unaudited
Total emoluments received by Directors	848	4,770	3,918	2,603	2,739
Compensation for loss of office	—	700	455	—	455
Pension contributions: Defined Contribution Scheme	17	73	64	70	50
Total	865	5,543	4,437	2,673	3,244

The Directors of GIML are eligible to participate in the discretionary performance related bonus scheme which is awarded in January in respect of the prior year. At 30 September 2009 no amounts had been allocated to individuals.

30. Contingent liabilities

VAT charged on Pension Fund investment management fees

HM Revenue and Customs (''HMRC'') announced early in 2009 that it will allow a test case by the Wheels Common Investment Fund contending that investment management charges to pension funds should be exempt from VAT rather than standard rated. If the claim is successful certain U.K. pension funds that are or have been clients of the Group may seek repayment of previously charged VAT. Of any potential payments to clients, a significant proportion would be recoverable from HMRC or NMIC. As significant uncertainty exists as to the outcome of the case and any potential payments, no provision has been made relating to this issue.

31. Events after the reporting period

At 30 September 2009, employees of the Group, via the management equity plan, owned 33% of the partnership points of OPLP, representing 34% of the economic value of the partnership. On 2 November 2009, the proportion of the partnership points owned by employees increased to 42%. Employees acquired the further partnership interests of OPLP at fair value. Their economic value of partnership interest will not change until the next valuation point, which is 31 December 2009. The interests are subject to vesting over a number of years. The accounting will be in line with the existing policy as discussed in Note 1 (xxv) on share-based payment. Together with partnership interests acquired by employees at fair value at the time of the acquisition of GIML, but not under the management equity plan, employees of the Group now own approximately 49% of the partnership points of OPLP and 42% of the economic value.

32. Ultimate parent undertaking and controlling party

The ultimate and immediate parent undertaking and immediate controlling party is OPLP, an exempted limited partnership registered in the Cayman Islands. OPLP heads the largest higher group of undertakings for which group accounts are prepared.

In the opinion of the Directors, the Company's ultimate controlling party is H&F Gartmore (Cayman Corporate) Ltd, a Company incorporated in the Cayman Islands.

PART IX: UNAUDITED PRO FORMA FINANCIAL INFORMATION

Section A—Pro Forma Financial Information

The unaudited pro forma financial information set out below has been prepared to illustrate the impact of the Global Offer and the intended partial repayment of debt under the Senior Credit Facilities from the net proceeds of the Global Offer and from existing surplus cash resources on the consolidated net assets of the Group. The pro forma financial information has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation and, therefore, does not and will not represent the Group's actual financial position or results. The pro forma financial information has been prepared on a basis that is consistent with the accounting policies adopted by the Company in preparing the historical financial information for the period ended 30 September 2009.

The pro forma financial information is based on the consolidated net assets of the Group as at 30 September 2009 and has been prepared on the basis that the settlement of the Global Offer and the intended partial repayment of debt took place on that date. The pro forma financial information takes no account of the results of the Group for the period subsequent to 30 September 2009, or of any other changes in its financial position in that period.

		Adjustments		
	Consolidated Net Assets of the Group as at 30 September 2009[1]	Proceeds of the Global Offer, net of amounts due to the Selling Shareholders and expenses[2]	Partial repayment of debt[3]	Consolidated Pro Forma Net Assets of the Group as at 30 September 2009
	£000s	£000s	£000s	£000s
Assets				
Non-current assets				
Property, plant and equipment	2,959	—	—	2,959
Intangible assets	337,149	—	—	337,149
Deferred tax asset	3,129	—	—	3,129
Trade and other receivables	5,997	—	—	5,997
Total non-current assets	349,234	—	—	349,234
Current assets				
Trade and other receivables	113,132	—	—	113,132
Investments	299	—	—	299
Cash and cash equivalents	190,293	265,000	(317,000)	138,293
Current tax	1,875	—	—	1,875
Total current assets	305,599	265,000	(317,000)	253,599
Total assets	**654,833**	**265,000**	**(317,000)**	**602,833**
Non-current liabilities				
Long-term borrowings	579,978	—	(313,000)	266,978
Trade and other payables	1,451	—	—	1,451
Provisions	6,123	—	—	6,123
Post-retirement liability	322	—	—	322
Deferred tax liability	27,770	—	—	27,770
Total non-current liabilities	615,644	—	(313,000)	302,644
Current liabilities				
Trade and other payables	129,555	—	(2,000)	127,555
Provisions	2,378	—	—	2,378
Current tax	1,855	—	—	1,855
Total current liabilities	133,788	—	(2,000)	131,788
Total liabilities	**749,432**	**—**	**(315,000)**	**434,432**
Consolidated net assets/ (liabilities)	**(94,599)**	265,000	(2,000)	168,401

(1) The financial information on the Group has been extracted without adjustment from the financial information on the Group at 30 September 2009, set out in Part VIII: ''Accountant's Report and Historical Financial Information'' of this Prospectus.

(2) The net proceeds of the Global Offer receivable by the Company are calculated on the basis that the gross proceeds of the subscription of New Ordinary Shares are £280 million and that the commission and other fees and expenses of the Global Offer are £15 million as described in paragraph 10 of Part IV: ''Information on the Group'' of this Prospectus.

(3) The partial repayment of debt under the Senior Credit Agreement is based on a repayment of approximately £315 million of principal from the net proceeds of the Global Offer and a portion of the Company's surplus cash resources and interest and associated payments of £2 million, together with the write off of capitalised debt issuance expenses of £2 million which are netted off the carrying amount of the debt.

(4) The pro forma financial information takes no account of the results of the Group for the period subsequent to 30 September 2009, or of any other changes in its financial position in that period.

Section B—Accountant's Report On Pro Forma Financial Information

KPMG Audit Plc
8 Salisbury Square
London EC4 8BB
United Kingdom

The Directors
Gartmore Group Limited (currently registered as Hellman & Friedman Acquisition III Limited)
Walker House
87 Mary Street
George Town
Grand Cayman KY-9005

Cayman Islands 4 December 2009

Dear Sirs

Gartmore Group Limited (currently registered as Hellman & Friedman Acquisition III Limited)

We report on the pro forma financial information set out in Part IX of the prospectus dated 4 December 2009 (the 'Pro forma financial information'), which has been prepared on the basis described therein, for illustrative purposes only, to provide information about how the Global Offer and partial repayment of its existing debt under the Senior Credit Facilities might have affected the financial information presented on the basis of the accounting policies adopted by Gartmore Group Limited in preparing the financial information for the period ended 30 September 2009. This report is required by paragraph 20.2 of Annex I of the Prospectus Directive Regulation and is given for the purpose of complying with that paragraph and for no other purpose.

Responsibilities

It is the responsibility of the directors of Gartmore Group Limited to prepare the Pro forma financial information in accordance with paragraph 20.2 of Annex I of the Prospectus Directive Regulation.

It is our responsibility to form an opinion, as required by paragraph 7 of Annex II of the Prospectus Directive Regulation, as to the proper compilation of the Pro forma financial information and to report that opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro forma financial information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Save for any responsibility arising under Prospectus Rule 5.5.3R (2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with paragraph 23.1 of Annex I of the Prospectus Directive Regulation, consenting to its inclusion in the prospectus.

Basis of Opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro forma financial information with the directors of Gartmore Group Limited.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro forma financial information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of Gartmore Group Limited.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in the United States of America or other jurisdictions, and accordingly should not be relied upon as if it had been carried out in accordance with such standards and practices.

Opinion

In our opinion:

- the Pro forma financial information has been properly compiled on the basis stated; and
- such basis is consistent with the accounting policies of Gartmore Group Limited.

Declaration

For the purposes of Prospectus Rule 5.5.3R (2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with paragraph 1.2 of Annex I of the Prospectus Directive Regulation.

Yours faithfully

KPMG Audit Plc

PART X: CREST, DEPOSITORY INTERESTS AND THE DEED POLL

The Company will, prior to Admission, enter into depository arrangements to enable investors to settle and pay for interests in the Ordinary Shares through the CREST system. CREST is a paperless settlement system allowing securities to be transferred from one person's CREST account to another without the need to use share certificates or written instruments of transfer. Securities issued by non-U.K. incorporated companies, such as Gartmore, cannot be held electronically (i.e. in uncertificated form) or transferred in the CREST system. However, depository interests allow securities to be dematerialised and settled electronically. Pursuant to arrangements to be put in place by the Company, a depository will hold the Ordinary Shares and issue dematerialised depository interests representing the underlying Ordinary Shares which will be held on trust for the holders of the depository interests.

The Depository will issue the dematerialised depository interests or ''Depository Interests''. The Depository Interests will be independent securities constituted under English law which may be held and transferred through the CREST system.

The Depository Interests will be created pursuant to and issued on the terms of a deed poll expected to be executed by the Depository prior to Admission in favour of the holders of the Depository Interests from time to time (the ''Deed Poll''). Prospective holders of Depository Interests should note that they will have no rights in respect of the underlying Ordinary Shares or the Depository Interests representing them against Euroclear U.K. & Ireland or its subsidiaries.

Ordinary Shares will be registered in the name of the Depository's nominated custodian (the ''Custodian'') and the Depository will issue Depository Interests to participating members.

Although the Company's register shows the Custodian as the legal holder of the Ordinary Shares, the beneficial interest in the Ordinary Shares remains with the Depository Interest holder, who has the benefit of all the rights attaching to the Ordinary Shares as if the Depository Interest holder were named on the certificated Ordinary Share register itself.

Each Depository Interest will be treated as one Ordinary Share for the purposes of determining, for example, eligibility for any dividends. The Depository Interests will have the same security code (ISIN number) as the underlying Ordinary Shares and will not require a separate listing on the Official List. The Depository Interests can then be traded and settlement will be within the CREST system in the same way as any other CREST securities.

Application has been made for the Depository Interests to be admitted to CREST with effect from Admission.

1. TERMS OF THE DEED POLL

Prospective Purchasers or subscribers for Ordinary Shares under the Global Offer are referred to the Deed Poll available for inspection at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London, EC4Y 1HS. In summary, the Deed Poll contains, *inter alia*, provisions to the following effect, which are binding on Depository Interest holders:

(a) The Depository will hold (itself or through the Custodian), as bare trustee, the underlying securities issued by the Company and all and any rights and other securities, property and cash attributable to the underlying securities pertaining to the Depository Interests for the benefit of the holders of the relevant Depository Interests.

(b) Holders of the Depository Interests warrant, *inter alia*, that the securities in the Company transferred or issued to the Custodian on behalf of the Depository/Custodian are free and clear of all liens, charges, encumbrances or third party interests and that such transfers or issues are not in contravention of the Company's constitutional documents or any contractual obligation, law or regulation. The Depository will pass on to holders of Depository Interests any stock or cash benefits received by it as holder of the Ordinary Shares on trust for such Depository Interest holder. Depository Interest holders will also be able to receive notices of meetings of holders of Ordinary Shares and other notices issued by the Company to its shareholders.

(c) The Depository and any Custodian must pass on to Depository Interest holders and, so far as they are reasonably able, exercise on behalf of Depository Interest holders all rights and entitlements received or to which they are entitled in respect of the underlying securities which are capable of being passed on or exercised. Rights and entitlements to cash distributions, to information, to make

choices and elections and to call for, attend and vote at meetings shall, subject to the Deed Poll, be passed on in the form which they are received together with amendments and additional documentation necessary to effect such passing-on, or, as the case may be, exercised in accordance with the Deed Poll.

(d) The Depository will be entitled to cancel Depository Interests and withdraw the underlying securities in certain circumstances including where a Depository Interest holder has failed to perform any obligation under the Deed Poll or any other agreement or instrument with respect to the Depository Interests.

(e) The Deed Poll contains provisions excluding and limiting the Depository's liability. For example, the Depository shall not be liable to any Depository Interest holder or any other person for liabilities in connection with the performance or non-performance of obligations under the Deed Poll or otherwise except as may result from its negligence or wilful default or fraud or that of any person for whom it is vicariously liable, provided that the Depository shall not be liable for the negligence, wilful default or fraud of any Custodian or agent which is not a member of its group unless it has failed to exercise reasonable care in the appointment and continued use and supervision of such Custodian or agent. Furthermore, except in the case of personal injury or death, the Depository's liability to a holder of Depository Interests will be limited to the lesser of: (a) the value of the Ordinary Shares and other deposited property properly attributable to the Depository Interests to which the liability relates; and (b) that proportion of £10 million which corresponds to the portion which the amount the Depository would otherwise be liable to pay to the Depository Interest holder bears to the aggregate of the amounts the Depository would otherwise be liable to pay to all such holders in respect of the same act, omission or event or, if there are no such amounts, £10 million.

(f) The Depository is entitled to charge holders of Depository Interests fees and expenses for the provision of its services under the Deed Poll.

(g) If and to the extent that SDRT is not payable on agreements to transfer Depository Interests, it is the responsibility of the holder of the Depository Interest to ensure that Depository Interests acquired or disposed of in CREST are exempt. If SDRT is payable, the holder of Depository Interests must notify Euroclear U.K. & Ireland and the Depository and must pay to Euroclear U.K. & Ireland any SDRT and interest, charges or penalties thereon and indemnify the Depository in respect thereof.

(h) Each holder of Depository Interests is liable to indemnify the Depository and any Custodian (and their agents, officers and employees) against all liabilities arising from or incurred in connection with, or arising from any act related to, the Deed Poll so far as they relate to the property held for the account of Depository Interests held by that holder, other than those resulting from the wilful default, negligence or fraud of the Depository or the Custodian or any agent if such Custodian or agent is a member of the Depository's group or if not being a member of the same group, the Depository shall have failed to exercise reasonable care in the appointment and continued use and supervision of such Custodian or agent.

(i) The Depository may terminate the Deed Poll by giving 30 days' notice. During such notice period holders may cancel their Depository Interests and withdraw their deposited property and, if any Depository Interests remain outstanding after termination, the Depository must, among other things, deliver the deposited property in respect of the Depository Interests to the relevant Depository Interest holders or, at its discretion, sell all or part of such deposited property. It shall, as soon as reasonably practicable, deliver the net proceeds of any such sale, after deducting any sums due to the Depository together with any other cash held by it under the Deed Poll pro rata to holders of Depository Interests in respect of their Depository Interests.

(j) The Depository or the Custodian may require from any holder information as to the capacity in which Depository Interests are owned or held and the identity of any other person with any interest of any kind in such Depository Interests or the underlying Ordinary Shares in the Company and holders are bound to provide such information requested. Furthermore, to the extent that *inter alia*, the Company's constitutional documents require disclosure to the Company of, or limitations in relation to, beneficial or other ownership of, or interests of any kind whatsoever, in the Ordinary Shares, the holders of Depository Interests are to comply with such provisions and with the Company's instructions with respect thereto.

It should also be noted that holders of Depository Interests may not have the opportunity to exercise all of the rights and entitlements available to holders of Ordinary Shares in the Company including, for

example, the ability to vote on a show of hands. In relation to voting, it will be important for holders of Depository Interests to give prompt instructions to the Depository or its nominated Custodian, in accordance with any voting arrangements made available to them, to vote the underlying Ordinary Shares on their behalf or, to the extent possible, to take advantage of any arrangements enabling holders of Depository Interests to vote such shares as a proxy of the Depository or its nominated Custodian.

2. DEPOSITORY AGREEMENT

The terms of the depository agreement to be entered into prior to Admission between the Company and the Depository (the ''Depository Agreement'') under which the Company appoints the Depository to constitute and issue from time to time, upon the terms of the Deed Poll (summarised above), Depository Interests representing Ordinary Shares and to provide certain other services in connection with such Depository Interests are summarised below.

The Depository agrees that it will comply, and will procure that certain other persons comply, with the terms of the Deed Poll and that it and they will perform their obligations in good faith and with all reasonable skill, diligence and care. The Depository assumes certain specific obligations including, for example, to arrange for the Depository Interests to be admitted to CREST as participating securities and to provide copies of and access to, the register of Depository Interests. The Depository warrants that it is, and to the extent necessary, any custodian, agent or other parties appointed by the Depository pursuant to the Deed Poll shall be an authorised person under FSMA and is duly authorised to carry out custodial and other activities under the Deed Poll. It also undertakes to maintain that status and authorisation. It will either itself or through its appointed custodian as bare trustee hold the deposited property (which includes, *inter alia*, the securities represented by the Depository Interests) for the benefit of the holders of the Depository Interests as tenants in common, subject to terms of the Deed Poll. The Company agrees to provide such assistance, information and documentation to the Depository as is reasonably required by the Depository for the purposes of performing its duties, responsibilities and obligations under the Deed Poll and the Depository Agreement. In particular, the Company is to supply the Depository with all documents it sends to its shareholders so that the Depository can distribute the same to all holders of Depository Interests. The Depository Agreement sets out the procedures to be followed where the Company is to pay or make a dividend or other distribution.

The Depository is to indemnify the Company against claims made against any of them by any holder of Depository Interests or any person having any direct or indirect interest in any such Depository Interests or the underlying securities which arises out of any breach or alleged breach of the terms of the Deed Poll, or the terms of the Depository Agreement, or any trust declared or arising thereunder. The agreement is to remain in force for as long as the Deed Poll remains in force. The Company may terminate the appointment of the Depository if an Event of Default (as defined in the Depository Agreement) occurs in relation to the Depository or if it commits an irremediable material breach of the agreement or the Deed Poll or any other material breach which is not remedied within 30 days. The Depository has the same termination rights in respect of Events of Default (as defined in the Depository Agreement) occurring or any irremediable breach or material breach, which is not remedied within 30 days, by the Company. Either of the parties may terminate the Depository's appointment by giving not less than 45 days' written notice. If the appointment is terminated on an Event of Default, an irremediable breach, a material breach which is not remedied within 30 days or on 45 days' written notice the Depository must serve notice to terminate the Deed Poll by giving 30 days' notice to all holders of Depository Interests.

The Company is to pay certain fees and charges including, *inter alia*, an annual fee, a fee based on the number of Depository Interests per year and certain CREST related fees. The Depository is also entitled to recover reasonable out-of-pocket fees and expenses.

PART XI: TAXATION

1. UNITED KINGDOM TAXATION

The comments below are of a general nature and are based on U.K. tax law and published HMRC practice at the date of this prospectus, both of which are subject to change, possibly with retrospective effect. The comments cover certain U.K. tax consequences of holding Ordinary Shares or Depository Interests for absolute beneficial owners. They do not necessarily apply where income is deemed for tax purposes to be the income of persons other than persons who are the absolute beneficial owners of Ordinary Shares or Depository Interests. In addition, these comments do not apply to the following:

- investors who do not hold their Ordinary Shares or Depository Interests as capital assets;
- special classes of investors such as dealers, financial institutions, collective investment schemes, tax-exempt organisations, persons connected with the Company and persons who hold their Ordinary Shares or Depository Interests by virtue of their office or employment;
- investors who are not beneficially entitled to the Ordinary Shares and to the dividends on those Ordinary Shares;
- individual investors who are resident but not domiciled in the United Kingdom; or
- investors who do not acquire their Ordinary Shares or Depository Interests as initial investors in the Global Offer.

The following is intended only as a general guide and is not intended to be, nor should it be considered to be, legal or tax advice to any particular investor. Accordingly, potential investors should satisfy themselves as to the overall tax consequences, including the consequences under U.K. tax law and HMRC practice, of the acquisition, ownership and disposition of Ordinary Shares or Depository Interests in their own particular circumstances, by consulting their own tax advisers.

1.1 The Company

Although the Company is a Cayman Islands incorporated company, the location of the central management and control of the Company is in the United Kingdom. Accordingly, the Company is resident in the United Kingdom for U.K. tax purposes. It is the intention of the Directors to conduct the affairs of the Company so that the central management and control of the Company continues to be exercised in the United Kingdom and that the Company will continue to be resident in the United Kingdom for U.K. tax purposes.

1.2 Taxation of Dividends

No U.K. taxation will be withheld at source from dividend payments made by the Company to its Shareholders.

Individual Shareholders resident in the United Kingdom for U.K. tax purposes will be entitled to a tax credit in respect of a dividend paid by the Company at the rate of one ninth of the cash dividend received (equal to ten per cent, of the aggregate of the cash dividend and the associated tax credit). Such Shareholders will be liable to income tax on the aggregate of the dividend and the associated tax credit at, in the case of taxpayers subject to income tax at a rate or rates not exceeding the basic rate, the dividend ordinary rate (currently ten per cent) or, in the case of higher rate taxpayers, the dividend upper rate (currently 32.5%), subject in each case to an offset of the tax credit against their total income tax liability. Therefore, individual Shareholders who, after taking into account dividend income, are liable to U.K. income tax at a rate or rates not exceeding the basic rate, will in effect have no further liability to income tax as a result of the dividend. Individual Shareholders who are required to pay tax at the dividend upper rate will in effect have to pay tax equal to 25% of the cash dividend received. Individual Shareholders resident in the United Kingdom who are not liable to income tax in respect of the gross dividend generally will not be able to claim to have the amount of dividend tax credits paid to them.

With effect from 6 April 2010 a new 42.5% rate of tax is expected to apply to dividend income to the extent that a shareholder's income for tax purposes exceeds £150,000. Individual Shareholders who are required to pay tax at this new rate will effectively have to pay tax equal to approximately 36.1% of the cash dividend received.

U.K. resident corporate Shareholders should note that legislation has recently been enacted that has made significant changes to the corporation tax treatment of dividends. The new legislation removes the previous blanket exemption from corporation tax that generally applied to dividends paid by one U.K. resident company to another and replaces it with more limited classes of exemption. Although it is likely that most dividends paid on the Ordinary Shares to U.K. resident corporate Shareholders would fall within one or more of the classes of dividend qualifying for exemption from corporation tax (subject to special rules for such Shareholders that are small companies), the exemptions are not comprehensive and are also subject to anti-avoidance rules. Shareholders within the charge to corporation tax should consult their own professional advisers.

Shareholders who are not resident in the United Kingdom for U.K. tax purposes and who do not carry on a trade, profession or vocation in the United Kingdom through a branch, agency or permanent establishment in the United Kingdom in connection with which their Ordinary Shares or Depository Interests are held will normally not be subject to U.K. income tax or corporation tax in respect of any dividends received, and will generally not be able to claim repayment from HMRC of any part of the tax credit attaching to dividends paid on their Ordinary Shares or Depository Interests.

Shareholders who are resident for tax purposes in a jurisdiction outside the United Kingdom may be subject to foreign taxation on dividend income under the local law of the relevant jurisdiction. Such shareholders should obtain their own advice concerning tax liabilities on dividends received from the Company.

1.3 Taxation of Gains Arising on Sale or Other Disposal

A disposal of Ordinary Shares or Depository Interests by a Shareholder resident or, in the case of an individual, ordinarily resident for U.K. tax purposes in the United Kingdom may, depending on the Shareholder's circumstances, and subject to any available exemptions, allowances or reliefs, give rise to a chargeable gain or an allowable loss for the purposes of U.K. taxation of chargeable gains. Special rules apply to disposals by individuals at a time when they are temporarily not resident or ordinarily resident in the United Kingdom.

A disposal of Ordinary Shares or Depository Interests by non-U.K. resident Shareholders may also give rise to a chargeable gain or an allowable loss for the purposes of U.K. taxation of chargeable gains if they carry on a trade, profession or vocation in the United Kingdom through a branch or agency or, in the case of a company, if it carries on a trade through a permanent establishment in the United Kingdom and they have used, held or acquired Ordinary Shares or Depository Interests for the purposes of such trade, profession or vocation or such branch, agency or permanent establishment (as the case may be), subject to their particular circumstances and any available exemptions, allowances or reliefs.

1.4 Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

The following comments are intended as a guide to the general United Kingdom stamp duty and SDRT position and (except insofar as expressly referred to below) do not relate to persons such as market makers, brokers, dealers, intermediaries, persons connected with depository receipt arrangements or clearance services or persons who enter into sale and repurchase transactions in respect of the Ordinary Shares or Depository Interests, to whom special rules apply.

No U.K. stamp duty or SDRT will be payable on the issue of the Ordinary Shares direct to persons acquiring those shares pursuant to the Global Offer or to the Depository or on the issue of the Depository Interests by the Depository.

No U.K. stamp duty or SDRT will be payable on a transfer of or agreement to transfer Ordinary Shares in certificated form, provided that any instrument of transfer is not executed in the United Kingdom, there is no register of Ordinary Shares kept in the United Kingdom by or on behalf of the Company and the transfer does not relate to any property situated, or to any matter or thing done or to be done, in the United Kingdom. It is not intended that any such register of Ordinary Shares will be kept in the United Kingdom.

No U.K. stamp duty will be payable on a transfer of Depository Interests representing Ordinary Shares, provided that the transfer is effected electronically within the CREST system and no written instrument of transfer is executed.

A charge to SDRT, normally at the rate of 0.5% of the consideration, will arise on agreements to transfer Depository Interests representing Ordinary Shares. The charge will arise, in the case of an unconditional agreement to transfer Depository Interests representing Ordinary Shares, on the date of the agreement and, in the case of a conditional agreement, on the date the agreement becomes unconditional. However, where an instrument of transfer is executed and the applicable stamp duty is paid before the expiry of a period of six years beginning with the date of that agreement (or the date on which the agreement becomes unconditional, as the case may be), the SDRT charge is cancelled to the extent that the SDRT has not been paid and if any of the SDRT has been paid, a claim may be made for its repayment.

Transfers within CREST do not usually involve the execution of an instrument of transfer so are usually subject to SDRT rather than stamp duty.

The liability to pay stamp duty is generally satisfied by the purchaser or transferee while SDRT is generally a liability of the purchaser or transferee.

Shareholders should seek their own professional advice as to any stamp duty, SDRT or other tax consequences of the conversion of the Ordinary Shares from uncertificated to certificated form, and vice versa.

2. UNITED STATES FEDERAL INCOME TAXATION

The following discussion is a general summary based on present law of certain U.S. federal income tax considerations relevant to the purchase, ownership and disposition of Ordinary Shares by a U.S. Holder (as defined below) that purchases Ordinary Shares in the Global Offer, will hold such Ordinary Shares as capital assets and uses the U.S. Dollar as its functional currency. This summary is for general information only and does not purport to be a comprehensive description of all U.S. federal income tax considerations that may be relevant to a decision to purchase Ordinary Shares. In particular, this summary does not address tax considerations that may be relevant to specific U.S. Holders in light of their particular circumstances or to U.S. Holders subject to special treatment under U.S. federal income tax law (such as banks or other financial institutions, tax-exempt entities, insurance companies, dealers in securities, traders in securities that elect to mark to market, retirement plans, partnerships, regulated investment companies, real estate investment trusts, investors liable for alternative minimum tax, certain former citizens or residents of the United States, investors that own (directly, indirectly or constructively) 10% or more of the Company's equity shares, investors that are resident in or hold Ordinary Shares in connection with a permanent establishment outside the United States or investors that hold Ordinary Shares as part of a straddle, hedge, conversion or other integrated transaction). It also does not address U.S. federal estate, gift or alternative minimum tax, U.S. state and local or non-U.S. tax considerations.

THE STATEMENTS ABOUT U.S. TAX CONSIDERATIONS IN THIS PROSPECTUS ARE MADE TO SUPPORT THE MARKETING OF THE ORDINARY SHARES AND THE GLOBAL OFFER. NO TAXPAYER CAN RELY ON THEM TO AVOID TAX PENALTIES. EACH PROSPECTIVE PURCHASER SHOULD SEEK ADVICE FROM AN INDEPENDENT TAX ADVISOR ABOUT THE TAX CONSEQUENCES UNDER ITS OWN PARTICULAR CIRCUMSTANCES OF INVESTING IN THE ORDINARY SHARES UNDER THE LAWS OF THE CAYMAN ISLANDS, THE UNITED STATES AND ITS CONSTITUENT JURISDICTIONS, AND ANY OTHER JURISDICTIONS WHERE THE PROSPECTIVE PURCHASER MAY BE SUBJECT TO TAXATION.

As used in this summary, the term ''U.S. Holder'' means a beneficial owner of Ordinary Shares that is, for U.S. federal income tax purposes, (i) a citizen or individual resident of the United States, (ii) a corporation (or other business entity treated as a corporation) created in or organized under the laws of the United States or its political subdivisions, (iii) an estate the income of which is subject to U.S. federal income tax without regard to its source or (iv) a trust subject to the control of one or more U.S. persons and the primary supervision of a U.S. court.

The U.S. federal income tax treatment of a partner in a partnership that holds Ordinary Shares will depend on the status of the partner and the activities of the partnership. Partners in a partnership that is a prospective purchaser of Ordinary Shares should consult their own tax advisors regarding the specific tax consequences to them of the partnership acquiring, owning and disposing of Ordinary Shares.

Generally, U.S. Holders holding Ordinary Shares in uncertificated form will hold Depository Interests that will be treated for U.S. federal income tax purposes as Ordinary Shares represented by the Depository Interests.

2.1 Taxation of Dividends

Cash distributions on Ordinary Shares generally will be includable in a U.S. Holder's gross income as ordinary dividend income from sources outside the United States when actually or constructively received. The dividends will not be eligible for the dividends received deduction generally allowed to U.S. corporations with respect to dividends received from other U.S. corporations or for the preferential tax rate generally applicable to ''qualified dividend income'' of individuals and certain other non-corporate taxpayers.

The Company expects to pay dividends in pounds sterling. Dividends paid in currency other than U.S. Dollars will be included in a U.S. Holder's income as a U.S. Dollar amount based on the exchange rate in effect on the date such dividend is received whether or not the currency is in fact converted into U.S. Dollars at that time. If the dividend is converted to U.S. Dollars on the date of receipt, a U.S. Holder generally will not recognise a foreign currency gain or loss. However, if the U.S. Holder converts the currency into U.S. Dollars on a later date, the U.S. Holder generally must include in income any gain or loss resulting from any exchange rate fluctuations during the period from the date the U.S. Holder included the dividend in income to the date such holder converts the currency into U.S. Dollars (or otherwise disposes of the currency). Generally, any gain or loss resulting from currency exchange rate fluctuations will be ordinary income or loss and will be treated as from sources within the United States for foreign tax credit limitation purposes.

2.2 Taxation of Sales or Other Taxable Dispositions

A U.S. Holder generally will recognize capital gain or loss upon the sale, exchange or other taxable disposition of Ordinary Shares in an amount equal to the difference, if any, between the amount realized on the sale, exchange or other disposition and the U.S. Holder's adjusted tax basis in such Ordinary Shares, each determined in U.S. Dollars. A U.S. Holder's adjusted tax basis in an Ordinary Share generally will be its U.S. Dollar cost. The U.S. Dollar cost of an Ordinary Share purchased with foreign currency generally will be the U.S. Dollar value of the purchase price paid in the Global Offer. The capital gain or loss generally will be treated as arising from U.S. sources, and will be long-term capital gain or loss if a U.S. Holder has held the Ordinary Shares for more than one year. The deductibility of capital losses is subject to limitations.

A U.S. Holder that receives a currency other than U.S. Dollars on the disposition of Ordinary Shares will generally realise an amount equal to the U.S. Dollar value of the currency received at the spot rate on the date of disposition (or, if the Ordinary Shares are traded on an established securities market and the U.S. Holder is a cash basis or electing accrual basis taxpayer, at the spot rate on the settlement date). A U.S. Holder will recognise currency gain or loss if the U.S. Dollar value of the currency received at the spot rate on the settlement date differs from the amount realized. A U.S. Holder will have a tax basis in the foreign currency received equal to its value at the spot rate on the settlement date. Any currency gain or loss realized on the settlement date or on a subsequent conversion or other disposition of the foreign currency for a different U.S. Dollar amount generally will be ordinary income or loss and will be treated as arising from U.S. sources for foreign tax credit limitation purposes.

2.3 Passive Foreign Investment Company

The Company believes that it is not, and is not likely to become, a passive foreign investment company (''PFIC''), for U.S. federal income tax purposes. A non-U.S. corporation is a PFIC for any taxable year in which, after taking into account the income and assets of 25% or more owned subsidiaries, either (i) at least 75% of its gross income in a taxable year is passive income (such as dividends, interest, rents, royalties and the excess of gains over losses from the disposition of assets which produce passive income) or (ii) at least 50% of the average quarterly value of its assets in a taxable year consists of assets that produce, or are held to produce, passive income (including cash). The determination whether the Company is or has become a PFIC must be made annually and could change depending, among other things, on its income and assets, the quarterly market value of the Ordinary Shares and changes in the Company's activities and assets. Accordingly, no assurance can be given that the Company will not become a PFIC in the current or any future taxable year or that the IRS will not challenge any determination concerning its PFIC status.

If the Company were a PFIC in any year during which a U.S. Holder owns Ordinary Shares, U.S. Holders could be subject to adverse tax consequences as a result of owning or disposing of Ordinary Shares, and should consult their own tax advisers concerning the Company's status as a PFIC.

2.4 Information Reporting and Backup Withholding

Dividends in respect of Ordinary Shares and proceeds from a sale of Ordinary Shares that are paid within the United States or through certain U.S.-related financial intermediaries are subject to information reporting, and may be subject to backup withholding, unless the holder (i) is a corporation or other exempt recipient or (ii) provides a taxpayer identification number and certifies that no loss of exemption from backup withholding has occurred. A holder that is not a U.S. person generally will not be subject to information reporting or backup withholding, but may be required to provide a certification to establish its non-U.S. status in connection with payments received within the United States or through certain U.S.-related financial intermediaries. A U.S. Holder can claim a credit against United States federal income tax liability, for amounts withheld under the backup withholding rules, and it can claim a refund of amounts in excess of its liability by providing required information to the U.S. Internal Revenue Service. Prospective investors should consult their tax advisors as to their qualification for exemption from backup withholding and the procedure for establishing an exemption.

THE DISCUSSION ABOVE IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE OF IMPORTANCE TO A PARTICULAR PURCHASER. EACH PROSPECTIVE PURCHASER IS URGED TO CONSULT ITS OWN TAX ADVISER ABOUT THE TAX CONSEQUENCES TO IT OF AN INVESTMENT IN THE ORDINARY SHARES IN LIGHT OF THE INVESTOR'S OWN CIRCUMSTANCES.

3. CERTAIN CAYMAN ISLANDS TAX CONSIDERATIONS

There is, at present, no direct taxation in the Cayman Islands and interest, dividends and gains payable to the Company will be received free of all Cayman Islands taxes.

The Company is registered as an ''exempted company'' pursuant to the Companies Law (as amended). The Company has received an undertaking from the Governor in Council of the Cayman Islands to the effect that, for a period of 20 years from the date of incorporation, no law that thereafter is enacted in the Cayman Islands imposing any tax or duty to be levied on profits, income or on gains or appreciation, or any tax in the nature of estate duty or inheritance tax, will apply to any property comprised in or any income arising under the Company, or to the Shareholders, in respect of any such property or income. Accordingly, it is not envisaged that the Company will be subject to any taxation in the Cayman Islands other than in relation to incidental registry fees and stamp duties on certain instruments entered into by it.

There are currently no withholding taxes or exchange control regulations in the Cayman Islands applicable to the Company or its Shareholders.

There are currently no estate duty, gifts or gains taxes in the Cayman Islands applicable to the Ordinary Shares being offered as part of the Global Offer or to any income or gains that a Shareholder derives either from holding or pursuant to any transfers or redemptions of such shares.

PART XII: ADDITIONAL INFORMATION

1. RESPONSIBILITY

The Directors, whose names appear on page 26, and the Company accept responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Directors and the Company (each of whom has taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and contains no omissions likely to affect its import.

2. COMPANY

2.1 The Company was incorporated and registered in the Cayman Islands as an exempted limited company on 23 March 2007 under the Companies Law with registered number 184399 and the Company established a branch in England and Wales on 13 July 2007 in accordance with section 1046 of the U.K. Companies Act 2006 with company registration number FC027 672. The name of the Company will be changed from Hellman & Friedman Acquisition III Limited to Gartmore Group Limited on 7 December 2009. The liability of the members of the Company is limited. The Company has no other commercial name other than its registered name.

2.2 The principal legislation under which the Company operates is the Companies Law and regulations made thereunder and the Ordinary Shares are created under the Companies Law.

2.3 The registered office of the Company in the Cayman Islands is Walker House, 87 Mary Street, George Town, Grand Cayman, KY1-9005, Cayman Islands. The Company's principal place of business is Gartmore House, 8 Fenchurch Place, London EC3M 4PB and the telephone number is + 44 20 7782 2000.

2.4 The principal activities of the Company are as described in Part IV: ''Information on the Group''. Save as disclosed in Part V: ''Regulatory Overview'', there are no exceptional factors which have influenced the Company's activities.

2.5 The Company is the holding company of the Group. Details of the Company's subsidiaries are set out in paragraph 6 below.

2.6 KPMG Audit Plc have been auditors of the Company since its incorporation. KPMG Audit Plc have prepared the Accountant's Report included in Part VIII of this Prospectus.

3. SHARE CAPITAL

3.1 The Company was incorporated and registered in the Cayman Islands as a private limited company on 23 March 2007 with an authorised share capital of U.S.$50,000 divided into 50,000 shares of U.S.$1 of which 100 shares have now been issued. On 23 March 2007, 1 share was allotted to an individual who was at the relevant time a partner in the firm acting as the Company's Cayman Islands legal counsel and subsequently transferred to Oxford Partners (U.K.), L.P., a Cayman Islands partnership which formerly indirectly owned the Group. As part of a restructuring on 17 May 2007 the Company acquired the entire issued share capital of Oxford Acquisition 0 Limited, a former parent company of the Group, from Oxford Partners (U.K.), L.P. in exchange for the issue of 99 further shares to Oxford Partners (U.K.), L.P.. Following this, on 17 May 2007 Oxford Partners (U.K.), L.P. was dissolved, as a result of which the entire issued share capital of the Company passed to Oxford Partners, being the entity entitled to the assets of Oxford Partners (U.K.), L.P. on its dissolution. See Part XII: ''Additional Information—Major Shareholders''. As a result of the above, the share premium account of the Company stood at £49 as at 30 September 2009.

3.2 On 6 June 2007, 100 shares of a nominal or par value of U.S.$1.00 each were transferred to Oxford Partners.

3.3 By written resolution of the Company's member passed on 3 December 2009 at 5.00 p.m., the authorised share capital of the Company was increased from U.S.$50,000 divided into 50,000 shares of a nominal or par value of U.S.$1 each to the aggregate of U.S.$50,000 divided into 50,000 shares of a nominal or par value of U.S.$1 each and £2,500,000 divided into 500,000,000 Ordinary Shares of a nominal or par value of £0.005 each by the creation of 500,000,000 Ordinary Shares of £0.005 each and a new memorandum of association was adopted in substitution for the existing memorandum of association of the Company to reflect the change to the Company's share capital.

3.4 By written resolution of the Company's member passed on 3 December at 5.20 p.m., it was resolved that the sum of £900,000 standing to the credit of the Company's distributable reserves account be capitalised and that the Directors be authorised and directed to apply such sum in paying in full for 180,000,000 Ordinary Shares at £0.005 per Ordinary Share on behalf of the Company's member and that such Ordinary Shares be allotted and issued to the Company's member.

3.5 On 3 December 2009, the Company issued 180,000,000 Ordinary Shares of a nominal or par value of £0.005 each to Oxford Partners pursuant to the written resolution of the Company's member described in paragraph 3.4 above.

3.6 On 3 December 2009, the Company repurchased from Oxford Partners 100 ordinary shares of the Company of a nominal or par value of U.S.$1 each.

3.7 By written resolution of the Company's member passed on 3 December 2009 at 5.40 p.m., the authorised share capital of the Company was reduced from the aggregate of U.S.$50,000 divided into 50,000 shares of a nominal or par value of U.S.$1 each and £2,500,000 divided into 500,000,000 ordinary shares of a nominal or par value of £0.005 each to £2,500,000 divided into 500,000,000 ordinary shares of £0.005 each by the cancellation of 50,000 authorised but unissued ordinary shares of a nominal or par value of U.S.$1 each and a new memorandum of association was adopted as substitution for the existing memorandum of association of the Company to reflect the change in the Company's share capital.

3.8 By written resolutions of the Company's member on 3 December 2009:

(a) it was resolved that the Company's name be changed to Gartmore Group Limited with effect from 7 December 2009 and that the memorandum of association and the articles of association be amended with effect from 7 December 2009 to reflect the Company's change of name;

(b) subject to the adoption of the Articles by the Company, the Directors were generally and unconditionally authorised pursuant to the Articles, to exercise all the powers of the Company to allot shares up to an aggregate nominal amount equal to the entire authorised but unissued share capital of the Company for the period expiring (unless previously revoked, varied or renewed) immediately following Admission save that the Company may, before Admission make an offer or agreement which would or might require shares to be allotted after expiry of this authority and the Directors may allot shares in pursuance of such an offer or agreement as if the authority had not expired;

(c) subject to paragraph (b) above, the Directors were generally and unconditionally authorised pursuant to the Articles, in substitution for all prior authorities conferred upon them, but without prejudice to any allotments made pursuant to the terms of such authorities, to exercise all the powers of the Company to allot shares up to an aggregate nominal amount equal to the lower of (i) the authorised but unissued ordinary share capital of the Company and (ii) the aggregate nominal amount of £486,666.67 (representing approximately one third of the maximum ordinary share capital of the Company expected to be in issue immediately following completion of the Global Offer) and expiring (unless previously revoked, varied or renewed) at the conclusion of the annual general meeting of the Company held in 2010, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such an offer or agreement as if the authority had not expired;

(d) subject to the adoption of the Articles by the Company, the Directors were empowered to allot equity securities (within the meaning of the Articles) for cash, pursuant to the general authorities described in the sub paragraphs above in substitution for all prior powers conferred upon the Board but without prejudice to any allotments made pursuant to the terms of such powers, as if article 15 of the Articles did not apply to any such allotment, such power being limited to:

    (i) the allotment of up to an aggregate nominal amount of £2,500,000 pursuant to (i) the Global Offer, (ii) the allotment and issue of Ordinary Shares in satisfaction and discharge of a loan outstanding and owed by the Company to Oxford Partners in an amount of approximately £3,200,000 (and as described further in paragraph 3.8 below) or (iii) otherwise prior to Admission;

    (ii) the allotment of equity securities in connection with a pre-emptive issue (as such term is defined in the Articles); and

(iii) the allotment of equity securities for cash (otherwise than as described in sub paragraphs (i) and (ii) above) up to an aggregate nominal amount of £73,000 (representing approximately 5 per cent of the maximum expected issued and unconditionally allotted share capital of the Company immediately following completion of the Global Offer),

provided always that such power expires (unless previously revoked, varied or renewed) at the conclusion of the annual general meeting of the Company held in 2010, save that the Company may before the end of such period make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the Directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired;

(e) conditional on Admission the Directors were authorised to make market purchases of Ordinary Shares, subject to the following conditions:

(i) the maximum number of Ordinary Shares authorised to be purchased may not be more than 29,200,000 (representing approximately 10% of the maximum ordinary share capital of the Company expected to be in issue immediately following completion of the Global Offer);

(ii) the minimum price which may be paid for an Ordinary Share is £0.005 being the nominal value of each Ordinary Share;

(iii) the maximum price which may be paid for each Ordinary Share shall be the higher of: (A) an amount equal to 105% of the average of the middle market quotations of an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and (B) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System (SETS);

(iv) the authority shall expire at the close of the annual general meeting of the Company held in 2010; and

(v) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

3.9 Following Admission, a loan of approximately £3,200,000 will remain outstanding, owed to Oxford Partners from the Company. This loan will be held for the benefit of and/or any proceeds of the loan will be distributed to the present limited partners in Oxford Partners or as the Company and the general partner of Oxford Partners may subsequently decide, subject to satisfying any liabilities of Oxford Partners. This loan is non interest bearing and will, in due course, either be repaid in cash or, if the Company agrees, through the issue of Ordinary Shares at market value. On 3 December 2009, pursuant to the existing authorities to allot Ordinary Shares, the Board resolved to conditionally issue and allot the relevant number of Ordinary Shares at market value following Admission in satisfaction and discharge of the loan, if and when so agreed by the Company and the general partner of Oxford Partners.

3.10 In connection with the Global Offer, Oxford Partners has received the consent of its limited partners to allocate its holding of Ordinary Shares amongst limited partners on the basis of their respective distribution balances and to distribute such shares to limited partners in specie at Admission to be held, in the case of limited partners who are Directors, Senior Management and current and former employees of the Company (and their permitted transferees) by Barclays Wealth Trustees (Guernsey) Limited as nominee, and, in the case of the Hellman & Friedman Fund Vehicles, directly, in each case subject to certain lock-up arrangements. In addition Oxford Partners intends to transfer Ordinary Shares to certain former employees of the Group holding deferred partnership interests in and loan notes of the Partnership in satisfaction of such obligations. See paragraph 6.1(f) of Part IV: ''Information on the Group'' and paragraph 11 of Part VI: ''Details of the Global Offer''.

3.11 The authorised, issued and fully paid share capital of the Company immediately prior to Admission is as follows:

Class	Authorised Number	Aggregate Nominal Value	Issued and Paid Up Number	Aggregate Nominal Value
Ordinary	500,000,000	£2,500,000	180,000,000	£900,000

3.12 The authorised, issued and fully paid share capital of the Company immediately following Admission is expected to be as follows:

Class	Authorised Number	Aggregate Nominal Value	Issued and Paid Up Number[(1)]	Aggregate Nominal Value[(1)]
Ordinary	500,000,000	£2,500,000	276,551,724	£1,382,758.62

(1) Assuming completion of the steps detailed in this paragraph 3, that the Company raises £280 million of gross proceeds and the Offer Price is set at the mid-point of the Offer Price Range.

3.13 The par (or nominal) value of each Ordinary Share is £0.005. The Ordinary Shares are in registered form only. The Ordinary Shares are denominated in pounds sterling.

3.14 On Admission, the Ordinary Shares will rank *pari passu* in all respects. As described in paragraph 15, the Ordinary Shares have pre-emption rights in respect of any future issues of Ordinary Shares.

4. MEMORANDUM OF ASSOCIATION

The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by section 7(4) of the Companies Law.

5. ARTICLES OF ASSOCIATION

The Articles will be adopted pursuant to a written resolution of the Company's members prior to Admission and will contain provisions, *inter alia*, to the following effect:

5.1 Share rights

Subject to the provisions of the Companies Law, and without prejudice to any rights attached to any existing shares or class of shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or, subject to and in default of such determination, as the Board shall determine.

5.2 Voting rights

Subject to any rights or restrictions attached to any shares, every member who is present in person (or in the case of a corporation is present by a duly authorised representative) shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.

No member shall be entitled to vote at a general meeting or at a separate meeting of the holders of any class of shares, either in person or by proxy unless all moneys presently payable by him in respect of shares held by him have been paid.

5.3 Dividends and other distributions

The Company may by ordinary resolution declare dividends (including interim dividends) in accordance with the respective rights of the members, provided that no dividend shall exceed the amount recommended by the Board.

Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid except as otherwise provided by the rights attached to shares, all dividends shall be apportioned and paid proportionately according to the amounts paid upon the shares during any portion or portions of the period in respect of

which the dividend is paid; but, if any share is allotted or issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.

The Board may make payments in cash or *in specie* and the Board may make arrangements as it sees fit to settle any difficulty with the payment.

No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.

The Board may, if authorised by an ordinary resolution of the Company, offer any holder the right to elect to receive shares, credited as fully paid, instead of cash in respect of the whole (or some part, to be determined by the Board) of all or any dividend specified by that resolution.

Any dividend or moneys payable in respect of the shares may be paid in any manner as the Directors may determine, including by inter-bank transfer, electronic form, electronic means or other means approved by the Directors directly to an account (of a type approved by the Directors) nominated in writing by the member, or by cheque, warrant or other similar financial instrument made payable to the member entitled to it. Different methods of payment may apply to different members or groups of members. The Directors may also decide the currency and the exchange rate for such currency.

If the Directors decide that payments will be made by electronic transfer to an account (of a type approved by the Directors) nominated by a member, but no such account is nominated by the member or an electronic transfer into a nominated account is rejected or refunded, the Company may credit the amount payable to an account of the Company to be held until the member nominates a valid account.

The Company shall be entitled to cease sending dividend warrants and cheques by post or otherwise to a member if those instruments have been returned undelivered to, or left uncashed by, that member on at least two consecutive occasions, or, following one such occasion, reasonable enquiries have failed to establish the member's new address. The entitlement conferred on the Company by the Articles in respect of any member shall cease if the member claims a dividend or cashes a dividend warrant or cheque.

Any dividend which has remained unclaimed for 12 years from the date when it became due for payment shall, if the Board so resolves, be forfeited and cease to remain owing by the Company.

5.4 Variation of rights

Subject to the provisions of the Companies Law, if the capital of the Company is divided into different classes of shares the rights attached to any class of shares may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated (whether the Company is being wound up or not) either with the consent in writing of the holders of three quarters in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class.

5.5 Lien and forfeiture

The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys payable to the Company (whether presently or not) in respect of that share. Subject to the terms of allotment, the Board may from time to time make calls on the members in respect of any moneys unpaid on their shares. If a payment is not made when due, the Board may give not less than 14 clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued and any costs, charges and expenses incurred by the Company by reason of such non payment. If that notice is not complied with, any share in respect of which it was given may, at any time before the payment required by the notice has been made, be forfeited by a resolution of the Board. The forfeiture shall include all dividends or other moneys payable in respect of the forfeited share which have not been paid before the forfeiture. The forfeited share will be deemed property of the Company and may be sold, re-allotted or otherwise disposed of on such terms as the Board determines.

5.6 Transfer of shares

The instrument of transfer of a certificated share (as defined in the Articles) may be in any usual form or in any other form which the Board may approve. An instrument of transfer shall be signed by or on behalf of the transferor. The Board may, in its absolute discretion and without giving any reason, refuse to register the transfer of a certificated share which is not fully paid, provided that the refusal does not prevent

dealings in shares in the Company from taking place on an open and proper basis. The Board may also refuse to register the transfer of a certificated share unless the instrument of transfer:

(a) is lodged, duly stamped (if able to be stamped), at the registered office or other place appointed by the Board accompanied by the certificate for the share to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;

(b) is in respect of only one class of shares; and

(c) is in favour of not more than four transferees.

The Directors may suspend the registration of transfers provided that such registration shall not be suspended for more than 45 consecutive days in any year.

5.7 Depository interests

Subject to the Companies Law and any applicable laws and regulations and the facilities and requirements of any relevant system concerned and to the Articles, the Directors have the power to implement and/or approve any arrangements which they may, in their absolute discretion, think fit in relation to the evidencing of title and transfer of depository or similar interests, instruments or securities. To the extent that such arrangements are implemented, no provision of the Articles shall apply or have effect to the extent that it is in any respect inconsistent with the holding of the transfer of depository interests or the shares in the capital of the Company represented thereby. The Directors may from time to time take such actions and do such things as they may in their absolute discretion think fit in relation to the operation of any such arrangements.

5.8 Alteration of share capital

Subject to the Articles and to the provisions of the Companies Law, all unissued shares of the Company are at the disposal of the Board.

Subject to the provisions of the Companies Law and the Listing Rules and without prejudice to any rights attached to any existing shares or class of shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or, subject to and in default of such determination, as the Board shall determine.

Subject to the provisions of the Companies Law, and without prejudice to any rights attached to any existing shares or class of shares, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by the Articles.

The Company may by ordinary resolution increase, consolidate and divide or, subject to the provisions of the Companies Law, sub divide its share capital. The Company may, by ordinary resolution, also cancel shares which, at the date of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

5.9 Authority to issue shares

The Directors have general and unconditional authority to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe to or to convert securities into shares in the Company up to the nominal amount equal to that for which they have authority in the form of an ordinary or special resolution of the members.

5.10 Pre-emption rights

The Articles contain provisions granting pre-emption rights on an issue of shares for cash to holders of ordinary shares and of other equity securities of any class (whether by way of rights issue, open offer or otherwise) where the equity securities respectively attributable to the interests of ordinary shareholders or holders of other equity securities, if applicable are proportionate (as nearly as practicable) to the respective numbers of ordinary shares or other equity securities, as the case may be held by them, but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or any legal, regulatory or practical problems under the laws or regulations of any territory or the requirements of any regulatory body or stock exchange.

5.11 Disapplication of pre-emption rights

The pre-emption rights referred to above do not apply to certain types of issues and may be disapplied in whole or modified provided the Directors are given power by special resolution and subject to the terms of such resolution.

5.12 Purchase of own shares

The Company may, subject to the Companies Law, purchase its own shares (including any redeemable shares), provided the members have approved the purchase by Ordinary Resolution. The Company may make a payment in respect of the redemption or purchase of its own shares in any manner permitted by the Companies Law, applicable law or regulation, including out of capital.

5.13 General Meetings

The board may call general meetings whenever and at such times and places as it shall determine. General meetings shall also be convened on the requisition in writing of any shareholder or shareholders entitled to attend and vote at general meetings of the Company holding five per cent. of the paid up voting share capital of the Company deposited at the registered office, specifying the objects of the meeting. Having received the requisition to call a general meeting, the Directors must call a meeting within 21 days from the date on which they become subject to the requirement, and the meeting must be held on a date not more than 28 days after the date of the notice convening the meeting.

The Company is required to call an annual general meeting and shall call it by at least 21 clear days' notice. Subject to the provisions of the Companies Law, all other general meetings may be called by at least 14 clear days' notice. The notice will be sent to every member and Director. The notice will specify, *inter alia*, the time, date and place of the meeting and the general nature of the business to be dealt with. In the case of an annual general meeting, the notice shall specify the meeting as such. In the case of a meeting to pass a special resolution, the notice shall specify the intention to propose the resolution as a special resolution.

The members of the Company may require the Company to give, to the members entitled to receive notice of the next annual general meeting, notice of a resolution which may properly be moved and is intended to be moved at that meeting and any matter to be included in the business to be dealt with at the annual general meeting. A resolution may properly be moved at an annual general meeting unless it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), defamatory of any person, or it is frivolous or vexatious. Any matter may properly be included in the business at an annual general meeting unless it is defamatory of any person, or it is frivolous or vexatious.

The Company shall give notice of a resolution and/or include such a matter once it has received requests that it do so from members representing at least five per cent of the total voting rights of all the members who have a right to vote (and in the case of a notice of a resolution, the right to vote on the resolution) at the annual general meeting to which the requests relate, or at least 100 members who have a right to vote (and in the case of a notice of a resolution, the right to vote on the resolution) at the annual general meeting to which the requests relate and hold shares in the Company on which there has been paid up an average sum, per member, of at least £100.

The Company is also obliged to publish certain information in advance of a general meeting on its website.

5.14 Disclosure of interests in shares

The provisions of Chapter 5 (*Vote Holder and Issuer Notification Rules*) of the Disclosure Rules and Transparency Rules (the ''DTRs'') made by the FSA pursuant to Part VI of FSMA, as revised from time to time, apply to the Company as if the Company was an ''issuer'' (as defined in the DTRs). This is in addition to, and separate from, any other rights or obligations arising under the Companies Law or otherwise.

The Board has power by notice to require any member or any other person it has reasonable cause to believe to be interested in shares or to have been so interested any time during the three years immediately preceding the date on which the notice was signed (an ''interested party''), to disclose to

the Company the nature of such interest and any documents to verify the identity of the interested party as the Board deems necessary.

If at any time the Board is satisfied that any member or an interested party, has been duly served with a disclosure notice under these provisions and is in default for the prescribed period in supplying to the Company the information thereby required, or, in purported compliance with such a notice, has made a statement which is false or inadequate in a material particular, then the Board may, in its absolute discretion at any time thereafter by notice (a ''direction notice'') to such member direct that, in respect of the shares in relation to which the default occurred (the ''default shares''), the member shall not be entitled to attend or vote either personally or by proxy at a general meeting or at a separate meeting of the holders of that class of shares or on a poll. Also, where the default shares represent at least 0.25% (in nominal value) of the issued shares of their class, the direction notice may additionally direct that in respect of the default shares:

(a) any dividend (or any part of a dividend) or other amount payable in respect of the default shares shall be withheld by the Company, which has no obligation to pay interest on it; and shall be payable (when the direction notice ceases to have effect) to the person who would but for the direction notice have been entitled to them; and/or

(b) where an offer of the right to elect to receive shares of the Company instead of cash in respect of any dividend or part thereof is or has been made by the Company, any election made thereunder by such member in respect of such default shares shall not be effective; and/or

(c) no transfer of any of the shares held by any such member shall be recognised or registered by the Directors unless: (1) the transfer is an excepted transfer; or (2) the member is not himself in default as regards supplying the requisite information required under this article and, when presented for registration, the transfer is accompanied by a certificate by the member in a form satisfactory to the Directors to the effect that after due and careful enquiry the member is satisfied that none of the shares the subject of the transfer are default shares.

The Company is also obliged to keep a register of the interested parties.

The Board may be required to exercise their powers on the requisition of holders of the Company holding at the date of the deposit of the requisition not less than 10% of such of the paid-up capital of the Company as carries at that date the right of voting at the general meetings of the Company. The requisition must state that the requisitionists are requiring the Company to exercise its powers under the relevant article, specify the manner in which they require those powers to be exercised, give reasonable grounds for requiring the Company to exercise those powers in the manner specified and must be signed by the requisitionists and deposited at the office.

Where a person who appears to be interested in shares has been served with a direction notice, and the shares he appears to be interested in are held by an approved depository, then the direction notice will only apply to the shares held by the approved depository in which that person appears to be interested in and not to any other shares held by the approved depository. Having been served with a direction notice, the obligations of the approved depository as a member will be limited to disclosing to the Company any information relating to a person who appears to be interested in the shares held by it which has been recorded by it in accordance with the arrangement under which it was appointed as an approved depository.

5.15 Distribution of assets on liquidation

If the Company is wound up, the liquidator may, with the sanction of an ordinary resolution, divide among the members all or any part of the Company's assets and may value any assets and determine how the division shall be carried out; vest all or any part of the assets in trustees for the benefit of the members; and determine the scope and terms of those trusts. No member shall be compelled to accept any asset on which there is a liability.

5.16 Directors' interests

Except as otherwise provided by the Articles, a Director shall not vote on any resolution of the Board concerning a matter in which he has an interest (other than by virtue of his interests in shares or debentures or other securities of, or otherwise in or through, the Company) which (together with any

interest of any person connected with him) is to his knowledge material. This does not apply if his interest arises only because the resolution concerns one or more of the following matters:

(a) the giving of a guarantee, security or indemnity in respect of money lent or obligations incurred by him or any other person at the request of or for the benefit of, the Company or any of its subsidiary undertakings;

(b) the giving of a guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which the Director has assumed responsibility (in whole or part and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security;

(c) a contract, arrangement, transaction or proposal concerning an offer of shares, debentures or other securities of the Company or any of its subsidiary undertakings for subscription or purchase, in which offer he is or may be entitled to participate as a holder of securities or in the underwriting or sub underwriting of which he is to participate;

(d) a contract, arrangement, transaction or proposal concerning any other body corporate in which he or any person connected with him is interested, directly or indirectly, and whether as an officer, shareholder, creditor or otherwise, if he and any persons connected with him do not to his knowledge hold an interest (as that term is defined in the Articles) representing one per cent or more of either any class of the equity share capital of such body corporate (or any other body corporate through which his interest is derived) or of the voting rights available to members of the relevant body corporate (any such interest being deemed for the purpose of the Articles to be a material interest in all circumstances);

(e) a contract, arrangement, transaction or proposal for the benefit of employees of the Company or of any of its subsidiary undertakings which does not award him any privilege or benefit not generally accorded to the employees to whom the arrangement relates; and

(f) a contract, arrangement, transaction or proposal concerning any insurance which the Company is empowered to purchase or maintain for, or for the benefit of, any Directors of the Company or for persons who include Directors of the Company.

The Company may by ordinary resolution suspend or relax any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors to any extent, either generally or in respect of any particular matter.

Where proposals are under consideration concerning the appointment (including without limitation fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each Director separately. In such cases each of the Directors concerned shall be entitled to vote in respect of each resolution except that concerning his own appointment.

5.17 Board authorisation

The Board may authorise any matter proposed to it which would, if not so authorised, involve a breach of duty owed by a Director to the Company as a matter of law, including, without limitation, any matter which relates to a situation in which a Director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company. Any such authorisation will be effective only if:

(a) any requirement as to quorum at the meeting at which the matter is considered is met without counting the Director in question or any other interested Director; and

(b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

Provided that he has disclosed such office to the Board and where necessary such office has been approved by the Board, a Director shall not be accountable to the Company for any remuneration or other benefit which he derives from any office or employment, from any transaction or arrangement or from any interest in any body corporate.

5.18 Borrowing powers

The Board may exercise all the powers of the Company to borrow money, to guarantee, to indemnify, to mortgage or charge its undertaking, property, assets (present and future) and uncalled capital, and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

5.19 Directors' duties in respect of City Code

If and for so long as the Company shall not be subject to the City Code, the Board shall, in managing and conducting the business of the Company and in exercising or refraining from exercising any and all powers, rights and privileges use its reasonable endeavours to apply and to have the Company abide by the General Principles as set out in the City Code (''General Principles'') *mutatis mutandis* as though the Company were subject to the City Code. In the event that circumstances arise where, if the Company were subject to the City Code, the Company would be an offeree or otherwise the subject of an approach or the subject of a third party statement of firm intention to make an offer, the Board would comply and procure that the Company complied with the provisions of the City Code *mutatis mutandis* as though the Company were subject to the City Code. In the event that the Board recommended to the shareholders of the Company or any class thereof any takeover offer made for shares in the Company from time to time, the Board would obtain the undertaking of the offeror(s) to comply with the provisions of the City Code in the conduct and the execution of the relevant offer *mutatis mutandis* as though the Company were subject to the City Code. It is recognised that the Panel on Takeovers and Mergers does not have jurisdiction and that, if and for so long as such may be the case, these provisions are subject in any event to the Companies Law and to the requirement that the Board must be satisfied that the application of the Articles is in the best interests of the Company.

5.20 Remuneration of Directors

The ordinary remuneration of the Directors who do not hold executive office for their services including the Chairman of the Company (excluding amounts payable under any other provision of the Articles) shall not exceed in aggregate £1,000,000.00 per annum or such higher amount as the Company may from time to time by ordinary resolution determine. Should a Director who does not hold executive office perform duties or services which are outside the scope of their ordinary duties they may be paid extra remuneration as the Board shall determine.

The emoluments of any Director holding executive office for his services as such shall be determined by the Board, and may be of any description, including without limitation admission to, or continuance of, membership of any scheme (including any share acquisition scheme) or fund instituted or established or financed or contributed to by the Company for the provision of pensions, life assurance or other benefits for employees or their dependants, or the payment of a pension or other benefits to him or his dependants on or after retirement or death, apart from membership of any such scheme or fund.

The Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any past or present Director or employee of the Company or any of its subsidiary undertakings or any body corporate associated with, or any business acquired by, any of them, and for any member of his family or any person who is or was dependent on him.

The Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board, general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

A Director shall not be required to hold any shares in the capital of the Company by way of qualification.

5.21 Appointment of Directors

Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate Directors) shall be not less than 2 but shall not be subject to any maximum number. Directors may be appointed by the Company by ordinary resolution or by the Board. A Director appointed by the Board shall hold office only until the next following annual general meeting and if not re appointed at such annual general meeting, shall vacate office at its conclusion.

5.22 Retirement of Directors

A Director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do to, until the end of the meeting.

5.23 Disqualification and removal of Directors

A person ceases to be a Director in a number of circumstances, including removal by notice from the Board signed by no less than three quarters of the Board stating that person should cease to be a Director. The Company may also, by ordinary resolution, remove any Director from office.

5.24 Indemnity

Every Director (including for the purposes of this paragraph any alternate Director appointed pursuant to the provisions of these Articles), secretary, assistant secretary or other officer for the time being and from time to time of the Company (but not including the Company's auditors) and the personal representatives of the same (each an ''Indemnified Person'') shall be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such Indemnified Person, other than by reason of such Indemnified Person's own dishonesty, wilful default or fraud, in or about the conduct of the Company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere.

5.25 Takeover provisions

The Articles adopt certain of the provisions of the City Code, including provisions dealing with compulsory takeover offers and shareholder treatment along the lines of the General Principles (including ''equal treatment'') which are to be administered by the Board. These provisions (set out in Articles 147 and 248 to 256) have effect only during such times as the City Code does not apply to the Company.

Pursuant to the Articles, a person (excluding a depository or nominee) must not:

(a) acting by himself or with persons determined by the Board to be acting in concert, seek to acquire shares in the Company, which carry 30%, or more of the voting rights attributable to the shares in the Company; or

(b) acting by himself or with persons determined by the Board to be acting in concert, hold not less than 30%, but not more than 50%, of the voting rights, and seek to acquire, by himself or with persons determined by the Board to be acting in concert, additional shares which, taken together with the shares held by the persons determined by the Board to be acting in concert with him, increase his voting rights, or

(c) effect or purport to effect an acquisition which would breach or not comply with Rules 4, 5, 6,8 or 11 of the City Code, if the Company were subject to the City Code,

except, in the case of either (a) or (b) above, as a result of a ''permitted acquisition'' (meaning an acquisition either consented to by the Board, or made in compliance with Rule 9 of the City Code, or arising from the repayment of a stock borrowing arrangement).

Where the Board has reason to believe that any of such circumstances has taken place, then it may take all or any of certain measures:

(a) require the person(s) appearing to be interested in the shares of the Company to provide such information as the Board considers appropriate;

(b) have regard to such public filings as may be necessary to determine any of the matters under Articles 248 to 256;

(c) make any determination under Articles 248 to 256 as it thinks fit, either after calling for submissions by the relevant person(s) or without calling for any;

(d) determine that the voting rights attached to such shares acquired in breach of the Articles, (the ''Excess Shares''), are from a particular time incapable of being exercised for a definite or indefinite period;

(e) determine that some or all of the Excess Shares are to be sold;

(f) determine that some or all of the Excess Shares will not carry any right to any dividends or other distributions from a particular time for a definite or indefinite period; and

(g) taking such actions as it thinks fit for the purposes of Articles 248 to 256, including prescribing rules not inconsistent with Articles 248 to 256, setting deadlines for the provision of information, drawing adverse inferences where information requested is not provided, making determinations or interim determinations, executing documents on behalf of a shareholder, converting any Excess Shares held in uncertificated form to certificated form and vice versa or converting any Excess Shares represented by Depository Interests issued in uncertificated form under the Articles into shares in certificated form, paying costs and expenses out of proceeds of sale and changing any decision or determination or rule previously made.

The Board has the full authority to determine the application of Articles 147 and 248 to 256, including the deemed application of the whole or any part of the City Code, and such authority shall include all the discretion that the Panel would exercise if the whole or part of the City Code applied. Any resolution or determination made by the Board, any Director or the chairman of any meeting acting in good faith is final and conclusive and is not open to challenge as to its validity or as to any other ground. The Board is not required to give any reason for any decision or determination it makes. In exercising the powers under Article 147 and Articles 249 to 256, the board will comply with the principle that all ordinary shareholders that are in the same position shall be treated equally in respect of the rights attaching to their shares and otherwise in accordance with their duties under applicable law.

Notwithstanding anything to the contrary, an approved depository holding shares in the capital of the Company in the form of depository interests shall not be obliged to accept the issue or transfer to it of shares, if such issue or transfer would likely result in such depository having to make a mandatory offer for other shares in the capital of the Company. In the event that such depository is required to make a mandatory offer to purchase other shares in the capital of the Company under applicable law, the Company shall cooperate with such depository in seeking an exemption or waiver of such requirement and the Company shall bear all reasonable costs of such depository in connection with seeking such exemption or waiver.

5.26 Electronic communications

The Board may from time to time issue, endorse or adopt terms and conditions relating to the use of electronic means for sending notices, other documents and proxy appointments by the Company to members.

5.27 Information rights

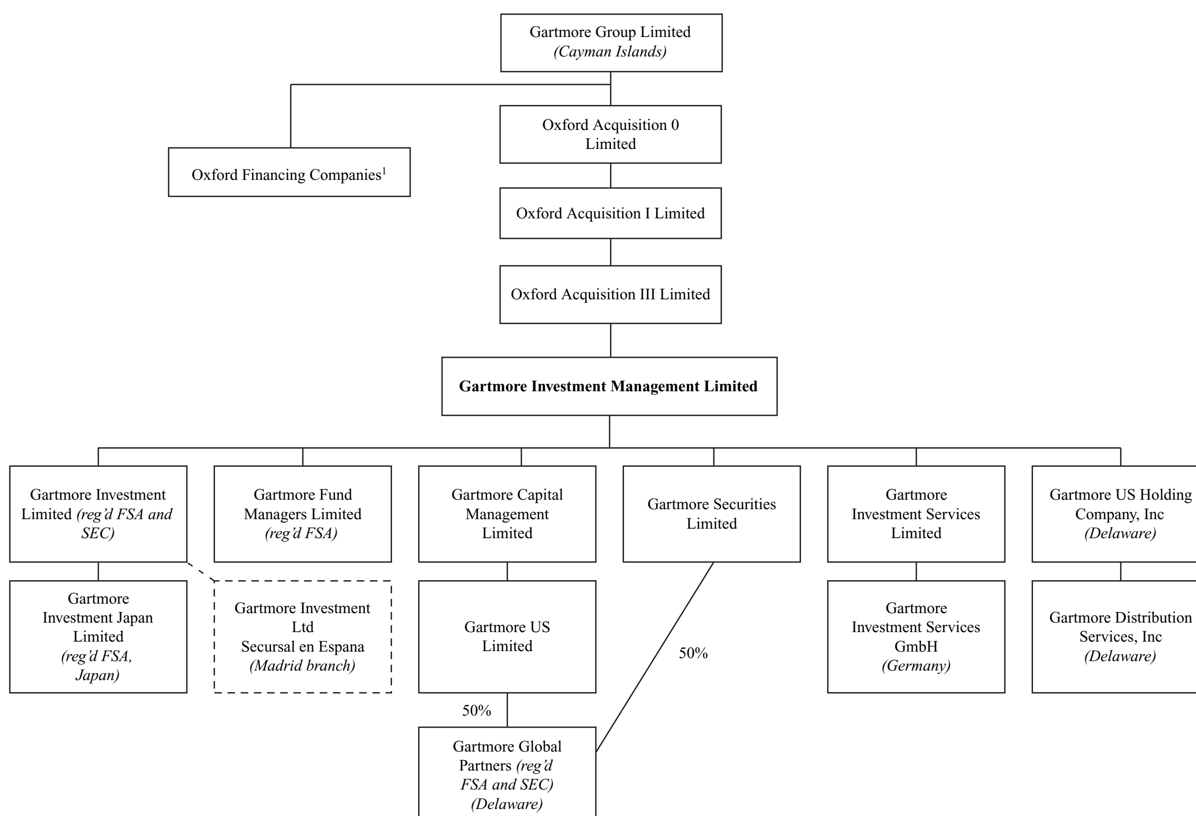
A member who holds shares on behalf of another person may nominate that person to enjoy ''Information Rights''. ''Information Rights'' means the right to receive a copy of all communications (including the accounts and reports) that the Company sends to its members generally or to any class of its members that includes the person making the nomination, and the rights of members under the Companies Law, any applicable law or regulation and the Articles to require a single copy of the Company's last annual accounts, the last Directors' report, the last Directors' remuneration report and the auditor's report on those accounts and, free of charge, a hard copy version of a document or information provided to a member in another form. The effect of any nominations may be terminated or suspended in certain circumstances set out in the Articles.

5.28 Right to inspect the register

Companies which are registered in the Cayman Islands are not required to file shareholder details with the Registrar of Companies in Cayman, as Companies registered in England and Wales would be expected to file any changes to shareholder holdings with Companies House in England. As a result, details of shareholders of Cayman Islands registered companies will not be available to the public or to shareholders of the Company. As a result of this, the Company has inserted a right within the Articles of the Company to allow shareholders the right to inspect the registers of the Company during normal business hours.

6. GROUP STRUCTURE AND THE COMPANY'S SUBSIDIARIES

A simplified structure chart for the Group as follows:



U.K. incorporated save where otherwise noted.

(1) Oxford Financing Companies consists of Oxford Acquisition V Limited, Oxford Acquisition VI, Oxford Acquisition VII Limited, Oxford Acquisition VIII and Oxford US Acquisition LLC (Delaware) which have the purpose of facilitating the Group's financing arrangements.

The principal subsidiary undertakings of the Company are as follows:

Principal subsidiary undertakings	Country of incorporation and registration	Proportion of equity share capital held period ended 30 September 2009	Proportion of voting power held period ended 30 September 2009
Gartmore Investment Management Limited	England	100%	100%
Gartmore Fund Managers Limited	England	100%	100%
Gartmore Investment Limited	England	100%	100%
Gartmore Capital Management Limited	England	100%	100%
Gartmore U.S. Limited	England	100%	100%
Gartmore Securities Limited	England	100%	100%
Gartmore Investment Japan Limited	Japan	100%	100%
Gartmore Investment Services GmbH	Germany	100%	100%
Gartmore Global Partners(1)	U.S.A.	100%	100%
Gartmore U.S. Holding Company, Inc.	U.S.A.	100%	100%
Gartmore Distribution Services, Inc.	U.S.A.	100%	100%
Gartmore Delaware, Inc	U.S.A.	100%	100%
Oxford Acquisition 0 Limited	England	100%	100%
Oxford Acquisition I Limited	England	100%	100%
Oxford Acquisition III Limited	England	100%	100%
Oxford Acquisition V Limited	England	100%	100%
Oxford Acquisition VI	England	100%	100%
Oxford Acquisition VII Limited	England	100%	100%
Oxford Acquisition VIII	England	100%	100%
Oxford Acquisition IX Limited	England	100%	100%
Oxford Acquisition X Limited	England	100%	100%
Oxford US Acquisition LLC	U.S.A.	100%	100%

(1) Gartmore U.S. Limited and Gartmore Securities Limited are the joint partners in Gartmore Global Partners (''GGP''), a partnership formed in the U.S.A. to provide international investment services to U.S.-based investors. GGP is therefore a subsidiary undertaking of the Company as at 30 September 2009, 31 December 2008, 31 December 2007 and 31 December 2006.

7. DIRECTORS AND SENIOR MANAGEMENT

7.1 The business address of each of the Directors and the Senior Management of the Company is Gartmore House, 8 Fenchurch Place, London EC3M 4PB. Their full names and functions within Gartmore are as set out below:

Directors

Name	Function
Andrew Skirton	Non-Executive Chairman
Jeffrey Meyer	Chief Executive Officer
Keith Starling	Chief Financial Officer
David Barclay	Senior Independent Non-Executive Director
David Lindsell	Independent Non-Executive Director
Patrick Healy	Non-Executive Director
Blake Kleinman	Non-Executive Director

Senior Management

Name	Function
Dominic Rossi	Chief Investment Officer
Philip Wagstaff	Global Head of Distribution
William McGowan	General Counsel
David Francis	Head of Operations

7.2 Details of directorships and/or partnerships (other than the Directorship of the Company) held by the Directors and Senior Management at any time in the five years prior to the date of this Prospectus are set out below:

Directors

Name	Current Directorships/Partnerships	Past Directorships/Partnerships
Andrew Skirton . . .	Gartmore Investment Management Limited Abcorp Limited Ingenious Film Partners 2 LLP Create East of England LP RBS Special Opportunities LP Coutts Private Equity LP II Barclays Private Equity European Fund III Oxford Partners, L.P. Advisory Board	Barclays Global Investors Limited Barclays Global Investors Services Limited Barclays Global Investors UK Holdings Limited Barclays Global Investors, National Association E-Crossnet Liberty 8 L.P. Liberty Syndicate 21
Jeffrey Meyer	Gartmore Investment Management Limited Gartmore Investment Limited Gartmore Fund Managers Limited Gartmore Global Partners (Management Committee) Gartmore No.1 General Partner Limited Gartmore No.2 General Partner Limited Gartmore No.3 General Partner Limited Gartmore No.3 General Partner ILP Limited Asset Management Holdings Oxford Partners, L.P. Advisory Board The AlphaGen Crucis Fund Limited The AlphaGen Dorados Fund Limited The AlphaGen Eltanin Fund Limited The AlphaGen EtaCas Fund Limited The AlphaGen Octanis Fund Limited The AlphaGen Perseus Fund Limited The AlphaGen Regulus Fund Limited The AlphaGen Tenro Fund Limited Gartmore European Equity Hybrid Fund Limited Gartmore A.I.S. D.M.A Program Fund Limited The AlphaGen Pyxis Fund Limited Wertheim Schroder and Company Inc 1996 European Partnership The BSC Employee Fund IV	The AlphaGen Absolus Fund Limited The Gartmore Limited Issue Irish Growth Fund Limited Gartmore Capital Management Limited Gartmore Group Gartmore UK Holding Company Nationwide Asset Management Holdings Limited The AlphaGen Arrakis Fund Limited
Keith Starling	Gartmore Investment Management Limited Gartmore Global Partners (Management Committee) Gartmore Investment Limited Gartmore Fund Managers Limited Gartmore Services Limited Gartmore Distribution Services, Inc Gartmore Delaware, Inc Gartmore US Holding Company, Inc Gartmore No.1 General Partner Limited Gartmore No.2 General Partner Limited Gartmore No.3 General Partner GP Limited Gartmore No.3 General Partner ILP Limited Oxford Acquisition II Limited Oxford Acquisition IX Limited Oxford Acquisition X Limited Gartmore Capital Management Limited Gartmore Investment Services Limited Gartmore Securities Limited Gartmore US Limited Gartmore Nominees Limited G.I.L. Nominees Limited Damian Securities Limited Fenplace Limited Asset Management Holdings Gartmore JV Limited Gartmore No.1 JV Limited Oxford Partners, L.P. Advisory Board	Gartmore Group Gartmore UK Holding Company Nationwide Asset Management Holdings Limited

Name	Current Directorships/Partnerships	Past Directorships/Partnerships
David Barclay	John Lewis Partnership PLC John Lewis Partnership Trust Limited VT Group PLC Wessex Water Services Limited	
David Lindsell	Premier Oil plc Drax Group plc The British Museum Company Limited St Albans School Oxford Partners, L.P. Advisory Board	The British Museum European Financial Reporting Advisory Group Ernst & Young LLP
Patrick Healy	Hellman Friedman LLC Hellman & Friedman Europe Limited Hellman & Friedman LLP The Nielsen Company MIP Group Limited MIP Holdings Limited Mondrian Holdings Limited Oxford Partners, L.P. Advisory Board Gaz Transport et Technigaz SAS (GTT)	Double Click, Inc German Media Partners, L.P. Nasdaq Stock Market LLC Oxford Partners G.P. Limited ProSieben Sat1 Media AG
Blake Kleinman . . .	Oxford Acquisition 0 Limited Oxford Acquisition I Limited Oxford Acquisition III Limited Oxford Acquisition IV Limited Oxford Acquisition V Limited Oxford Acquisition VI Oxford Acquisition VII Limited Oxford Acquisition VIII Oxford Acquisition S.àr.l. Oxford Partners, L.P. Advisory Board Hellman & Friedman Europe Limited H&F Sensor BidCo Limited H&F Sensor EquityCo Limited H&F Sensor HoldCo Limited Geovera (Luxembourg I) Holdings S.àr.l Geovera (Luxembourg II) Holdings S.àr.l Geovera (Luxembourg III) Holdings S.àr.l	

Senior Management

Name	Current Directorships/Partnerships	Past Directorships/Partnerships
Dominic Rossi . . .	Gartmore Investment Management Limited Gartmore Global Partners (Management Committee) Gartmore Investment Limited Gartmore Fund Managers Limited	
Philip Wagstaff . . .	Gartmore Investment Management Limited Gartmore Global Partners (Management Committee) Gartmore Investment Limited Gartmore Fund Managers Limited Gartmore Investment Services GmbH	New Star Investment Funds Limited New Star Nominees (Multi-Currency Service) Limited
William McGowan .	Gartmore Investment Management Limited Gartmore Global Partners (Management Committee) Gartmore Investment Limited Gartmore Fund Managers Limited Gartmore No.1 General Partner Limited Gartmore No.2 General Partner Limited Gartmore No.3 General Partner GP Limited Gartmore No.3 General Partner ILP Limited	
David Francis	Gartmore Pension Trustees Limited Gartmore Investment Management Limited Gartmore Global Partners (Management Committee) Gartmore Investment Limited Gartmore Fund Managers Limited	

7.3 During the five years immediately prior to the date of this Prospectus, none of the Directors nor any member of the Senior Management has:

- been convicted in relation to a fraudulent offence;
- been associated with any bankruptcies, receiverships or liquidations whilst acting in his capacity as a member of an administrative, management or supervisory body of a company, a partner with unlimited liability, a founder or a member of senior management of a company; or
- received an official public incrimination and/or sanction by a statutory or regulatory authority (including designated professional bodies) or been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

7.4 None of the Directors or Senior Management has, or has had, an interest in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company or which has been effected by the Company since its incorporation.

7.5 Other than described in paragraphs (a) and (b) below, there are no potential conflicts of interest between the Directors' or Senior Management's duties to the Company and their private interests and/or duties.

(a) A number of Directors and Senior Management invest in funds managed by Gartmore from time to time. Such investments, and subsequent dealings in them, are subject to Gartmore's Personal Account Dealing policy which aims to minimise the risk of conflicts of interest arising in connection with such investments. Such investments are also required to be disclosed to the Company Secretary as a transactional conflict under the Companies Act 2006 and disclosed to the Board and are currently reviewed at least twice a year by the Group's Audit & Finance Committee and after Admission will be reviewed by the Audit & Risk Committee of the Company to minimise the risk of conflicts of interest arising in connection with these investments.

(b) Philip Wagstaff's wife owns 50% of and works for Marketing in Partnership (''MIP''). MIP provides a range of marketing services to members of the financial services industry. MIP provides a range of marketing services to Gartmore including event management, marketing project management and events. Gartmore also jointly sponsors a number of MIP's industry conferences. All invoices which are required to be paid to MIP are required to be countersigned by the Company Secretary. The Company believes all of its dealings with MIP are on arm's length pricing and terms.

(c) Patrick Healy and Blake Kleinman have been nominated as Directors by the Hellman & Friedman Fund Vehicles.

7.6 No loan has been granted to, nor any guarantee provided for the benefit of, any Director by the Company.

7.7 Except as disclosed in the table contained in this paragraph, the Company is not aware of interests of any Director or Senior Manager, including any connected person, the existence of which is known to, or could with reasonable diligence be ascertained by, such Director or Senior Manager

whether or not held through another party, in the share capital of the Company, together with any options in respect of such capital immediately following Admission.

Individual Shareholder	Ordinary Shares owned immediately prior to Admission(1)(2)		Ordinary Shares owned after Admission(3)	
	Number of ordinary shares	% of share capital (post primary)	Number of ordinary shares	% of share capital (post primary)
Andrew Skirton	791,930	0.29	791,930	0.29
Jeffrey Meyer	3,644,438	1.32	3,078,250	1.11
Keith Starling	896,767	0.32	765,268	0.28
David Lindsell	55,958	0.02	55,958	0.02
Patrick Healy(4)	—	—	—	—
Blake Kleinman(4)	—	—	—	—
Dominic Rossi	649,110	0.23	512,797	0.19
Philip Wagstaff	503,620	0.18	397,860	0.14
William McGowan	223,831	0.08	176,827	0.06
David Francis	422,587	0.15	361,827	0.13

(1) Assuming completion of the steps detailed in paragraph 3 of this Part XII: ''Additional Information'' of this Prospectus, that the Company raises £280 million of gross proceeds and the Offer Price is set at the mid-point of the Offer Price Range.

(2) The number of Ordinary Shares to be held by the Directors and Senior Management of the Company will depend on the value of the Company at Admission and will only be finally known once the Offer Price has been determined.

(3) Assuming each Director/Senior Manager sells the maximum permitted percentage of their Ordinary Shares held under the Global Offer or the percentage that they have individually indicated they will sell (within such limit).

(4) Patrick Healy and Blake Kleinman have interests in the partnership structure which owns the Hellman & Friedman Fund Vehicles which in turn, as indicated elsewhere in this Prospectus, have interests in the Company.

8. CORPORATE GOVERNANCE

8.1 The Company complies with the corporate governance principles applicable to Cayman Islands incorporated companies. As a Cayman Islands incorporated entity, it is not presently and was not in its last financial year compliant with the Combined Code. Following Admission the Company intends to comply with the corporate governance principles set out in the Combined Code save that, as set out below, the Board, the Audit & Risk Committee and the Remuneration Committee will comprise only two independent non-executive Directors in addition to the independent non-executive Chairman. For the reasons discussed below, the Company will not be fully compliant with the Combined Code at Admission. The Company is committed to moving over time to a position of full compliance with the Combined Code.

8.2 The Combined Code recommends, among other things, that the board of directors of a U.K. listed company should include a balance of executive and independent non-executive directors, with independent non-executive directors comprising at least one-half of the board (excluding the Chairman who should be independent on appointment). The Combined Code states that the board should determine whether a director is independent in character and judgment and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the director's judgment.

8.3 The Company's Board of Directors is responsible for the management of the Company and meets regularly. Gartmore currently has a board of seven members comprising:

- two executive directors, the Chief Executive Officer and Chief Financial Officer;
- three non-executive directors (including the Chairman) who are independent of the Company and its major shareholders; and
- two non-executive directors who have been nominated by the Hellman & Friedman Fund Vehicles.

Whilst the Company acknowledges it is not at present compliant with the provisions of the Combined Code relating to the number of independent non-executive directors on the Board or the composition of the Remuneration and Audit & Risk Committees, the Company intends to appoint additional

independent non-executive directors in due course following Admission so that at least half the Board will be independent and non-executive as to comply fully with the Combined Code.

8.4 The Combined Code also recommends that the Board of Directors should appoint one of its independent non-executive Directors to be the senior independent director. The senior independent director should be available to shareholders if they have concerns that contact through the normal channels of chairman, chief executive officer or chief financial officer has failed to resolve or for which such contact is inappropriate. The Company's senior independent director is David Barclay.

8.5 In accordance with the Combined Code, the Company is ready where practicable to enter into a dialogue with institutional shareholders based on the mutual understanding of objectives. It is also committed to the principle of effective communication with private investors, such as by the constructive use of annual general meetings of shareholders.

8.6 In accordance with the Combined Code, Gartmore has established guidelines requiring specific matters to be subject to decision by a majority of the full Board of Directors, including material acquisitions and disposals, investments and capital projects.

8.7 The Combined Code recommends that a U.K. listed company should establish an audit committee, a remuneration committee and a nomination committee. In addition, the Combined Code recommends that all the members of the audit committee and the remuneration committee, and a majority of the members of the nomination committee, should be independent non-executive directors. Gartmore has each of these committees, the terms of reference of which are described in further detail below. The Audit & Risk Committee, Remuneration Committee and Nomination Committee currently comprise a majority of non-executive directors that are considered to be independent of management for the purposes of the Combined Code.

8.8 Audit & Risk Committee

(a) The current members of the Audit & Risk Committee are David Lindsell, David Barclay and Andrew Skirton who are non-executive directors considered to be independent of management for the purposes of the Combined Code. David Lindsell is the chairman of the Committee and has recent and relevant financial experience for the purposes of the Combined Code. The Committee may, from time to time, invite the Company's Chief Executive Officer and Chief Financial Officer to attend its meetings.

(b) The Audit & Risk Committee is primarily concerned with the effectiveness of the Group's accounting policies and practices, financial reporting and internal controls. It is among other things responsible for: (i) monitoring the integrity of financial statements, including reviewing the financial statements and significant financial returns to regulators and any formal announcements relating to the Group's financial performance; (ii) reviewing the integrity of internal financial control and risk management systems and codes of corporate conduct and ethics; (iii) making recommendations to the Board of Directors regarding the engagement of independent auditors; (iv) reviewing the plan, scope and results of the annual audit, the independent auditors' letter of comments and management's response thereto; (v) reviewing and approving the internal audit plan and management's response to the internal audit; (vi) receiving reports from the internal audit and others relating to risk control; (vii) approving all audit and non-audit services; (viii) reviewing policies and procedures with respect to internal accounting and financial controls; and (ix) reviewing any changes in accounting policy.

8.9 Remuneration Committee

(a) The current members of the Remuneration Committee are David Barclay, David Lindsell and Andrew Skirton who are non-executive directors considered to be independent for the purposes of the Combined Code. Andrew Skirton is the chairman of the Committee.

(b) The Remuneration Committee is among other things responsible for: (i) determining and agreeing with the Board the broad policy for the remuneration of the Group's employees and reviewing the ongoing appropriateness and relevance of the Group's remuneration policy; (ii) determining the total individual remuneration package of the Company's chairman, executive directors, executive management, the company secretary and any employee whose total remuneration is expected to exceed the median of the total remuneration for the executive directors; (iii) approving all individual incentive awards for, and assessing the extent to which

individual performance targets have been met by, employees with aggregate earnings in the previous year of £500,000 or more or such other amount as shall be agreed by the Remuneration Committee; (v) determining the extent to which annual bonus deferrals should be made and the granting of long-term incentive awards; (iv) approving, determining targets for, and monitoring, performance related pay schemes; (v) reviewing share incentive plans and deferred bonus arrangements for the approval of the Board; and (vi) determining the policy for, and scope of, pension arrangements for each executive director and other senior executives.

(c) The Company does not currently employ any compensation consultants to assist in determining or recommending the amount or form of executive or director compensation. In the past, the Company has engaged consultants from time to time to assist with salary benchmarking.

8.10 Nomination Committee

(a) The current members of the Nomination Committee are David Barclay, David Lindsell, Andrew Skirton, Jeffrey Meyer and Patrick Healy. David Barclay, David Lindsell and Andrew Skirton are non-executive directors considered to be independent of management for the purposes of the Combined Code. Andrew Skirton is the chairman of the Committee.

(b) The Nomination Committee is, among other things, responsible for: (i) recommending director nominees to the Board; (ii) recommending to the Board and committee chairs the membership for each committee of the Board; (iii) making recommendations to the Board in respect to the re-appointment of any non-executive director at the conclusion of their specified term of office taking into account their performance and their contribution in light of the knowledge, skills leadership and experience requirements of the Board; (iv) making recommendations to the Board in respect to succession of Directors, including the Chairman and Chief Executive Officer; and (v) regularly reviewing the structure, size and composition (including the balance of skills, knowledge and experience) required for the Board. Upon Admission, the Nomination Committee shall begin the search for further non-executive directors who are independent and have the necessary skills and experience to assist in the implementation of group strategy and bring the composition of the Board in compliance with the Combined Code.

8.11 Market Disclosure Committee

In addition to the Committees described in paragraphs 8.8 to 8.10 above, Gartmore has established a Market Disclosure Committee, which in the absence of a meeting of the Board is responsible for: (i) reviewing public disclosures of the Company including those dealing with significant developments in the Company's business and those which are part of regular reporting cycles; (ii) approving and reviewing the Company's procedures for the issue of announcements to the London Stock Exchange; (iii) designing, implementing, evaluating and monitoring compliance with the Company's disclosure controls and procedures; (iv) ensuring that procedures are in place for notifying the London Stock Exchange of transactions involving persons disclosing managerial responsibility and their connected persons; (v) ensuring that effective internal controls are in place to protect inside information and that procedures are in place for employees with access to inside information to acknowledge their legal and regulatory duties and the sanctions for misuse use of inside information; (vi) informing the company secretary of amendments which should be made to the Company's insider list; and (vii) making decisions relating to unplanned announcements necessitated by trading or an event where a meeting of the Board cannot be convened. The quorum for a Market Disclosure Committee meeting is Jeffrey Meyer or Keith Starling in his absence plus any other director.

8.12 Share Dealing Policy

Gartmore has adopted a new Share Dealing Policy. This imposes dealing obligations, which are at least as rigorous as those required by the Model Code of the U.K. Listing Rules. The Share Dealing Policy applies to the Directors, persons discharging managerial responsibilities (''PDMR'') identified by the Board and other relevant insider employees of the Group, and their respective connected persons. All employees under the Share Dealing Policy are restricted from dealing in the Company's shares during close periods or if they are in possession of inside information.

8.13 Pre-emption Rights

The Company has adopted standard pre-emption rights (similar to those contained in the U.K. Companies Act 2006) in furtherance of its obligation to meet and exceed best practice and compliance with the Combined Code. See paragraph 5 above for further information.

9. DIRECTORS' SERVICE AGREEMENTS AND LETTERS OF APPOINTMENT, REMUNERATION AND OTHER MATTERS

9.1 The terms of the Directors' service contracts and letters of appointment are summarised below:

Name	Date of contract	Notice period	Current annual salary/fees	Other material benefits
			£	£
Chairman				
Andrew Skirton	27 November 2009	1 month	250,000	3,000
Executive Directors				
Jeffrey Meyer	26 September 2006(1)	6 months	175,000	505,000
Keith Starling	12 August 2006(1)	6 months	175,000	17,000
Non-executive Directors				
David Barclay	27 November 2009	1 month	62,500	—
David Lindsell	27 November 2009	1 month	70,000	—
Patrick Healy	27 November 2009	—(2)	1,000	—
Blake Kleinman	27 November 2009	—(2)	1,000	—

(1) These service agreements are supplemented by side letters as described in paragraph 9.2(a) below.

(2) The notice periods relating to Patrick Healy and Blake Kleinman's terms of appointment are determined by reference to the Relationship Agreement (see ''Relationship Agreement'' below).

9.2 A summary of the service contracts entered into with each of the Directors is set out below.

(a) Each of the Executive Directors listed in Section 9.1 have entered into service agreements with Gartmore Investment Management Limited (''GIML''). Both of the service agreements contain the same terms and each receives a salary of £175,000 per annum. The service agreements provide that the Executive Directors' salaries shall be reviewed annually and that they are eligible to participate in the Group's discretionary bonus scheme. The service agreements have no fixed term and are terminable by either party giving to the other at least six months' notice in writing at any time. The service agreements contain a 'gardening leave' clause which entitles GIML to require the Executive Directors to remain away from work during any notice period, and GIML also has discretion to terminate the Executive Director's employment with immediate effect and make a payment in lieu of the basic salary for the whole or any unexpired portion of their notice period. The service agreements also contain confidentiality provisions which have effect during employment and after termination, and provisions protecting the Group's intellectual property. The service agreements of both Executive Directors are supplemented by side letters which are and will be reviewed and revised from time to time. The current versions will be executed prior to Admission but are substantially similar to side letters currently in force. These side letters, *inter alia*, confirm the Target Total Incentive Compensation (''Target'') of each Executive Director which provides an indication of the bonus and other incentives that the Company and the Executive Director expect to be awarded subject to satisfactory performance and the ultimate discretion of the Remuneration Committee. Jeffrey Meyer will have a side letter which will specify a current Target of £2,325,000 and which will entitle him to a payment of two year's salary plus two times the current Target (even if the Target in future years changes) in the event of termination without cause. Jeffrey Meyer will also be entitled to various expatriate benefits including housing, schooling and cost of living and tax equalisation. Keith Starling will have a side letter which will specify a current Target of £675,000 and which will entitle him to a payment of one year's salary plus the current Target (even if the Target in future years changes) in the event of termination without cause.

(b) The service agreements also provide that the Executive Directors are entitled to the following:

(i) participation in the Gartmore defined contribution pension scheme;

(ii) life cover of four times the Executive Director's annual pensionable salary (subject to a cap which is currently £124,000);

(iii) membership of GIML's medical insurance scheme; and

(iv) 30 working days' holiday in each holiday year.

(c) Pursuant to letters of appointment, each dated as of 27 November 2009, the Company appointed Andrew Skirton, David Barclay and David Lindsell to the office of Non-executive Director (each an ''Appointment''), with effect from that date. Each Appointment is for an initial term of two years, though either party may terminate the Appointment at any time by giving not less than one month's notice in writing. At the end of the initial term, an Appointment may be renewed for a further two terms of two years if the Non-executive Director and the Company agree. Continuation of the Appointment is contingent on satisfactory performance and re-election at future Annual General Meetings. Each Appointment will also terminate automatically on the individual ceasing to be a Director.

(d) Pursuant to letters of appointment, each dated as of 27 November 2009, the Company appointed Patrick Healy and Blake Kleinman to the office of Non-executive Director (each an ''Appointment''), with effect from that date. Each Appointment will also terminate automatically on the individual ceasing to be a Director including as a result of the terms of the Relationship Agreement (see ''Relationship Agreement'' below).

(e) Each Non-executive Director will receive the fee set out in 9.1 above, and will be reimbursed for all reasonable expenses incurred in performing their duties. The level of fees for Non-executive Directors will be reviewed annually. Under the letters of appointment, the Non-executive Directors are required to devote sufficient time to meet the expectation and requirements connected with their Appointment. Each letter of appointment contains obligations of confidentiality which have effect during the Appointment and after termination.

9.3 The aggregate emoluments of the Directors, inclusive of all benefits payable by the Company or any of its subsidiary undertakings, for the financial year ended 31 December 2008 amounted to £2,483,778. The aggregate emoluments of the Directors, inclusive of all benefits payable by the Company or any of its subsidiary undertakings, for the nine month period in 2009 amounted to £807,241. This figure excludes any amounts that may be awarded under the bonus scheme with respect to the 2009 financial year.

9.4 The aggregate emoluments of the Senior Managers, inclusive of all benefits payable by the Company or any of its subsidiary undertakings for the financial year ended 31 December 2008 amounted to £2,778,412. The aggregate emoluments of the Senior Managers, inclusive of all benefits payable by the Company or any of its subsidiary undertakings, for the nine month period in 2009 amounted to £1,640,705. This figure excludes any amounts that may be awarded under the bonus scheme with respect to the 2009 financial year.

9.5 Other than as disclosed in paragraph 9.2 above, no service contract is existing or proposed between the Company or any of its subsidiaries and any Director other than contracts of service expiring or determinable within one year without payment of contractual compensation to the Director.

9.6 There is no arrangement under which any of the Directors have agreed to waive future emoluments nor have there been any such waivers during the financial year immediately preceding the date of this Prospectus.

9.7 Save as set out above, there were not during the financial year of Gartmore which ended on 31 December 2008, and there are no existing or proposed, service contracts between any of the Directors and the Company providing for benefits upon termination of employment

10. THE GARTMORE GROUP LIMITED OMNIBUS INCENTIVE PLAN

10.1 Introduction

The Company is in the process of preparing The Gartmore Group Limited Omnibus Incentive Plan (the ''Plan'') to provide for a variety of incentives involving the award of shares to employees. The Plan is being developed in light of regulatory moves around the world in response to bonuses paid in the financial services industry (see Part V: ''Regulatory Overview''), the need to attract and retain staff and to reflect the Company's status as a listed company.

Although the following description sets out the current expectations as to the essential features of the Plan, it is still subject to confirmation by the Board and to completion of an analysis of a range of technical issues including tax (both corporate and individual) and accounting. It is possible that the features of the Plan described below may change as it is being finalised, however the Company expects the final Plan to reflect the Company's policy in relation to remuneration described in paragraph 6.1 of Part IV: ''Information on the Group''.

The Plan will permit the grant of five types of share award to employees—Deferred Bonus Awards, Conditional Share Awards, Restricted Share Awards, Nil-Cost Options and Market Value Options (together referred to as ''Awards''). The types of Award are described in paragraphs 10.2 to 10.6 below. The Plan will be administered by the Remuneration Committee. Either Ordinary Shares, DIs or, in the case of Deferred Bonus Awards, units in a fund managed by Gartmore (''Units'') may be acquired under the Plan. References in this paragraph to Ordinary Shares include DIs. All Awards will be granted by the Company and, prior to vesting or exercise (as applicable), the Ordinary Shares required to satisfy them will normally be held in an employee benefit trust established by the Company (except for Awards of Units which will be granted by Gartmore Investment Management Limited and, prior to distribution or exercise (as applicable), the Units will be held in an employee benefit trust established by Gartmore Investment Management Limited).

10.2 Deferred Bonus Awards

(a) Nature of Deferred Bonus Awards

Deferred Bonus Awards will be structured as nil-cost options to receive either Ordinary Shares or Units, a restricted award of Ordinary Shares or Units (''Restricted Awards'') or a conditional award of Ordinary Shares or Units (''Conditional Awards''). The value of Ordinary Shares or Units made the subject of a Deferred Bonus Award will be equal to the value of the bonus or fee incentive which is subject to deferral.

Deferred Bonus Awards will not be subject to performance conditions.

(b) Normal Vesting

Deferred Bonus Awards will normally vest as to one-third on each of the first, second and third anniversaries of their date of grant (each a ''Vesting Date''), provided that the participant is still employed by the Group at that time. A Deferred Bonus Award structured as a nil-cost option will remain exercisable until the tenth anniversary of its date of grant and the Ordinary Shares or Units in respect of which the nil cost option has been exercised will be delivered to the participant within 30 days of exercise. In the case of Restricted Awards the restrictions will cease to apply on vesting and, if the Ordinary Shares or Units have been held in an employee benefit trust, they will be transferred to the participant within 30 days. The Ordinary Shares or Units in respect of which a Conditional Award has vested will be delivered to the participant within 30 days of vesting.

(c) Payment on account of dividends and voting rights

A participant will have the right to any dividends declared on the Ordinary Shares subject to Restricted Awards, and will be entitled to vote (or instruct the trustee to vote) such Ordinary Shares.

Following the exercise of a Deferred Bonus Award structured as a nil-cost option or the vesting of a Conditional Award, a participant may receive further Ordinary Shares or Units, as appropriate, equal in value (so far as possible) to any dividends paid or payable in respect of the Ordinary Shares or Units acquired between the date of grant of the Award and its exercise, in the case of a nil cost option and its vesting, in the case of a Conditional Award. No voting rights will attach to any Awards other than Restricted Awards.

(d) Cessation of employment before the Vesting Date

If a participant ceases to be employed by the Group before the Vesting Date of a Deferred Bonus Award (i) because of disability, death, redundancy or the sale of the participant's employing company or business out of the Group, the Participant's Deferred Bonus Award(s) will vest in full on the date of cessation; (ii) on termination by the participant's employer without cause (but subject to the execution of a compromise agreement) the participant's Deferred Bonus Award will not lapse but will continue to vest; (iii) following notice by the participant which includes a statement that the participant will no longer work in the financial services industry, the participant's Deferred Bonus Award will not lapse but will vest on the third anniversary of the date on which the participant ceases to be employed by the Group (the

''Retirement Vesting Date'') provided that the participant complies with any post-termination restrictions and does not work in the financial services industry in the period up to the Retirement Vesting Date; or (iv) in other circumstances the participant's Deferred Bonus Award will normally lapse, unless the Remuneration Committee decides otherwise. If a Deferred Bonus Award lapses, the participant will cease to have any rights to the Ordinary Shares or Units subject to it and, where applicable, will be required to transfer them to the Company, or its nominee, for no consideration.

(e) Change of control of the Company

If there is a change of control or winding-up of the Company, Deferred Bonus Awards will continue unaffected (save that they may be exchanged for equivalent awards over shares in the acquiring company) unless the Remuneration Committee (as constituted before the change of control or winding-up) decides otherwise or the participant resigns as a result of a reduction in the participant's duties, status or remuneration (in which case they will vest in full immediately).

10.3 Conditional Share Awards

(a) Nature of Conditional Share Awards

Conditional Share Awards will be structured as contingent rights to receive Ordinary Shares.

(b) Performance conditions

The vesting of Conditional Share Awards will normally be subject to the satisfaction of a performance condition which will be stated at the date of grant. The Remuneration Committee will determine any performance condition that will apply to a Conditional Share Award.

(c) Normal Vesting

Conditional Share Awards will normally vest, subject to the satisfaction of any relevant performance condition, on the third anniversary of their date of grant (the ''Vesting Date''), provided that the participant is still employed by the Group at that time. The Ordinary Shares in respect of which a Conditional Share Award has vested will be delivered to the participant within 30 days of vesting.

(d) Payment on account of dividends

Following the vesting of a Conditional Share Award, a participant may, if the Remuneration Committee so determines, receive further Ordinary Shares equal in value (so far as possible) to any dividends paid or payable in respect of the Ordinary Shares acquired between the date of grant of the Award and the Vesting Date.

(e) Cessation of employment before the Vesting Date

If a participant ceases to be employed by the Group before the Vesting Date of a Conditional Share Award (i) because of disability, death, redundancy or the sale of the participant's employing company or business out of the Group, the participant's Conditional Share Award will vest on the date of cessation; (ii) on termination by the participant's employer without cause (subject to the execution of a compromise agreement) the participant's Conditional Share Award will not lapse but will continue to vest; or (iii) in other circumstances, the participant's Conditional Share Award will normally lapse unless the Remuneration Committee determines otherwise. Unless the Remuneration Committee determines otherwise, a Conditional Share Award may only vest following the cessation of the participant's employment to the extent that any relevant performance condition has been satisfied at the time of vesting (save in the case of cessation due to death or disability).

(f) Forfeiture of a Conditional Share Award

If a Conditional Share Award is forfeited, for example, due to the relevant performance condition not being satisfied or the participant ceasing to be employed by the Group, the participant will cease to have any rights to the Ordinary Shares subject to the Conditional Share Award.

(g) Change of control of the Company

If there is a change of control or winding-up of the Company, Conditional Share Awards will continue unaffected (save that they may be exchanged for equivalent awards over shares in the acquiring company) unless the Remuneration Committee (as constituted before the change of control or winding-up) decides otherwise or the participant resigns as a result of a reduction in the participant's duties, status or remuneration (in which case they will vest in full immediately). If the Remuneration

Committee determines to vest Awards, following a change of control, then Conditional Share Awards may only vest to the extent determined by the Remuneration Committee after taking into account the extent to which any relevant performance condition has been satisfied at that time (and any other matters it thinks relevant), and the number of Ordinary Shares in respect of which Conditional Share Awards will vest will be pro-rated to take account of the time elapsed between the date of grant of the Conditional Share Award and the date of the change of control or winding-up.

10.4. Restricted Share Awards

(a) Nature of Restricted Share Awards

Ordinary Shares subject to a Restricted Share Award will be held by the participant, or the trustee of an employee benefit trust on behalf of the participant, before vesting. A participant will have the right to any dividends declared on the Ordinary Shares subject to a Restricted Share Award, and will be entitled to vote (or instruct the trustee to vote) the Ordinary Shares subject to a Restricted Share Award.

(b) Performance conditions

The vesting of Restricted Share Awards will normally be subject to the satisfaction of a performance condition which will be stated at the date of grant. The Remuneration Committee will determine any performance condition that will apply to a Restricted Share Award.

(c) Normal Vesting

Restricted Share Awards will normally vest, subject to the satisfaction of any relevant performance condition, on the third anniversary of their date of grant, provided that the participant is still employed by the Group at that time. On vesting, the restrictions attached to the Ordinary Shares will cease to apply and, if the Ordinary Shares have been held in an employee benefit trust, they will be transferred to the participant within 30 days.

(d) Cessation of employment before the Vesting Date

If a participant ceases to be employed by the Group before the Vesting Date of a Restricted Share Award (i) because of disability, death, redundancy or the sale of the participant's employing company or business out of the Group, the participant's Restricted Share Award(s) will vest on the date of cessation; (ii) on termination by the participant's employer without cause (subject to the execution of a compromise agreement) the participant's Restricted Share Award will not lapse but will continue to vest; or (iii) in other circumstances, the participant's Restricted Share Award will normally be forfeited unless the Remuneration Committee determines otherwise. Unless the Remuneration Committee determines otherwise, a Restricted Share Award may only vest following the cessation of the participant's employment to the extent that any relevant performance condition has been satisfied at the time of vesting (save in the case of cessation due to death or disability).

(e) Forfeiture of a Restricted Share Award

If a Restricted Share Award is forfeited, for example, due to the relevant performance condition not being satisfied or the participant ceasing to be employed by the Group, the participant will cease to have any rights to the Ordinary Shares subject to the Restricted Share Award and will be required to transfer the Ordinary Shares subject to the Restricted Share Award to the Company, or its nominee, for no consideration.

(f) Change of control of the Company

If there is a change of control or winding-up of the Company, Restricted Share Awards will continue unaffected (save that they may be exchanged for equivalent awards over shares in the acquiring company) unless the Remuneration Committee (as constituted before the change of control or winding-up) decides otherwise or the participant resigns as a result of a reduction in the participant's duties, status or remuneration (in which case they will vest in full immediately). If the Remuneration Committee determines to vest Awards following a change of control, then Restricted Share Awards may only vest to the extent determined by the Remuneration Committee after taking into account the extent to which any relevant performance condition has been satisfied at that time (and any other matters it thinks relevant), and the number of Ordinary Shares in respect of which the Restricted Share Award will vest will be pro-rated to take account of the time elapsed between the date of grant of the Restricted Share Award and the date of the change of control or winding-up.

10.5. Options

(a) Nature of Options

Options granted under the Plan may either be Market Value Options or Nil-Cost Options. It is intended that Market Value Options may be granted, where possible, as HMRC approved options, which have certain tax advantages. A participant must pay an exercise price (equal to the market value of the Ordinary Shares at the date of grant) in order to exercise a Market Value Option. No payment will be required to exercise a Nil-Cost Option.

(b) Performance conditions

The vesting of an Option will normally be subject to the satisfaction of a performance condition which will be stated at the date of grant. The Remuneration Committee will determine any performance condition that will apply to an Option.

(c) Normal Vesting

Options will normally vest, subject to the satisfaction of any relevant performance condition, on the third anniversary of their date of grant (the ''Vesting Date''), provided that the participant is still employed by the Group at that time. Once an Option has vested, it will normally remain exercisable until the tenth anniversary of its date of grant. The Ordinary Shares in respect of which an Option has been validly exercised will be delivered to the participant within 30 days of the date of exercise.

(d) Payment on account of dividends

Following the exercise of a Nil-Cost Option, a participant may, if the Remuneration Committee so determines, receive further Ordinary Shares equal in value (so far as possible) to any dividends paid or payable in respect of the Ordinary Shares acquired on the exercise of the Nil-Cost Option between the date of grant and date of exercise.

(e) Share settled appreciation rights

The Remuneration Committee may determine that, on the exercise of a Market Value Option, a participant will not receive the number of Ordinary Shares in respect of which the Option is exercised, but will instead receive the number of Ordinary Shares whose market value is equal to the gain on the exercise of the Market Value Option. The gain is the difference between the aggregate market value of the Ordinary Shares over which the Market Value Option is exercised and the aggregate exercise price payable to acquire those Ordinary Shares. If the Remuneration Committee makes this determination and Ordinary Shares are issued to satisfy the exercise of the Market Value Option, the participant must undertake to pay an amount equal to the aggregate nominal value of that number of Ordinary Shares that the participant will receive.

(f) Cessation of employment

If a participant ceases to be employed by the Group before the Vesting Date of an Option (i) because of disability, death, redundancy or the sale of the participant's employing company or business out of the Group, the participant's Option will vest on the date of cessation and will remain exercisable during the normal exercise window; (ii) on termination by the participant's employer without cause (subject to the execution of a compromise agreement) the participant's Option will not lapse but will continue to vest; or (iii) in other circumstances, the participant's Option will normally lapse unless the Remuneration Committee determines otherwise. Unless the Remuneration Committee determines otherwise, an Option may only vest following the cessation of the participant's employment to the extent that any relevant performance condition has been satisfied at the time of vesting (save in the case of cessation due to death or disability).

(g) Forfeiture of an Option

If an Option is forfeited, for example, due to the relevant performance condition not being satisfied or the participant ceasing to be employed by the Group, the participant will cease to have any rights to the Ordinary Shares subject to the Option.

(h) Change of control in the Company

If there is a change of control or winding-up of the Company, Options will continue unaffected (save that they may be exchanged for equivalent options over shares in the acquiring company) unless the Remuneration Committee (as constituted before the change of control of winding-up) decides otherwise

or the participant resigns as a result of a reduction in the participant's duties, status or remuneration (in which case they will vest in full immediately). If the Remuneration Committee determines that Options will vest following a change of control, they may only vest to the extent determined by the Remuneration Committee after taking into account the extent to which the relevant performance condition has been satisfied at that time (and any other matters it thinks relevant), and the number of Ordinary Shares in respect of which the Option may be exercised will be pro-rated to take account of the time elapsed between the date of grant of the Option and the date of the change of control or winding up.

(i) Provisions relating only to HMRC approved options

HMRC approved Market Value Options will be essentially subject to the same provisions as those summarised above, except that:

- Individual limit: an employee cannot be granted an HMRC approved Market Value Option which would, at the time it is granted, enable the employee to acquire shares under approved option schemes (which are not savings related) exceeding the HMRC limit from time to time, which is currently £30,000;
- The provisions regarding cash and share settled appreciation rights will not apply; and
- HMRC approval: any amendment to a key feature of the Plan as it relates to HMRC approved Market Value Options, and any adjustment to Market Value Options to take account of a variation in share capital, requires the prior approval of HMRC.

10.6. Terms which apply to all elements of the Plan

(a) Eligibility

All employees of the Group, including executive directors, will be eligible to participate in the Plan. The Remuneration Committee will determine who will be granted Awards.

(b) Nature of Awards

Awards will not be pensionable benefits and may not be transferred, assigned, charged or otherwise encumbered. No consideration will be payable by participants on the grant of an Award. Until a participant acquires any Ordinary Shares subject to an Award, the participant will have no rights to the Ordinary Shares, including voting or dividend rights.

(c) Grant of Awards

Other than Deferred Bonus Awards, which will be granted at the same time as the relevant bonus or fee incentive is paid, Awards will normally be granted within 42 days of the announcement of the Company's results for any period. However, Awards may also be granted at any other time if the Remuneration Committee determines that there are exceptional circumstances. No Award may be granted during a close period of the Company (other than Deferred Bonus Awards which may be granted in a close period if the relevant bonus or fee incentive is paid during the close period).

(d) Individual limits on the grant of Awards

The Remuneration Committee may determine a maximum value of Ordinary Shares which may normally be put under Awards (excluding Deferred Bonus Awards) in any year.

The Remuneration Committee will also determine the maximum percentage of any bonus, or fee incentive which employees may receive in the form of Deferred Bonus Awards.

(e) Limits on the use of Ordinary Shares

The use of Ordinary Shares which are newly issued or transferred from treasury pursuant to the Plan is limited to 15% of the issued share capital of the Company from time to time, taking into account Ordinary Shares issued or to be issued or transferred from treasury over the previous ten year period under all employee share plans adopted by the Company. In calculating the limit, Ordinary Shares transferred from treasury may be disregarded if the share incentive scheme guidelines of the Association of British Insurers are amended to permit such share to be disregarded. Ordinary Shares allocated before Admission and Ordinary Shares subject to options or awards which have lapsed or been surrendered or were granted before Admission are excluded when calculating this limit.

(f) Variation of share capital

The Remuneration Committee may vary the number of Ordinary Shares comprised in any Award, and the exercise price of a Market Value Option, to take account of any variation in the share capital of the Company.

(g) Duration of the Plan

No Awards will be granted under the Plan more than ten years after it is adopted by the Company.

(h) Amending the rules of the Plan

The Company (acting through the Board or the Remuneration Committee) will have authority to amend the rules of the Plan, provided that no amendment to the advantage of participants may be made to provisions relating to:

- who is eligible to be a participant in the Plan;
- the limits on the number of Ordinary Shares which can be issued or transferred from treasury under the Plan;
- the basis for determining a participant's entitlement to acquire Ordinary Shares or Units and the terms on which they can be acquired; and
- any adjustment to a participant's entitlement to acquire Ordinary Shares in the event of a variation in share capital,

without the prior approval of Shareholders in general meeting, unless the amendment is minor and made to benefit the administration of the Plan, or is to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment or HMRC approval of the Plan.

(i) Overseas jurisdictions

The Remuneration Committee may establish additional schedules to operate one or more elements of the Plan outside of the U.K. These schedules may vary the rules of the Plan to take account of any securities, exchange control or taxation laws or regulations in those overseas jurisdictions. Any Ordinary Shares made available under the schedules will count towards the overall limit of Ordinary Shares which may be used under the Plan.

11. PENSIONS AND OTHER POST RETIREMENT ARRANGEMENTS

11.1 In the United Kingdom, Gartmore operates the Gartmore Pension Scheme, a defined benefit pension scheme (''DB Scheme''), the Gartmore Flexible Retirement Plan, a defined contributions scheme (''DC Scheme'') and an unfunded post-retirement medical plan. It also provides defined benefit arrangements in Japan. The Group also has a section 401k plan for certain U.S. employees. The Group does not provide any other defined benefit pension arrangements.

11.2 The DB Scheme was established under trust and is a registered pension scheme for the purposes of the Finance Act 2004. It is contracted out of the state second pensions scheme. The DB Scheme was closed to future benefit accrual on 11 August 2006 at which time the DC Scheme was established to provide benefits for future service.

11.3 The DB Scheme and DC Scheme are considered to be the only significant financial pension arrangements operated by the Group. The DB Scheme represented 99.6% of the Group's defined benefit liabilities as at 30 September 2009.

11.4 The DB Scheme had assets of approximately £136 million as at 30 September 2009. A triennial valuation of the DB Scheme as at 31 December 2008 is currently in progress. Gartmore Pension Trustees Limited, the trustee of the DB Scheme (the ''Trustee''), has valued the deficit at £9.9 million on the technical provisions basis. The Trustee has updated the valuation of the deficit as at 30 September 2009 at £3.3 million. The Trustee and Gartmore are continuing to negotiate the assumptions to be used in the valuation and the manner of addressing any deficit arising out of it, if any. The ongoing valuation is required to be finalised by 31 March 2010. Gartmore has also indicated to the Trustee that it will only buy out the DB Scheme if the DB Scheme's resources permit it to do so without further support. Keith Starling, one of the Company's executive directors has participated in and has entitlements thereunder. However,

no funds within the DB Scheme are separately set aside to provide Keith Starling's pension entitlements.

11.5 The DC Scheme is a group personal pension plan offered through Standard Life with SIPP functionality. The employers within the Group pay age-related contributions to the DC Scheme arranged with Standard Life of between 8.5% and 13.75% of an employee's salary. Employees are not required to contribute to the DC Scheme. As at 30 September 2009, 313 U.K. employees, including the Company's executive directors, were members of the DC Scheme.

11.6 In addition, the Group operates a post-retirement medical plan. This plan was closed to new employees in 1995. At the time of closure, employees were entitled to elect to either receive company sponsored medical insurance for a period of six years from retirement or receive a lump sum at retirement equal to the estimated cost of six years' medical insurance premiums. All but one employee has elected to receive the latter option. The plan is unfunded with the employer meeting the costs as they fall due. Twenty-four current employees will be eligible for this benefit if they remain with the Group until retirement.

11.7 Employees in Japan receive a lump sum payment on termination of employment based on salary and service. The arrangement is partly funded via an arrangement with Daiichi Life.

12. MAJOR SHAREHOLDERS

12.1 As at the date hereof, except as disclosed in the tables below, in so far as is known to the Company, no person is or will, immediately following Admission, be directly or indirectly interested in three per cent or more of the Company's capital:

	Ordinary Shares owned immediately prior to Admission(1)(2)		Ordinary Shares owned after Admission(3)(4)	
Shareholder	**Number of Ordinary Shares**	**% of share capital (post primary)**	**Number of Ordinary Shares**	**% of share capital (post primary)**
Hellman & Friedman Fund Vehicles	99,063,346	35.82	(Note 6)	(Note 6)
Oxford Partners(5)	2,775,586	1.00	2,775,586	1.00
Barclays Wealth Trustees (Guernsey) Limited	78,161,068(7)	28.26	60,497,861	21.88
Total	180,000,000	65.09		

(1) Assuming completion of the steps detailed in paragraph 3 of this Part XII: ''Additional Information'' of this Prospectus, that the Company raises £280 million of gross primary proceeds and the Offer Price is set at the mid-point of the Offer Price Range.

(2) The number of Ordinary Shares to be held by the Hellman & Friedman Fund Vehicles, former employees (shown under Oxford Partners) and the Directors, Senior Management and employees (and 2 former employees who are, in respect of part of their holding, being treated as employees see also Note 7) of the Company (including Roger Guy and Guillaume Rambourg) (shown under Barclays Wealth Trustees (Guernsey) Limited) will depend on the value of the Company at Admission and will only be finally known once the Offer Price has been determined. See ''Selling Shareholders'' below for details for the expected number of Ordinary Shares in the Global Offer.

(3) Assuming each Individual Shareholder decides to sell the maximum permitted percentage of their Ordinary Shares under the Global Offer or the percentage that they have individually indicated they will sell (within such limit).

(4) Assuming no exercise of the Over-allotment Option.

(5) The Ordinary Shares shown in the name of Oxford Partners represent the shares such entity is distributing or transferring to former employees of the Group holding deferred partnership interests in and loan notes of Oxford Partners. None of such Ordinary Shares is being sold in the Global Offer. There is no lock-up on such Ordinary Shares and they may be sold at any time.

(6) It is expected that the Hellman & Friedman Fund Vehicles will sell Ordinary Shares in the Global Offer. As indicated on the front cover, the Directors, Senior Management and employees of Gartmore and the Hellman & Friedman Fund Vehicles are collectively expected to sell Ordinary Shares to an expected value of £120 million. The Hellman & Friedman Fund Vehicles will not determine the amount they are selling in the Global Offer until the Offer Price has been determined.

(7) Certain of the Ordinary Shares held by two former employees are being treated as if they were held by current employees, as a result of which the numbers shown against Barclays Wealth Trustees (Guernsey) Limited includes 1,983,133 shares held on behalf of such former employees and reflect the fact that up to 594,938 of such Ordinary Shares are expected to be sold in the Global Offer. The remaining 1,388,195 Ordinary Shares are locked up as if the holders continue to be employees (see Part VI: ''Details of the Global Offer—Lock-Up Arrangements'').

Barclays Wealth Trustees (Guernsey) Limited, the Nominee, will hold Ordinary Shares as nominee on behalf of certain employees and former employees of the Company and certain other persons who prior to Admission have been limited partners in Oxford Partners. It will have no beneficial interest in those Ordinary Shares. The table below sets out the breakdown of the ownership of Ordinary Shares held by Barclays Wealth Trustees (Guernsey) Limited.

	Ordinary Shares owned immediately prior to Admission(1)(2)		Ordinary Shares owned after Admission(2)(3)	
Beneficial Owner	**Number of Ordinary Shares**	**% of share capital (post primary)**	**Number of Ordinary Shares**	**% of share capital (post primary)**
Aggregate shareholding of all Directors who each individually own less than three per cent in the Company's share capital as at the date of this Prospectus	5,389,093	1.95	4,691,406	1.70
of which total the following represents:				
Jeffrey Meyer	3,644,438	1.32	3,078,250	1.11
Keith Starling	896,767	0.32	765,268	0.28
Aggregate shareholding of all Senior Management (other than Directors) who each individually own less than three per cent in the Company's share capital as at the date of this Prospectus	1,799,148	0.65	1,449,311	0.52
Aggregate shareholding of all employees (other than Directors and Senior Management) who each individually own less than three per cent in the Company's share capital as at the date of this Prospectus(4)	31,755,130	11.48	26,319,379	9.52
Roger Guy	23,376,878	8.45	16,546,106	5.98
Guillaume Rambourg	15,840,819	5.73	11,491,659	4.16
Total	78,161,068	28.26	60,497,861	21.88

(1) Assuming completion of the steps detailed in paragraph 3 of this Part XII: ''Additional Information'' of this Prospectus, that the Company raises £280 million of gross primary proceeds and the Offer Price is set at the mid-point of the Offer Price Range.

(2) The number of Ordinary Shares to be held by the Hellman & Friedman Fund Vehicles and the Directors, Senior Management and employees of the Company (including Roger Guy and Guillaume Rambourg) will depend on the value of the Company at Admission and will only be finally known once the Offer Price has been determined. See ''Selling Shareholders'' below for details for the expected number of shares in the Global Offer.

(3) Assuming each Individual Shareholder decides to sell the maximum permitted percentage of their Ordinary Shares under the Global Offer or the percentage that they have individually indicated they will sell (within such limit). The number of shares which Directors, Senior Management and employees may sell in the Global Offer

is subject to an aggregate limit of 25% of their aggregate holdings as at the date of the Prospectus. Individuals' maximum limits vary but none exceeds 30%, save for one person with a pre-Admission interest of 430,975 Ordinary Shares (0.16% post primary)—expected post-Admission interest 230,432 (0.08%), who has been permitted to exceed this limit to meet local tax requirements.

(4) Certain of the Ordinary Shares held by two former employees are being treated as if they were held by current employees, as a result of which the numbers shown against Barclays Wealth Trustees (Guernsey) Limited includes 1,983,133 shares held on behalf of such former employees and reflect the fact that up to 594,938 of such Ordinary Shares are expected to be sold in the Global Offer. The remaining 1,388,195 Ordinary Shares are locked up as if the holders continue to be employees (see Part VI: ''Details of the Global Offer—Lock-Up Arrangements'').

12.2 Various awards may be made to Roger Guy and Guillaume Rambourg immediately prior to Admission pursuant to the Gartmore Group Limited Omnibus Incentive Plan (as if it had been fully adopted) (the ''Plan''). In addition awards may be made under the Plan before or after Admission in application of the Company's compensation policy particularly with regard to the attraction and retention of portfolio managers. It is anticipated that the awards described in this paragraph will not in aggregate exceed three per cent. of the issued share capital in the first twelve months after Admission and any Ordinary Shares issued in the first twelve months within this three per cent. limit will not count as part of the limit on the use of Ordinary Shares as described in paragraph 10.6 above. Further, as part of the Plan, the Company retains the right to issue awards in excess of the awards described in this paragraph.

12.3 Save as set out in paragraph 12.1, as at 3 December 2009, being the last practicable date prior to the publication of this Prospectus, the Company is not aware of any person who will or could, directly or indirectly, jointly or severally, exercises or, immediately following the Global Offer, could exercise control over the Company and is not aware of any arrangement the operation of which may at a subsequent date result in a change of control of the Company. The Shareholders in the tables set out in paragraph 12.1 above will not have different voting rights to other Shareholders.

12.4 On Admission, it is expected that the Hellman & Friedman Fund Vehicles will hold a significant number of Ordinary Shares (including Ordinary Shares they are entitled to have retransferred to them under stock lending arrangements in connection with the Global Offer). The Company and Hellman & Friedman Fund Vehicles have entered into a Relationship Agreement which detail matters relating to Hellman & Friedman Fund Vehicles holding of Ordinary Shares in the Company (see paragraph 16.7 below).

12.5 Ordinary Shares which were beneficially owned by the Hellman & Friedman Fund Vehicles, Directors, Senior Management and employees of the Company as at the date of this Prospectus and which are not sold in the Global Offer are subject to lock-up arrangements (see Part V: ''Global Offer—Lock-Up Arrangements'').

13. SELLING SHAREHOLDERS

13.1 In addition to the Ordinary Shares being issued by the Company in the Global Offer, it is expected, on the assumption the Offer Price is set at the mid-point of the Offer Price Range, that up to 41,379,310 Ordinary Shares will be sold by the Selling Shareholders in the Global Offer (representing 15% of the Ordinary Shares (post primary) as at the date of this Prospectus assuming no exercise of the Over-allotment Option; if the Over-allotment Option is exercised in full, a further 20,689,655 Ordinary Shares will be sold). The Selling Shareholders are Hellman & Friedman Acquisition I Limited and Hellman & Friedman Acquisition II Limited whose registered office is at Walker House, 87 Mary Street, George Town, Grand Cayman, KY1-9002, Cayman Islands in the case of the Hellman & Friedman Fund Vehicles and Barclays Wealth Trustees (Guernsey) Limited whose registered office is at PO Box 671, Regency Court, Glategny Esplanade, St Peter Port, Guernsey GY1 35T, as Nominee for the Directors, Senior Management

and employees. The beneficial ownership of the Ordinary Shares sold by the Nominee, is broken down in the table below:

Beneficial Owner	Maximum number of Ordinary Shares expected to sold in the Global Offer(1)(2)(3)(4)	Maximum % of holdings expected to be sold(2)(3)
Directors, Senior Management and Employees (in aggregate)	17,663,207	22.60
Aggregate shareholding of all Directors who each individually own less than three per cent in the Company's share capital as at the date of this Prospectus	697,687	12.95(5)
of which total the following represents:		
Jeffrey Meyer	566,188	15.54(5)
Keith Starling	131,499	14.66(5)
Aggregate shareholding of all Senior Management (other than Directors) who each individually own less than three per cent in the Company's share capital as at the date of this Prospectus	349,837	19.44(5)
Aggregate shareholding of all employees (other than Directors and Senior Management) who each individually own less than three per cent in the Company's share capital as at the date of this Prospectus(6)	5,435,751	17.12
Roger Guy	6,830,772	29.22
Guillaume Rambourg	4,349,160	27.46

(1) Assuming completion of the steps detailed in paragraph 3 of this Part XII: ''Additional Information'' of this Prospectus, that the Company raises £280 million of gross primary proceeds and the offer price is set at the mid-point of the Offer Price Range.

(2) Assuming each Individual Shareholder decides to sell the maximum permitted percentage of their Ordinary Shares under the Global Offer or the percentage that they have individually indicated they will sell (within such limit). The number of shares which Individual Shareholders may sell in the Global Offer is subject to an aggregate limit of 25% of their aggregate holdings as at the date of the Prospectus. Individuals maximum limits vary but none exceeds 30%, save for one person with a pre-Admission interest of 430,975 Ordinary Shares (0.16% post primary)—expected post-Admission interest 230,432 (0.08%), who has been permitted to exceed this limit to meet local tax requirements.

(3) Individual Shareholders' present shareholding is set out in paragraph 12.1 above.

(4) The above figures are indicative only and have been calculated on the basis that the Company has 180,000,000 Ordinary Shares in issue immediately prior to Admission and issues 96,551,724 Ordinary Shares on Admission at a price of 290p per share (the mid-point of the Offer Price Range for Ordinary Shares to be offered in the Global Offer) so as to raise gross proceeds of £280 million. The number of Ordinary Shares held by Hellman & Friedman Fund Vehicles and the Individual Shareholders will depend on the value of the Company at Admission and will only be finally known once the Offer Price has been determined.

(5) The maximum percentage of holdings that may be sold in the Global Offer by the Non-Executive Directors and Senior Management (other than the Executive Directors) is set at a level which only permits sales to cover possible liabilities to tax arising in connection with such holdings. The maximum percentage of holdings that may be sold in the Global Offer by the Executive Directors is set at a level which permits sales to cover possible liabilities to tax arising in connection with such holdings—for Jeffrey Meyer 4% and for Keith Starling 9%—and additional sales reflecting their length of service.

(6) Certain of the Ordinary Shares held by two former employees are being treated as if they were held by current employees, as a result of which the numbers shown against Barclays Wealth Trustees (Guernsey) Limited includes 1,983,133 shares held on behalf of such former employees and reflect the fact that up to 594,941 of such Ordinary Shares are expected to be sold in the Global Offer. The remaining 1,388,192 Ordinary Shares are locked up as if the holders continue to be employees (see Part VI: ''Details of the Global Offer—Lock-Up Arrangements'').

It is expected that Hellman & Friedman Fund Vehicles will sell Ordinary Shares in the Global Offer. As indicated on the front cover, it is presently expected that the Directors, Senior Management and employees of Gartmore and the Hellman & Friedman Fund Vehicles are collectively expected to sell Ordinary Shares to an expected value of £120 million. The Hellman & Friedman Fund Vehicles will not determine the amount they are selling in the Global Offer until the Offer Price has been determined.

14. TAKEOVERS

14.1 City Code on Takeovers and Mergers

As the Company is incorporated in the Cayman Islands, the City Code will not apply to the Company. Accordingly, the Company has incorporated provisions in the Articles to be adopted prior to Admission to reflect certain provisions of the City Code (see ''Articles of Association'' above). These provisions do not, however, provide shareholders with the full protections offered by the City Code.

In particular the Articles provide that the Company will use its reasonable endeavours to apply and abide by the General Principles of the City Code, comply with the principles of the City Code applicable to an offeree if the Company is subject to an offer and, if the Board recommends an offer, obtain an undertaking from the offeror to comply with the City Code in relation to the conduct of that offer.

The Articles also include provisions that, are similar in effect to Rule 9 of the City Code, subject to certain adaptations and limitations. These provisions will apply for as long as the City Code does not apply to the Company.

For example, for so long as the Panel on Takeovers and Mergers considers that the Company is not subject to the provisions of the City Code, the Panel will not assume responsibility for ensuring compliance with the City Code in relation to the Company. Instead, it will be a matter for the Board exercising its discretion in light of prevailing circumstances and in a manner consistent with its obligations and any specific provisions included in its Articles. The Board will always exercise its powers in good faith and in a manner it believes to be in the best interests of shareholders as a whole. The Articles provide that in exercising its powers under the Articles, the Board will comply with the principle that all Ordinary Shareholders that are in the same position shall be treated equally in respect of the rights attaching to their shares and otherwise in accordance with their duties under applicable law. The Board intends that the City Code should be observed and will exercise all discretion that the Panel on Takeovers and Mergers would be permitted to exercise, if the City Code applied to the Company, in accordance with the practice of the Panel on Takeovers and Mergers at the time that the discretion is so exercised so far as the Board considers it reasonably practicable and consistent with its obligations. The Company has no method of ensuring that a shareholder or other bidder that launches an offer for the Company will adhere to the principles set out in the City Code.

The City Code restricts target companies from taking frustrating action without shareholder approval when a takeover offer has been announced or is believed to be imminent, and specifies, by way of example, certain transactions that would require shareholder approval (such as the issuance of treasury shares or stock options, the sale of assets or the entry into contracts otherwise than in the ordinary course of business). The Company's intention to adhere to rules restricting the taking of frustrating action under the City Code will mean that the Company will be unable to take certain measures in relation to an unsolicited takeover offer that would have otherwise been available to the Company. The Company would only deviate from this principle if, acting in good faith and in the best interests of shareholders as a whole, the Board believes that the Company's obligations required it to do so.

Neither the validity of the provisions of the City Code nor of the specific provisions that the Company has incorporated into the Articles that are similar to certain provisions of the City Code, have been determined by any Cayman court, and there can be no assurance that any such provisions would be upheld or enforced by a Cayman court in any or all respects or, if upheld and enforced, that a Cayman court would construe these provisions in the same way as an English court or the Panel on Takeovers and Mergers might.

The Articles include a provision which exempts the Board from liability in respect of any exercise in good faith of any discretion it has in respect of the application of the relevant provisions in the Articles or in performing its obligations.

14.2 Squeeze-out Rules

Under the Companies Law, an offeror in respect of a takeover offer for the Company may, in certain circumstances, obtain the right compulsorily to acquire shares to which the offer relates but which it has not yet acquired or contracted to acquire. The offeror may not issue a notice requiring the acquisition of minority shares unless it has acquired or contracted to acquire not less than 90% in value of the shares to which the offer relates before the end of four months beginning with the date of the offer and no notice may be given after the end of the period of two months beginning with that date. The squeeze out of minority shareholders can be completed at the end of one month from the date of the notice requiring the squeeze out. The consideration offered to those shareholders whose shares are compulsorily acquired under the Companies Law must, in general, be the same as the consideration that was available under the general offer.

15. PRE-EMPTION RIGHTS

Shareholders do not, under Cayman Islands law, have pre-emption rights over further issues of shares of the Company or securities convertible into such shares unless such rights are expressly provided for in the Articles. The Company has included provisions in the Articles to require the Company to provide pre-emption rights to the Company's Shareholders in certain circumstances. The relevant provisions of the Articles are summarised at paragraph 5 above.

16. MATERIAL CONTRACTS

The following contracts, not being contracts entered into in the ordinary course of business, are contracts which are material and have either been entered into by the Company or any other member of the Group within the two years immediately preceding the date of this Prospectus or (regardless of when entered into) contain obligations or entitlements which are, or may be, material to the Company or a member of the Group as at the date of this Prospectus:

16.1 Underwriting Agreement

Under the terms and subject to the conditions contained in the Underwriting Agreement entered into on 4 December 2009 between the Company, the Hellman & Friedman Fund Vehicles, the Nominee, the Directors and the Managers, pursuant to which:

(a) the Managers have severally agreed to use reasonable endeavours to procure subscribers or purchasers, as the case may be, for or, failing which, to subscribe or purchase, as the case may be, themselves, the Ordinary Shares to be issued and sold in the Global Offer at the Offer Price.

(b) The Company has appointed BofA Merrill Lynch, Morgan Stanley and UBS Investment Bank as joint sponsors and as joint global co-ordinators, BofA Merrill Lynch, Morgan Stanley, UBS Investment Bank and Citi as bookrunners and Fox-Pitt, Kelton as managers in connection with Admission and the Global Offer.

(c) The Stabilising Manager has entered into the Over-allotment Option with the Hellman & Friedman Fund Vehicles pursuant to which the Stabilising Manager (on behalf of the several Managers) as agent for the relevant Hellman & Friedman Fund Vehicle, as the case may be, may use reasonable endeavours to procure purchasers for, or failing which purchase, up to 20,689,655 Over-allotment Shares at the Offer Price for the purpose of covering short positions resulting from any over-allotments and/or from sales of Ordinary Shares effected during the stabilising period. The Over-allotment Option is exercisable in whole or in part, only once, upon notice by the Stabilising Manager (on behalf of the several Managers), for 30 days after the commencement of conditional dealings in the Ordinary Shares on the London Stock Exchange.

(d) The Company has agreed that the Joint Global Co-ordinators, on behalf of themselves and the several Managers, may deduct from the proceeds of the Global Offer payable to the Company, a commission of 2 per cent. of an amount equal to the Offer Price multiplied by the aggregate number of New Ordinary Shares for which the Managers have agreed to use reasonable endeavours to procure subscribers or, failing which, to subscribe for themselves pursuant to the terms of the Underwriting Agreement. In addition, the Company may, at its absolute discretion, pay to the Joint Global Co-ordinators on behalf of themselves and the several Managers, an additional commission of up to 1.25 per cent. of an amount equal to the Offer Price multiplied by such number of New Ordinary Shares.

(e) Each Hellman & Friedman Fund Vehicle has agreed that: (i) the Joint Global Co-ordinators, on behalf of themselves and the several Managers, may deduct from the proceeds of the Global Offer payable to such Hellman & Friedman Fund Vehicle, a commission of 2 per cent. of an amount equal to the Offer Price multiplied by the aggregate number of Ordinary Shares to be sold by such Hellman & Friedman Fund Vehicle for which the Managers have agreed to use reasonable endeavours to procure purchasers or, failing which, to purchase themselves pursuant to the terms of the Underwriting Agreement; and (ii) the Joint Global Co-ordinators, on behalf of themselves and the several Managers, may deduct from the proceeds of the Global Offer payable to such Hellman & Friedman Fund Vehicle, a commission of 2 per cent. of an amount equal to the Offer Price multiplied by the aggregate number of Ordinary Shares sold by such Hellman & Friedman Fund Vehicle pursuant to the Over-allotment Option pursuant to the terms of the Underwriting Agreement. In addition, each Hellman & Friedman Fund Vehicle may, at its absolute discretion, pay to the Joint Global Co-ordinators on behalf of themselves and the several Managers, an additional commission of up to 1.25 per cent. of an amount equal to the Offer Price multiplied by the aggregate number of Ordinary Shares sold by such Hellman & Friedman Fund Vehicle pursuant to the Underwriting Agreement and Over-allotment Option.

(f) The Nominee has agreed that the Joint Global Co-ordinators, on behalf of themselves and the several Managers, may deduct from the proceeds of the Global Offer payable to the Nominee, a commission of 2 per cent. of an amount equal to the Offer Price multiplied by the aggregate number of Ordinary Shares to be sold by the Nominee for which the Managers have agreed to use reasonable endeavours to procure purchasers or, failing which, to purchase themselves pursuant to the terms of the Underwriting Agreement. In addition, the Nominee may, if so instructed, pay to the Joint Global Co-ordinators, on behalf of themselves and the several Managers, an additional commission of up to 1.25 per cent. of an amount equal to the Offer Price multiplied by the aggregate number of such Ordinary Shares to be sold by the Nominee.

(g) The Company has agreed to pay or cause to be paid (together with any related value added tax) certain costs, charges, fees and expenses in the development, preparation and execution of, amongst other things, the Global Offer and Admission, which (including the commissions set out in paragraph (d) above) the Company estimates will amount to £15 million in total.

(h) The Company, the Directors, the Hellman & Friedman Fund Vehicles and the Nominee have given certain customary warranties and undertakings to the Managers. In addition, the Company has given an indemnity to the Managers. The liability of the Company is unlimited as to time and amount and the liabilities of the Directors are limited as to amount and to time. The liability of the Hellman & Friedman Fund Vehicles under the warranties, save for the breach of warranties related to capacity, title and authority, is limited as to amount and to time. The liability of the Nominee under the warranties is limited as to amount and to time.

(i) Each of the Company, the Nominee, the Hellman & Friedman Fund Vehicles and each Director has also undertaken, amongst other things, to each of the Managers to comply with certain lock-up obligations, as described in paragraph 11 of Part VI: ''Details of the Global Offer''.

16.2 Senior Credit Agreement

On 11 May 2007 the Company together with Oxford Acquisition III Limited (''OAIII''), the Original Borrowers (as defined therein) and the Original Guarantors (as defined therein) entered into a senior multicurrency term and revolving facilities agreement (the ''SCA'') with the Original Lenders (as defined therein), Goldman Sachs International and Morgan Stanley Bank International Limited as Arrangers and Goldman Sachs Credit Partners L.P. as Agent (the ''Agent'') and as Security Trustee (the ''Security Trustee''). The lender participations in the SCA have been syndicated. Certain amendments have been agreed to the SCA conditional on Admission taking place and the indebtedness under the SCA being paid down sufficiently so that the Leverage Ratio (as defined below) being 3.5:1 or lower. In addition, certain provisions of the SCA cease to apply following a Flotation (as defined in the SCA). This summary assumes that these amendments have taken effect and that a Flotation has taken place.

The SCA provides for senior facilities in a maximum aggregate amount of £522,000,000 (the ''Senior Facilities''), consisting of a £256,000,000 term loan facility known as ''B1 Term Loan Commitment'' to be drawn in Euro at an effective exchange rate of €1.4793:£1, a £256,000,000 term loan facility known as ''B2 Term Loan Commitment'' to be drawn in U.S. Dollars at an effective exchange rate of U.S.$2.0069:£1 (together with the B1 Term Loan Commitment, the ''Term Facilities'') and a multicurrency revolving credit

facility in an aggregate amount equal to £10,000,000 (the ''Revolving Facility''). As at 30 September 2009, an amount of £298,597,000 was outstanding under the B1 Term Loan Commitment and an amount of £277,168,000 was outstanding under the B2 Term Loan Commitment.

The SCA also allows for additional commitments to be borrowed by OAIII (or other specified members of the Group if so agreed with the lenders providing the additional commitments) (''Permitted Incremental Indebtedness'' and together with the Term Facilities and the Revolving Facility, the ''Senior Credit Facilities'') subject to, and on terms conditional upon, the satisfaction of various financial ratios.

To date, the Group has not made any borrowings under the Revolving Facility nor has any Permitted Incremental Indebtedness been borrowed by any member of the Group.

(a) Availability and purpose

Both of the Term Facilities have a term of 84 months starting from the date of first utilisation, which was 17 May 2007. The Term Facilities were made available for the purposes of indirectly funding the refinancing of the Group's financial arrangements and its restructuring and to cover the costs, fees and expenses relating thereto. They are also available to cover any costs, fees and expenses relating to the incurrence of Permitted Incremental Indebtedness where the relevant conditions are met.

The Revolving Facility is an 84 month facility starting from the date of first utilisation of the Term Facilities and is available for the Group's general corporate and working capital purposes.

Any Permitted Incremental Indebtedness shall be available for such period as agreed with the relevant lenders (provided such period ends on or after a date which is 84 months from the first utilisation of the Term Facilities) and may be used to finance any Permitted Payments or Permitted Acquisitions (as defined in the SCA).

(b) Interest Rate and Fees

Utilisations under the SCA bear interest for each interest period at a rate per annum equal to LIBOR or EURIBOR, as applicable, plus a margin and, where appropriate, any mandatory costs.

The margin in respect of the Term Facilities and the Revolving Facility (together, the ''Loans'') is 2.00% per annum. In the event that the Company's ratio of consolidated total net borrowings to adjusted EBITDA (the ''Leverage Ratio'') is less than 3.75:1, the margin is reduced to 1.75% per annum.

The margin applicable to any Permitted Incremental Indebtedness shall be as agreed between the parties to such indebtedness provided that such margin may not be greater than 2.75% per annum.

A commitment fee is payable on any undrawn portion of the Revolving Facility at the rate of 0.75% per annum. Customary upfront fees, agency fees and security trustee fee are also payable under the SCA.

(c) Guarantees, indemnities and security

Each of OAIII, the Company and various other members of the Group guarantee the punctual performance by the obligors of their obligations under the SCA and undertakes to indemnify each lender and other finance party against any cost, loss or liability suffered by that finance party if an obligation expressed to be guaranteed by it is or becomes unenforceable, invalid or illegal. The obligors also agree to provide other customary indemnities to the Arrangers, the other finance parties and the Security Trustee. In addition, OAIII has provided an indemnity in respect of claims that may be made against the lenders in connection with the acquisition of Gartmore by OAIII in 2006.

OAIII, the Company and various other members of the Group have granted fixed and floating charges or other security interests over substantially all of their assets as security in respect of their obligations under the SCA.

(d) Covenants

The SCA requires the Company and other members of the Group to observe certain undertakings, including relating to the delivery of financial statements and compliance certificates, notification of continuing defaults, consents and authorisations being maintained, compliance with laws, taxation, *pari passu* ranking of all unsecured and unsubordinated claims, insurances, pension schemes, access to book and records, intellectual property and hedging arrangements, the provision of guarantees and indemnities by members of the Group and perfection of security.

The SCA requires the Company and other members of the Group to comply with certain negative covenants including relating to mergers, change of business, acquisitions and joint ventures, residence for tax purposes, the conduct of trade and business of certain members of the Group, assets and liabilities, negative pledge, disposals, transactions not on arm's length terms, change of ownership, loans and credit, guarantees and indemnities, dividends and share redemption, outstanding financial indebtedness, the issue of shares and treasury transactions.

Post-Admission, dividend and other distributions to shareholders of the Company are only permitted under the SCA: (a) where the Leverage Ratio (adjusted on a pro forma basis to reflect the proposed distribution and permitted payments not otherwise taken into account) is less than or equal to 3:1, distributions may be made using 50% of Excess Cashflow (as such term is defined in the SCA); and (b) where the Leverage Ratio (adjusted on a pro forma basis to reflect the proposed distribution and permitted payments not otherwise taken into account) is less than 2:1, distributions may be made using 100% of Excess Cashflow (as such term is defined in the SCA).

In the event that, and for so long as, OAIII obtains a long term credit rating of a minimum of BBB- from Standard & Poors and Baa3 from Moody's (with, in each case, a stable outlook or better), certain of these undertakings, including in relation to distributions, cease to apply.

(e) Maturity and amortisation

All Senior Facilities shall be repaid in full in one instalment on 17 May 2014 or the next business day thereafter (the ''Final Maturity Date''). Any amount borrowed under the Revolving Facility shall be repaid on the last day of its interest period but may be re-borrowed. Any amount under the Revolving Facility which is outstanding on the Final Maturity Date shall be repaid on that date. Any Permitted Incremental Indebtedness must be repaid in full on such date as agreed with the relevant lenders (provided such date is not earlier than the Final Maturity Date)

(f) Prepayment

Subject to an indemnity for broken funding costs, any term loan or revolving facility loan may be prepaid by its borrower, without penalty or premium, upon three business days' prior written notice to the Agent in whole or in part subject to certain minimum payments being made.

Upon the occurrence of certain events, including on a Change of Control (as defined below) or the sale of substantially all the assets of the Group, each lender may, by giving not less than 30 days' written notice to OAIII, declare its share of the outstanding loans, together with all accrued interest and unpaid interest and all other amounts accrued under the Finance Documents and owed to that lender, to be immediately due and payable.

A ''Change of Control'' is defined for the purposes of the SCA as occurring when any person or group of persons acting in concert (other than Hellman & Friedman Group in combination with the Key Fund Managers and the Tier 3 Managers) directly or indirectly (i) gains the right to appoint or be represented by the majority of the board of directors of the Company or (ii) becomes the legal and beneficial owner of a larger percentage of the issued voting share capital of the Company than Hellman & Friedman Group in combination with the Key Fund Managers and the Tier 3 Managers at that time. For the purposes of the definition of Change of Control, ''control'' means (i) or (ii) above and ''acting in concert'' means, a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively co-operate, through the acquisition of shares in the Company by any of them, either directly or indirectly, to obtain or consolidate control of the Company.

In addition, for the purposes of the definition of Change of Control:

> ''Hellman & Friedman Group'' means Hellman & Friedman Capital Partners V (Cayman), L.P. and any other funds controlled by Hellman & Friedman Investors V (Cayman), Limited or its Affiliates. For these purposes only, any entity controlled by the shareholders of Hellman & Friedman Investors V (Cayman), Limited shall be deemed an Affiliate.
>
> ''Affiliate'' means, in relation to any person, a Subsidiary of that person or a Holding Company of that person or any other Subsidiary of that Holding Company.
>
> ''Holding Company'' means, in relation to a company, trust or partnership (whether or not having separate legal personality), corporation, any other company, trust or partnership (whether or not having separate legal personality) or corporation in respect of which it is a Subsidiary.

''Subsidiary'' means a subsidiary undertaking within the meaning of section 258 of the Companies Act 1985.

''Key Fund Managers'' and ''Tier 3 Managers'' refer to certain employees of the Group at the time that the SCA was entered into.

Under the SCA, if there is a Flotation (as defined below) of OAIII (or any holding company of Oxford, such as the Company) and the Leverage Ratio specified in the most recent compliance certificate is higher than 3.00:1, any cash proceeds of the Flotation (net of any taxes, costs, expenses, commissions and fees incurred by the issuer in connection therewith) shall be applied towards prepayment of the facilities under the SCA so as to reduce the Leverage Ratio to a level of 3.00:1 or lower.

''Flotation'' means:

(a) a successful application being made for the admission of any part of the share capital of the Company (or any Holding Company of the Company) to the Official List of the U.K. Listing Authority and the admission of any part of the share capital of the Company (or Holding Company of the Company) to trading on the London Stock Exchange plc; or

(b) the grant of permission to deal in any part of the issued share capital of the Company (or Holding Company of the Company) on the Alternative Investment Market or the European Association of Securities Dealers Automated Quotation System or on any recognised investment exchange (as that term is used in the Financial Services and Markets Act 2000) or in or on any exchange or market replacing the same or any other exchange or market in any country.

(g) Events of Default

The SCA contains certain events of default including relating to failure to pay, breach of certain undertakings, misrepresentation, cross default, insolvency, insolvency proceedings, unlawfulness and invalidity, cessation of business, audit qualification, certain governmental or other regulatory actions that would substantially curtail the authority or ability of certain material Group companies to conduct its business, repudiation and rescission of agreements, adverse material litigation, change of ownership of certain obligors and insolvency and certain insolvency proceedings.

16.3 Priority Agreement

On 11 May 2007, OAIII entered into a priority agreement with the Company, certain other subsidiaries of the Company, the Senior Creditors, the Hedging Banks and the Second Lien Creditors (each as defined therein) and Goldman Sachs Credit Partners L.P. as Senior Agent and as Security Trustee, relating to the SCA (the ''Priority Agreement'').

Ranking

Under the Priority Agreement the debt and security under the relevant finance agreements and the transaction security documents shall rank in the following order:

First: the debt owed to the finance parties under or in connection with the SCA and related finance documents (the ''Senior Debt'') and to the banks providing hedging arrangements (the ''Hedging Debt'');

Second: the debt provided under the Second Lien Finance Documents (as defined in the Priority Deed) (the ''Second Lien Debt'');

Third: the intercompany debt owed by an Obligor (as defined in the Priority Deed) (''Obligor'') to any other Obligor (the ''Intercompany Debt''); and

Fourth: the debt owed by an Obligor to certain shareholders (the ''Subordinated Shareholder Debt'' and together with the Intercompany Debt and (before the full payment of the Senior Debt and the Hedging Debt) the Second Lien Debt, the ''Junior Debt'').

The Priority Agreement does not purport to rank any elements of the Intercompany Debt or Subordinated Shareholder Debt, in each case, as between themselves.

Undertakings

The Priority Agreement also provides for the conditions on which certain payments can and cannot be made in respect of the financial indebtedness of the Group. The Priority Agreement will be terminated at such time as the Senior Debt, the Hedging Debt and the Second Lien Debt are repaid in full.

Prior to the satisfaction of all obligations under the SCA, unless agreed in writing by the majority of the relevant lenders or except as explicitly permitted under Clause 4 (*Permitted Payments*), Clause 6.2 (*Filing of Claims*) or Clause 8 (*Permitted Enforcement*) of the Priority Agreement:

(a) no Obligor and none of its subsidiaries will make any payment in respect of any of the Junior Debt in cash or in kind;

(b) no creditor of Junior Debt will demand or receive payment of or in respect of any Junior Debt in cash or kind (other than in respect of rolled-up interest) or discharge any Junior Debt;

(c) no creditor of Junior Debt will discharge any Junior Debt by set-off, any right of combination of accounts or otherwise;

(d) no Obligor and none of its subsidiaries will create any security over any of its assets for any of the Junior Debt, except (in the case of the Second Lien Debt only) under the original terms of the second lien security documents and in accordance with the priority and ranking specified in the Priority Agreement;

(e) no Obligor and none of its subsidiaries will give any financial support to any person for any of the Junior Debt, except (in the case of the Second Lien Debt only) under the original terms of the second lien finance documents and in accordance with the priority and ranking specified in the Priority Agreement;

(f) no creditor of Junior Debt will allow any Junior Debt to be evidenced by a negotiable instrument unless the negotiable instrument acknowledges, and is subject to, the terms of the Priority Agreement;

(g) no creditor of a Junior Debt will allow any Junior Debt to be subordinated to any person otherwise than as may arise as a matter of law or in accordance with the Priority Agreement if to do so would or would be reasonably likely to reduce any present or future, actual or contingent amount payable to the security trustee under the Priority Agreement; and

(h) no Obligor or creditor of a Junior Debt will take or omit to take any action whereby the ranking and/or subordination of the Junior Debt provided for in the Priority Agreement may be impaired *vis a vis* the secured creditors.

16.4 HSBC Outsourcing Agreement—Middle Office Services

On 29 March 2004, Gartmore Investment Management plc (''GIML''), a subsidiary of the Company, entered into a services agreement with HSBC Bank PLC (''HSBC''), pursuant to which HSBC agreed to carry out certain services on behalf of GIML. These services include, amongst others, data services, securities and derivatives transaction processing, foreign exchange and fixed term deposit transaction processing, entitlements and asset servicing, accounts services, investment trust portfolio book keeping, customer service/reporting, IT testing services, and any other services as GIML may from time to time determine.

The term of the Services Agreement is for an initial period of seven years from the date of commencement of the services namely until 14 June 2011 (the ''Initial Term'') and shall continue indefinitely thereafter until terminated by either party on not less than twelve months prior written notice to expire on or after the expiry date of the Initial Term.

Under the Services Agreement, GIML has provided HSBC with certain warranties that are customary for a transaction of this nature and an indemnity against all losses resulting from the provision of misleading, false or inaccurate information which has been compiled by, on or behalf of, GIML to HSBC and against any instruction from GIML or another company in the Group to HSBC to perform its obligations under the Services Agreement which has been given by a person who is not authorised to give such instruction. Similarly, HSBC has provided GIML with certain warranties of a standard nature and an indemnity against all costs, claims, damages, expenses and losses which are attributable to a delay, inaccuracy or omission in respect of the services which HSBC is required to provide on behalf of GIML. The Services

Agreement also includes intellectual property indemnities given by both GIML and HSBC in connection with the use by each party of the other party's intellectual property.

HSBC is required under the terms of the Services Agreement to keep itself informed and competent in relation to investment product and fund market developments which relate to or may reasonably be expected to have an impact upon the provision of the services which HSBC is required to carry out. HSBC is required to maintain and implement a disaster recovery and business continuity plan throughout the term of the Services Agreement and is required to test such plan once in each 12 month period. In addition HSBC are required to indemnify Gartmore for any loss of Gartmore's data resulting from failure of HSBC to perform its obligations under the Agreement and, to the extent reasonably practical, to reconstruct such data.

Subject to certain exceptions, claims arising under or in connection with the Services Agreement are subject to certain financial limitations in respect of any claim, or series of connected claims, arising out of the same cause in each twelve month period of the Services Agreement. The overall cap on the aggregate liability of GIML to HSBC (or any of HSBC's group of companies) under the Services Agreement is £6,250,000 and the overall cap on the liability of HSBC to GIML (or any member of the Gartmore group of companies) under the Services Agreement is £12,500,000.

The Services Agreement sets out various circumstances which enable the parties to terminate the agreement. The Services Agreement may be terminated immediately by GIML upon the occurrence of certain events, including (but not limited to): a breach by HSBC of the terms of the Services Agreement; incidences related to bankruptcy of HSBC; a change of control of HSBC; and certain force majeure events (as set out in the Services Agreement). GIML may also terminate the Services Agreement at any time upon giving HSBC no less than six months prior written notice of its intention to terminate the Services Agreement, subject to payment by GIML of an early termination charge, in accordance with the terms of the Services Agreement. HSBC is permitted to terminate the Services Agreement forthwith, by notice in writing to GIML, if there is a force majeure event (as set out in the Services Agreement) in relation to the provision of the Services which affects GIML and which has continued for more than 60 days.

The Services Agreement provides for partial termination by either GIML or HSBC. GIML may partially terminate this Agreement with regard to one or more of the services on one month's prior written notice to HSBC at any time (subject to payment of the partial termination charges provided for in the Services Agreement), or in certain circumstances where an intellectual property infringement claim arises. HSBC may partially terminate the Services Agreement in respect of one or more of the Services for which the charges are due and have not been paid to HSBC within 90 days from the due date for payment (other than in circumstances where there is a bona fide dispute in relation to such charges notified by GIML to HSBC). If the Services Agreement is partially terminated, charges owing to HSBC will be adjusted in accordance with the terms of the Services Agreement. Under the terms of the Services Agreement, the parties have agreed on termination to act reasonably and in good faith to develop an exit plan to facilitate and implement the orderly and efficient transition of the services provided under the Services Agreement to GIML or any replacement supplier.

16.5 Deed of Contribution

On 9 October 2009, Gartmore JV Limited, a subsidiary of the Company (''Gartmore JV''), Hermes Fund Managers Limited (''Hermes'') and HG Amalgam LLP (the ''LLP'') entered into a deed of contribution (the ''Deed of Contribution'') pursuant to which Gartmore JV and Hermes agreed to contribute the private equity fund of fund businesses operated by each of Gartmore JV and Hermes and their respective affiliates to the LLP (such businesses being the ''Gartmore JV Business'' and the ''Hermes Business'' respectively). Gartmore JV will be contributing the Group's private equity business. The Group is planning a contribution of working capital to the joint venture in an amount to be agreed with Hermes which the Company expects will not be material nor in excess of the working capital previously allocated to this business. In addition, the Group's private equity AUM (which was £1.0 billion as at 30 September 2009) will be transferred to the LLP. The amount of working capital allocated by the Group as at 30 September 2009 to this business was £593,000. Going forward, it is expected that the Group will contribute approximately £925,000 for its share of the LLP's working capital needs.

In addition to agreeing to contribute the Gartmore JV Business and the Hermes Business, each party agrees to procure the termination of management agreements with certain funds to which each is a party and the appointment of the LLP as investment manager/adviser (as the case may be) to such funds under successor mandates.

Completion of the Deed of Contribution is conditional upon:

- various regulatory clearances being obtained from the FSA and SEC and relevant competition clearances being received;
- an LLP Deed being entered into by Gartmore JV, Hermes, Hermes Secretariat Limited and the LLP; and
- written approval of the joint venture by Oxford Partners having been obtained.

If any of the conditions to Completion shall not have been satisfied on or before the date falling six months from the date that the FSA definitively accepts the forms submitted to it in connection with certain approvals required, the Deed of Contribution shall lapse. The Deed of Contribution may also be terminated immediately by either party at any time prior to the period of contribution of the Gartmore JV Business and the Hermes Business to the LLP (''Completion'').

Under the Deed of Contribution, Gartmore JV and Hermes have given warranties in relation to the Gartmore JV Business and the Hermes Business respectively.

Each of Gartmore JV and Hermes shall continue to be responsible for discharging all debts and liabilities incurred by them prior to Completion and will indemnify the LLP against all losses, liabilities, costs and expenses which the LLP may incur in connection with either Gartmore JV's or Hermes ownership or operation of the Gartmore JV Business and the Hermes Business respectively or the assets which are being contributed to the LLP pursuant to the Deed of Contribution, prior to completion. This includes any tax liabilities incurred by either Gartmore JV or Hermes prior to Completion.

Claims under the Deed of Contribution are subject to certain financial and time limitations. As well as customary *de minimis* thresholds for claims, the overall cap on the aggregate liability of each of Gartmore JV and Hermes in respect of such Deed and all claims relating thereto is to be limited to £5 million. Each of Gartmore JV and Hermes liability for claims other than claims relating to tax expires two years after Completion. Claims arising in respect of any of the tax warranties set out in the Deed of Contribution may be brought up to six years after Completion. The time limits in respect of bringing claims are subject to an additional condition that proceedings in respect of any such claim must have been issued and validly served by either Gartmore JV or Hermes on the other party, or by the LLP against one of them, within six months from the date of notification of such claim, or all and any liability of the party against whom the claim has been brought shall be extinguished.

The Deed of Contribution is governed by the laws of England.

16.6 Memorandum of Understanding in respect of the Gartmore Pension Scheme

On 24 May 2006 Nationwide Asset Management Holdings Limited (''Nationwide''), GIML, OAIII and Gartmore Pension Trustees Limited (the ''Trustee'') entered into a memorandum of understanding (''MOU'') in respect of the funding and investment strategy of the Gartmore Pension Scheme (the ''Scheme'').

Under the MOU, the parties agreed, amongst other things, that:

(a) the Scheme would be closed to future defined benefit accrual (this was put into effect on 11 August 2006);

(b) there be a Statement of Funding Principles and a Schedule of Contributions which would only require the payment contributions set out in the MOU for a period of five years;

(c) GIML would introduce a new defined contribution pension arrangement for future service;

(d) a new, low risk investment strategy of investing the assets in interest rate and inflation swaps that match, as practically as possible, the Trustee's benefit projections, would be implemented by the Trustee. The swap portfolio will be reviewed on a regular basis. The intention behind this strategy is to hedge against inflation and interest rate risk. Longevity risk is not hedged; and

(e) a new funding target would be calculated on the implementation of the new investment strategy.

Under the MOU Nationwide agreed to arrange for payment of the following contributions into the Scheme:

(a) a one-off lump sum contribution, equal to such funding target, less the fair value of scheme assets, to be made to the Scheme at the same time as the investment strategy set out in the MOU was implemented;

(b) a fixed sum designed to cover any future deficit arising from changes in longevity or slippage against the targeted investment return;

(c) an amount equal to the legal and advisory costs associated with preparing the implementation plan for, and executing, the new investment strategy; and

(d) a fixed sum designed to cover the administration costs of the scheme for seven years from the purchase by OAIII from Nationwide of the Gartmore business.

The Trustee agreed that it would not seek to revise the funding and investment strategy agreed upon by the parties unless and to the extent that there is a material change in circumstances that would make such change necessary to comply with its statutory or fiduciary duties.

Subject to the Trustee's ability to review the funding agreement GIML is not to be required to make contributions to the Scheme for five years from the date of the MOU.

From the seventh anniversary of the purchase by OAIII from Nationwide of the Gartmore business, GIML agreed to pay certain capped costs, charges and expenses incurred in connection with the administration and management of the Scheme, including costs incurred between the date of the purchase and the seventh anniversary. Any charges in excess of the cap will be discussed between the Trustee and GIML as to the funding of such costs.

GIML indicated that, wherever possible, it will consult with the Trustee in relation to any significant corporate restructuring which would or is likely to materially affect the Scheme's position as a creditor.

16.7 Relationship Agreement

On 4 December 2009, the Company and the Hellman & Friedman Fund Vehicles entered into a Relationship Agreement which is conditional upon Admission. The Relationship Agreement included provisions to the effect that:

(a) The Hellman & Friedman Fund Vehicles shall be entitled to nominate for appointment:

   (i) two non-executive directors to the Board whilst the funds its affiliates manage together own 15% or more of the Ordinary Shares following Admission;

   (ii) one non-executive director to the Board whilst the funds its affiliates manage together own 10% or more of the Ordinary Shares following Admission;

   (iii) one Non-Executive Director to the nomination committee whilst the funds its affiliates manage together own 10% or more of the Ordinary Shares following Admission.

(b) The Hellman & Friedman Fund Vehicles shall conduct all transactions and other arrangements with the Group on arm's length terms and on a normal commercial basis and shall not take any action which precludes or inhibits any member of the Group from carrying on its business independently. The Hellman & Friedman Fund Vehicles will not exercise any of its voting rights to alter the constitution of the Company in any way which would undermine the Relationship Agreement. It will also observe the provisions of the Articles which are designed to implement the provisions of the City Code, including Rule 9 (mandatory offers). The Hellman & Friedman Fund Vehicles will also exercise its powers in a way that will not prevent the Company from complying with the Combined Code, save to the extent the Board determines not to comply.

(c) The Hellman & Friedman Fund Vehicles will be given certain information access rights and its representatives on the Board are authorised to communicate information to the Hellman & Friedman Fund Vehicles in confidence. The Hellman & Friedman Fund Vehicles have agreed to ensure its nominee directors comply with the Company's code on share dealings and to consult with the Company where practicable prior to any disposal.

(d) The Relationship Agreement will terminate (save for certain limited provisions) once the Hellman & Friedman Fund Vehicles' aggregate interest in Ordinary Shares falls beneath 5%.

The Relationship Agreement is governed by the laws of England.

16.8 Depository Agreement

See Part X: ''CREST, Depository Interests and the Deed Poll'' for a summary of this agreement.

16.9 Offshore Registrar Agreement

The Company is party to an Offshore Registrar Agreement with Capita Registrars (Guernsey) Limited (the ''Registrar'') dated 4 December 2009 pursuant to which the Registrar will act as the registrar of the register of members of the Company kept in Guernsey (the ''Offshore Register''), provide registration services to the Company which will entail, among other things, the Registrar having responsibility for the transfer of Shares, maintenance of the Offshore Register and maintenance of dividend payment instructions.

Under the Offshore Registrar Agreement, the Registrar is entitled to receive a basic fee based on the number of Shareholder accounts, subject to a set annual minimum charge (payable quarterly in arrear). In addition to this basic fee, the Registrar is entitled to receive additional fees for specific actions.

Under the Offshore Registrar Agreement, the Registrar may appoint a transfer agent to provide transfer agent services to the Company, for which it will receive a fee payable by the Registrar.

The Offshore Registrar Agreement has an effective initial term of three years, after which the agreement will continue unless three months' notice to terminate has been given or six months' notice to terminate is given by the Registrar. The Offshore Registrar Agreement may be terminated immediately by the Company if the Registrar ceases to be the holder of any licence, consent, permit or registration enabling it to act as a registrar of the Company under any law applicable to it or if the Registrar amends its fees. The Offshore Registrar Agreement may be terminated immediately by either party on the occurrence of certain specified events or if the other party is materially in breach of the Offshore Registrar Agreement and fails (in the case of a breach capable of being remedied) to remedy such breach within 30 days of receipt of service from the other requiring it to do so.

The Company has agreed to indemnify the Registrar and its agents, officers and employees against all and any liabilities which may be suffered or incurred by the Registrar or its agents, officers and employees in connection with the performance of its or their duties under the Offshore Registrar Agreement save to the extent that such liabilities may be due to the fraud, negligence or wilful default of the Registrar or its agents, officers or employees.

The liability of the Registrar to the Company under the Offshore Registrar Agreement is limited, except in the case of fraud, to the lesser of £1 million or an amount equal to ten times the annual Registrar's fee.

The Offshore Registrar Agreement is governed by Guernsey law.

17. PROPERTY

Aside from the leasehold property interest listed below, there is no existing or planned material tangible asset which is material to the business of the Group:

Property location	Current Use	Size (sq ft)	Current Annual Rent	Expiry of Lease
Gartmore House . . . . 8 Fenchurch Place London EC3M 4PB	Office	93,000	£3,600,000	September 2012

With respect to the Gartmore House property mentioned in the above table, the Executive Committee has approved a project to relocate the business from those premises at lease end.

18. WORKING CAPITAL

The Company is of the opinion that, taking into account existing cash, banks and other facilities available to the Group the working capital available to the Group is sufficient for its present requirements, that is for at least the next 12 months from the date of this Prospectus.

19. LITIGATION

No member of the Group is engaged in, nor (so far as the Directors are aware) has pending or threatened by or against it, any governmental, legal or arbitration proceeding during the 12 months immediately preceding the date of this Prospectus which may have, or have had in the recent past, a significant effect on the financial position or profitability of the Group.

20. REGULATORY INVESTIGATIONS

The Group has ongoing investigations and discussions with regulators none of which the Company believes are material in the context of its financial position or profitability and the Group is, in accordance with its policy, fully co-operating with the regulators in such investigations and discussions.

The investigations which are currently underway include:

- The Italian securities regulator, the Commissione Nazionale per le Società e la Borsa (''CONSOB'') is currently investigating several individuals and broker and asset management companies—including an individual formerly employed and another currently employed by the Group—concerning allegations of insider dealing in connection with an Italian listed company. As part of this investigation, CONSOB has brought regulatory proceedings against, *inter alia*, the two individuals referred to above. Gartmore has investigated the matter and it does not believe the allegations against its former and existing employees have any foundation. It is fully co-operating with CONSOB.
- The SEC is investigating short selling undertaken by Gartmore Investment Limited on behalf of a fund in advance of a public offer of a New York Stock Exchange listed security in contravention of Rule 105 of Regulation M of the Exchange Act. Gartmore is fully co-operating with the SEC and has been advised that if enforcement action is taken (which is possible) Gartmore may be required to make financial payments estimated at an approximate range of U.S.$1.8 million to U.S.$1.9 million.

Gartmore has made provision in its accounts with respect to the above matters (see Part VIII: ''Accountant's Report and Historical Financial Information—Regulatory Action''). Although the outcomes of the regulatory proceedings are uncertain, as are their potential impact upon the former and current employees who are the subject of the CONSOB regulatory action the Company does not believe either of the above matters is or will be material in the context of Gartmore's financial position or profitability.

21. RELATED PARTY AGREEMENTS

Save as set out in Note 29 to the financial information set out in Part VIII: ''Accountant's Report and Historical Financial Information'' and save in respect of the possible repayment of the loan through the issue of Ordinary Shares referred to in paragraph 3.8 above, there were no transactions between the Company and its related parties which were material to the Company during the period from 29 September 2006 to 31 December 2006, the years ended 31 December 2007 and 2008, in the nine month period in 2009 and between 30 September 2009 and 3 December 2009, being the last practical date prior to the publication of this Prospectus.

22. SIGNIFICANT CHANGE

There has been no significant change in the financial or trading position of the Group since 30 September 2009, the date to which the interim financial information of the Group was prepared.

23. CONSENTS

Each of BofA Merrill Lynch, Morgan Stanley, UBS Investment Bank, Citi, Fox-Pitt Kelton and Ondra Partners has given and not withdrawn its written consent to the inclusion in this Prospectus of references to the form and context in which it appears.

KPMG Audit Plc is a member of the Institute of Chartered Accountants in England and Wales and has given and not withdrawn its written consent to the inclusion in this Prospectus of its reports set out in Parts VIII and IX of this Prospectus in the form and context in which they appear and has authorised the contents of those parts of this Prospectus which comprise its reports for the purposes of Rule 5.5.3R(2)(f) of the Prospectus Rules.

As the Ordinary Shares have not been and will not be registered under the Securities Act, KPMG Audit Plc has not filed a consent under the Securities Act.

24. MISCELLANEOUS

Where information included in this Prospectus has been sourced from third parties, the Company confirms that such information has been accurately reproduced, and as far as the Company is able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

25. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS from the date of this Prospectus until 16 December 2009:

- the memorandum and articles of association of the Company;
- IFRS audited historical consolidated financial statements for the Company for the period from 29 September 2006 until 31 December 2006 and the years ending 31 December 2007 and 2008 and the nine month period ended 30 September 2009;
- the reports of KPMG Audit Plc set out in Part VIII: ''Accountant's Report and Historical Financial Information'' and Part IX: ''Unaudited Pro Forma Financial Information'';
- a draft of the Deed Poll;
- the letters of consent referred to in paragraph 23 above; and
- this Prospectus.

Dated: 4 December 2009

PART XIII: DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

The following definitions and terms apply throughout this Prospectus unless the context requires otherwise:

Accountant's Report	the accountant's report set out in Part VIII: ''Accountant's Report and Historical Financial Information'';
Admission	admission of the Ordinary Shares to the Official List and to trading on the London Stock Exchange's main market for listed securities becoming effective in accordance with, respectively, the Listing Rules and the Admission and Disclosure Standards;
Admission and Disclosure Standards	the requirements contained in the publication ''Admission and Disclosure Standards'' dated July 2005 containing, among other things, the admission requirements to be observed by companies seeking admission to trading on the London Stock Exchange's market for listed securities;
Alternatives and Alternative Funds	long-short hedge funds;
Articles	the articles of association of the Company to be adopted prior to Admission;
Audit & Risk Committee	the committee of the Board described in paragraph 8.8 of Part XII: ''Additional Information'';
Auditor	KPMG Audit Plc;
AUM	assets under management;
BofA Merrill Lynch	Merrill Lynch International;
Board	the board of the directors of the Company from time to time appointed in accordance with the Articles;
Bookrunners	BofA Merrill Lynch, Morgan Stanley, UBS Investment Bank and Citi;
Buyout	the buyout of Gartmore by its management and private equity funds associated with Hellman & Friedman which took place during 2006;
Bps	a unit that is equal to 1/100th of one per cent;
CAGR	Compound Annual Growth Rate;
Citi	Citigroup Global Markets Limited;
City Code	March 2009 edition of the U.K. City Code on Takeovers and Mergers;
Combined Code	the U.K. Combined Code on Corporate Governance published in June 2008 by the U.K. Financial Reporting Council;
Company	Gartmore Group Limited, a company currently registered as Hellman & Friedman Acquisition III Limited and incorporated in the Cayman Islands with its registered office at Walker House 87 Mary Street, George Town, Grand Cayman KY1-9005;
Companies Law	the Companies Law of the Cayman Islands as amended, re-enacted and consolidated from time to time;
Consolidated Financial Statements	the consolidated financial statements as included in Part VIII: ''Accountant's Report and Historical Financial Information'';
CREST	the computerised settlement system operated by Euroclear U.K. & Ireland to facilitate the transfer of title to shares in uncertificated form;

Custodian	the custodian nominated by the Depository;
Deed Poll	a deed poll to be executed by the Depository prior to Admission in favour of the holders of Depository Interests from time to time;
Depository	Capita IRG Trustees Limited;
Depository Interests or DIs	the dematerialised depository interests in respect of the Ordinary Shares issued or to be issued by the Depository;
Directors	the Executive Directors and Non-executive Directors as listed in paragraph 5 of Part IV: ''Information on the Group'';
Disclosure and Transparency Rules	the rules relating to the disclosure of information made in accordance with Section 73A and 89A to 89G of FSMA;
EBITDA	operating earnings before depreciation;
EEA	European Economic Area;
Euroclear U.K. & Ireland	Euroclear U.K. & Ireland Limited, the operator of CREST;
EURIBOR	Euro interbank offered rate;
Exchange Act	the U.S. Securities Exchange Act of 1934, as amended;
Executive Committee	Senior Management;
Executive Directors	the executive directors of the Company;
Family Offices	a business structure that centralises all the functions of private wealth management for HNWI and their families;
Financial Adviser	Ondra LLP, trading as Ondra Partners;
Financial Services Authority or FSA	the Financial Services Authority of the United Kingdom in its capacity as the competent authority for the purposes of Part VI of FSMA and in the exercise of its functions in respect of the admission to the Official List otherwise than in accordance with Part VI of FSMA;
Fox-Pitt Kelton	Fox-Pitt, Kelton Limited;
FSA Rules	see paragraph 1.1 of Part V: ''Regulatory Overview'';
FSMA	the U.K. Financial Services and Markets Act 2000 (as amended);
Gartmore or Group	the Company and its consolidated subsidiaries;
Gate	a restriction placed on an alternative fund limiting the amount of withdrawals from the fund during a redemption period. The purpose of the provision is to prevent a ''run'' on the fund;
Global Offer	the offer of Offer Shares pursuant to the Institutional Offer and the Intermediary Offer described in paragraph 4 of Part VI: ''Details of the Global Offer'';
Hellman & Friedman	Hellman & Friedman LLC;
Hellman & Friedman Fund Vehicles	Hellman & Friedman Acquisition I Limited and Hellman & Friedman Acquisition II Limited;
Hellman & Friedman Funds	funds managed by affiliates of Hellman & Friedman LLC;
Hermes	Hermes Fund Managers Limited;

High-Water Mark	a high-water mark means that for a performance fee to be paid by a particular client, a fund's share price must be higher than any previous price at which a performance fee was paid by that client and higher than such initial investment. The high-water mark prevents investors from paying twice for the same increase in their fund's share price (which is something that could otherwise materialise in a fluctuating market);
HMRC	Her Majesty's Revenue & Customs;
HNWI	high net worth individuals;
Hurdle	a fee structure whereby there is a minimum rate of return that a fund must achieve before performance fees are paid out;
IAS	International Accounting Standards;
IFA	Independent Financial Advisor;
IFRS	International Financial Reporting Standards, as adopted for use in the EU;
IMA	IMA of the United Kingdom;
Individual Shareholders	those directors, employees, former employees and permitted transferees from time to time beneficially interested in the Ordinary Shares owned by the Nominee;
Institutional Offer	the offer of Ordinary Shares to certain institutional investors including QIBs in the United States;
Intermediary	Hargreaves Lansdown;
Intermediary Application	the application form to be used by the Intermediary pursuant to the Intermediary Offer;
Intermediary Offer	the offer through the Intermediary described in paragraph 4 of Part VI: ''Details of the Global Offer'';
Investment Trust	companies quoted on the London Stock Exchange, which invest shareholder funds in the shares of other companies. Unlike OEICS investment trusts are closed ended funds, with a fixed number of shares in circulation, the price of which is determined by supply and demand. This means that an investment trust may trade at a discount or a premium to its net asset value.
IPO	Initial Public Offering;
IRS	U.S. Internal Revenue Service;
ISIN	International Securities Identification Number;
Joint Global Co-ordinators	BofA Merrill Lynch, Morgan Stanley and UBS Investment Bank;
LIBOR	London Interbank Offered Rate;
Listing Rules	the rules relating to admission to the Official List made in accordance with Section 73A(2) of FSMA;
London Stock Exchange	London Stock Exchange plc;
Management Fees	the fee charged periodically for providing fund management services typically calculated by Gartmore as a fixed percentage of AUM;
Managers	BofA Merrill Lynch, Morgan Stanley, UBS Investment Bank, Citi, Fox-Pitt Kelton;
Member States	the member states of the European Union;

MiFID	Markets in Financial Instruments Directive;
Morgan Stanley	Morgan Stanley & Co. International plc;
MSCI World Index	Morgan Stanley Capital International World Index;
Multi manager funds	Funds which allows investors to benefit from a team of specialist investment managers in a single fund. The main multi-manager fund categories are ''fund of funds'' and ''manager of managers''. The first invest in funds, whereas the second invests in stocks and shares through a series of appointed investment managers;
Mutual Funds	OEICs, SICAVs and investment trusts;
Nationwide	Nationwide Mutual Insurance Company and Nationwide Mutual Fire Insurance Company, the U.S. mutual insurer;
Net flows	gross flows less redemptions over a period for investment products;
New Ordinary Shares	the new Ordinary Shares to be issued by the Company pursuant to the Global Offer;
Non-executive Directors	the non-executive directors of the Company;
Nomination Committee	the committee of the Board described in paragraph 8.10 of Part XII: ''Additional Information—Corporate Governance'';
Nominee	Barclays Wealth Trustees (Guernsey) Limited;
OEIC	open-ended investment company, a type of umbrella collective investment scheme in company form that issues or cancels shares for each sub-fund which trade at a single price that reflects the sub-fund's net asset value. Gartmore's individual OEIC funds are structured as sub-funds of umbrella investment companies;
Offer Price	the price at which each Ordinary Share is to be issued or sold under the Global Offer, to be determined and set out in the Pricing Statement;
Offer Price Range	250p to 330p;
Offer Shares	means the New Ordinary Shares and the Sale Shares, as the context requires;
Official List	the Official List of the Financial Services Authority;
Ordinary Shares	ordinary shares of £0.005 each in the capital of the Company and/or, where the context so requires, the DIs;
Over-allotment Option	the over-allotment option granted by the Over-allotment Shareholders to the Stabilising Manager under the Underwriting Agreement;
Over-allotment Shareholders	Hellman & Friedman Fund Vehicles;
Oxford Partners or OPLP	Oxford Partners, L.P., the parent entity of the Company prior to Admission;
Panel on Takeovers and Mergers	the United Kingdom regulatory body in charge of the administration of the City Code and supervision and regulation of takeover and other matters to which the City Code applies;

Percentile Ranking	a relative performance comparison to other funds with same investment goals and style. The lower the percentile ranking, the better the performance. For example, a fund with a percentile ranking of 10 performed better than 90 percent of its peer funds;
Price Range Prospectus or Prospectus	this document relating to the Company and the Ordinary Shares prepared in accordance with the Listing Rules and the Prospectus Rules;
Pricing Statement	the statement to be published by the Company detailing the Offer Price and related information;
Prospectus Directive	European Union Directive (2003/71/EC), including any relevant implementing measure in each member state of the European Economic Area that has implemented Directive 2003/71/EC;
Prospectus Rules	the rules made for the purposes of Part VI of FSMA in relation to offers of securities to the public and admission of securities to trading on a regulated market;
Qualified Institutional Buyers or QIBs	has the meaning given by Rule 144A;
Quantitative Equity Funds	an equity investment fund that seeks to provide returns greater than the market by selecting investments based on quantitative analysis;
Redemption	capital that is withdrawn by investors from mutual funds including where the product is closed. Redemptions are often measured in percentage terms as annual redemptions over AUM at the beginning of the period;
Regulation S	Regulation S under the Securities Act;
Regulatory Information Service	a Regulatory Information Service that is approved by the FSA and that is on the list of Regulatory Information Service providers maintained by the FSA;
Relationship Agreement	the agreement entered into on 4 December 2009 between the Company and the Hellman & Friedman Fund Vehicles, details of which are set out in paragraph 16.7 of Part XII: ‘‘Additional Information’’;
Relevant Member State	each member state of the European Economic Area which has implemented the Prospectus Directive;
Remuneration Committee	the committee of the Board described in paragraph 8.9 of Part XII: ‘‘Additional Information—Corporate Governance’’;
Rule 144A	Rule 144A under the Securities Act;
SAS 70	Statement on Auditing Standards (SAS) No. 70, *Service Organizations*, developed by the American Institute of Certified Public Accountants;
Sale Shares	the Ordinary Shares being sold by the Selling Shareholders pursuant to the Global Offer;
SDRT	Stamp Duty Reserve Tax;
SEC	The U.S Securities and Exchange Commission;
Securities Act	the U.S. Securities Act of 1933 (as amended);
SEDOL	Stock Exchange Daily Official List;

Segregated Mandates	specific investment mandates managed by the Group for individual institutional clients, normally with a defined benchmark rate of targeted performance;
Selling Shareholders	the Hellman & Friedman Fund Vehicles and the Nominee (on behalf of those Individual Shareholders selling their interest in the Ordinary Shares in the Global Offer);
Senior Credit Agreement	the senior multicurrency term and revolving agreement entered into by the Company on 11 May 2007 as summarised in paragraph 16.2 of Part XII: ''Additional Information'';
Senior Credit Facilities	the senior multicurrency term and revolving facilities as documented by the Senior Credit Agreement;
Senior Management	those members of Gartmore's management team—details of the current members are set out in paragraph 5 of Part IV: ''Information on the Group'';
Shareholders	holders of Ordinary Shares;
SICAV	Société d'investissement à Capital Variable. A collective investment vehicle structured as an open-ended investment company similar to an OEIC. Gartmore's individual SICAV funds are structured as sub-funds of an overall investment company;
Side Pocket	a type of account used in alternative funds to separate illiquid assets from other more liquid investments. One of the purposes of a side pocket is to provide a fund manager with the flexibility to sell illiquid investments at its discretion and not upon the requirement of an investor to liquidate its investment;
Sponsors	Morgan Stanley & Co International plc, BofA Merrill Lynch and UBS Limited;
Stabilising Manager	UBS Investment Bank;
UBS Investment Bank	UBS Limited;
UCITS	an Undertaking for Collective Investment in Transferable Securities established under EC Council Directive 85/611/EEC as amended;
U.K. FTSE 250 Index	a capitalisation weighted index of the mid-capitalised companies traded on the London Stock Exchange maintained by FTSE International Limited;
Underwriting Agreement	the agreement entered into on 4 December 2009 between the Company, the Hellman & Friedman Fund Vehicles, the Nominee, the Directors and the Managers, details of which are set out in paragraph 16.1 of Part XII: ''Additional information'';
U.S.$, $ or U.S. Dollars	the lawful currency of the United States;
VAT	Value Added Tax;
VIX	the ticker symbol for the Chicago Board Options Exchange Volatility Index; and
VSTOXX	the VSTOXX Index, based on Dow Jones EURO STOXX 50 real time options prices.

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Merrill Corporation Ltd, London
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