

STRICTLY NOT TO BE FORWARDED TO ANY OTHER PERSONS

IMPORTANT: You must read the following disclaimer before continuing. This electronic transmission applies to the attached supplementary prospectus and you are therefore advised to read this disclaimer carefully before reading, accessing or making any other use of the attached supplementary prospectus. In accessing the attached supplementary prospectus, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access. You acknowledge that this electronic transmission and the delivery of the attached supplementary prospectus is confidential and intended for you only and you agree you will not forward, reproduce or publish this electronic transmission or the attached document to any other person.

This document has been made available to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently neither the Company, BofA Merrill Lynch, Morgan Stanley, UBS Investment Bank, Citi or Fox-Pitt Kelton nor any of their respective affiliates accepts any liability or responsibility whatsoever in respect of any difference between the document distributed to you in electronic format and the hard copy version. By accessing the attached document, you consent to receiving it in electronic form.

THIS ELECTRONIC TRANSMISSION AND THE ATTACHED DOCUMENT MAY ONLY BE DISTRIBUTED IN “OFFSHORE TRANSACTIONS” AS DEFINED IN, AND IN RELIANCE ON, REGULATION S UNDER THE U.S. SECURITIES ACT OF 1933 (THE “SECURITIES ACT”) OR WITHIN THE UNITED STATES TO QUALIFIED INSTITUTIONAL BUYERS (“QIBs”) AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT (“RULE 144A”). ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE ATTACHED DOCUMENT IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS NOTICE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

NOTHING IN THIS ELECTRONIC TRANSMISSION AND THE ATTACHED DOCUMENT CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES DESCRIBED HEREIN HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON THAT THE HOLDER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QIB AS DEFINED IN, OR IN RELIANCE ON, RULE 144A, OR ANOTHER EXEMPTION FROM, OR TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT, OR (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

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.

Confirmation of Your Representation: This electronic transmission and the attached document is delivered to you on the basis that you are deemed to have represented to the Company, BofA Merrill Lynch, Morgan Stanley, UBS Investment Bank, Citi and Fox-Pitt Kelton that (i) you are a QIB acquiring such securities for its own account or for the account of another QIB or (ii) that you are acquiring such securities in offshore transactions as defined in, and in reliance on, Regulation S under the Securities Act; (iii) if you are in the UK, you are a relevant person, and/or a relevant person who is acting on behalf of, relevant persons in the United Kingdom and/or Qualified Investors to the extent you are acting on behalf of persons or entities in the UK or the EEA; (iv) if you are in any member state of the European Economic Area other than the UK, you are a Qualified Investor and/or a Qualified Investor acting on behalf of, Qualified Investors or relevant persons, to the extent you are acting on behalf of persons or entities in the EEA or the UK; and (v) you are an institutional investor that is eligible to receive this document.

You are reminded that you have received this electronic transmission and the attached supplementary prospectus on the basis that you are a person into whose possession this supplementary prospectus may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorized to deliver this supplementary prospectus, in whole or in part, directly or indirectly, electronically or otherwise, to any other person.

None of BofA Merrill Lynch, Morgan Stanley, UBS Investment Bank, Citi or Fox-Pitt Kelton or any manager nor any of their respective affiliates accepts any responsibility whatsoever for the contents of this document or for any statement made or purported to be made by it, or on its behalf, in connection with the Company or the Securities. BofA Merrill Lynch, Morgan Stanley, UBS Investment Bank, Citi or Fox-Pitt Kelton, and the managers and each of their respective affiliates, each accordingly disclaims all and any liability whether arising in tort, contract or otherwise which they might otherwise have in respect of such document or any such statement. No representation or warranty express or implied, is made by any of BofA Merrill Lynch, Citi, Fox-Pitt Kelton, Morgan Stanley, UBS Investment Bank or any manager or any of their respective affiliates as to the accuracy, completeness or sufficiency of the information set out in this document.

BofA Merrill Lynch, Citi, Fox-Pitt Kelton, Morgan Stanley, UBS Investment Bank are acting exclusively for the Company and no one else in connection with the offer. They will not regard any other person (whether or not a recipient of this document) as their client in relation to the offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the offer or any transaction or arrangement referred to herein.

Dated 11 December 2009

This document is a supplementary prospectus relating to the Global Offer of Ordinary Shares described in the price range prospectus published by Gartmore Group Limited (the "Company") on 4 December 2009 (the "Prospectus") and has been prepared in accordance with the Prospectus Rules and in connection with the Global Offer and Admission. This document has been filed with the FSA and has been made available to the public as required by the Prospectus Rules. This document has been approved as a supplementary prospectus under section 87A of FSMA.

Application will be made to the FSA for all of the issued ordinary share capital of the Company to be admitted to the Official List and to the London Stock Exchange for such Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. Conditional dealings in the Ordinary Shares are expected to commence on the London Stock Exchange on 14 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.

This document is supplemental to and must be read in conjunction with the Prospectus. Capitalised terms used and not defined in this document have the same meaning as ascribed to them in the Prospectus. To the extent that there is any inconsistency between a statement in this document and a statement in the Prospectus, the statement in this document will prevail. Prospective investors should read both this document and the entire Prospectus 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" of the Prospectus.

The Company and its Directors (whose names appear on page 26 of the Prospectus) accept responsibility for the information contained in this document. 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 document is in accordance with the facts and contains no omission likely to affect the import of such information.

This document does not constitute or form part of any offer or invitation to buy, otherwise acquire, subscribe for, sell, otherwise dispose of or issue, or the solicitation of an offer to buy, otherwise acquire, subscribe for, sell, otherwise dispose of or issue, 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 document, see Part VI: "Details of the Global Offer" of the Prospectus.

Gartmore Group Limited

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

Supplementary Prospectus

Relating to the Global Offer of up to 154,545,454 Ordinary Shares at a price expected to be between 220p and 250p 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

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, the Prospectus or any other matter contained in the Prospectus or this document.

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 document, the 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.

Investors should rely only on the information in the Prospectus and this document. No person has been authorised to give any information or to make any representations other than those contained in the Prospectus and this document 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.

The contents of this document 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 document 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 document 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.

This document 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 document or the offering of Ordinary Shares, nor passed upon or endorsed the merits of the Global Offer or the accuracy or adequacy of this document. 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 document to the public in the Cayman Islands.

THE ORDINARY SHARES 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 DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

Without prejudice to any obligation of the Company to publish a further supplementary prospectus pursuant to section 87G of the FSMA and Rule 3.4 of the Prospectus Rules, neither the delivery of this document nor any subscription or sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in this document is correct as at any time subsequent to its date.

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.

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

Investors should rely only on the information in the Prospectus and in this document. No person has been authorised to give any information or to make any representations other than those contained in the Prospectus and in this document 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 the Prospectus or in this document is, or shall be relied upon as, a promise or representation by any Manager or selling agent as to the past, present or future.

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 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.

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 document 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 document (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 document 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 document 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 document are subject to the restrictions set out in paragraph 12 of Part VI: "Details of the Global Offer" of the Prospectus.

Prior to making any decision as to whether to invest in Ordinary Shares, prospective investors should read the Prospectus and this document 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 document, including the merits and risks involved.

The revised Offer Price range at which indications of interest in the Global Offer are being sought is 220p to 250p per Ordinary Share (the “Revised Offer Price Range”). The Company is offering New Shares under the Global Offer so as to raise an expected £280 million of primary gross proceeds. The revised aggregate gross proceeds of the sale of Ordinary Shares by Directors, Senior Management and employees of Gartmore and the Hellman & Friedman Fund Vehicles collectively in the Global Offer is expected to be up to £60 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.

At the mid-point of the Revised Offer Price Range and assuming that aggregate gross proceeds of the Global Offer are £340 million, certain Global Offer statistics are as follows:

1. GLOBAL OFFER STATISTICS

Number of Ordinary Shares being offered in the Global Offer ⁽¹⁾	144,680,850
— New Ordinary Shares.....	119,148,936
— Ordinary Shares sold by the Selling Shareholders ⁽¹⁾	25,531,914
Ordinary Shares already in existence as at the date of this document	180,000,000
Percentage of the enlarged issued ordinary share capital in the Global Offer ⁽¹⁾	48.4%
Maximum number of Ordinary Shares subject to the Over-allotment Option	21,702,127
Number of Ordinary Shares in issue following the Global Offer	299,148,936
Market capitalisation of the Company at the Offer Price.....	£703 million
Estimated gross proceeds of the Global Offer receivable by the Company.....	£280 million
Estimated net proceeds of the Global Offer receivable by the Company ⁽²⁾	£265 million
Estimated net proceeds receivable by the Selling Shareholders after expenses ⁽³⁾ (assuming no exercise of the Over-allotment Option)	£58 million
Estimated net proceeds receivable by the Selling Shareholders after expenses (assuming the Over-allotment Option is exercised in full) ⁽³⁾	£107.4 million

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

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

(3) Net proceeds receivable by the Selling Shareholders are stated after deduction of underwriting commissions (including VAT) to be agreed of up to £2.0 million (up to £3.6 million if the Over-allotment Option is exercised in full).

(4) The Revised Offer Price Range is indicative only and may change, and the final Offer Price may be set outside the Revised Offer Price Range.

2. REVISED EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	Event Time and date
Announcement of Revised Offer Price Range	11 December 2009
Supplementary Prospectus published	11 December 2009
Latest time and date for receipt of indications of interest from institutional investors ⁽¹⁾	11.00 a.m. on 11 December 2009
Publication of the Pricing Statement containing the Offer Price	11 December 2009
Announcement of the results of the Global Offer through a Regulatory Information Service and notification of allocations	11 December 2009
Conditional dealings in Ordinary Shares expected to commence ⁽²⁾	8.00 a.m. on 14 December 2009
Admission and expected commencement of unconditional dealings ⁽³⁾	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)	Before 23 December 2009
--------------------------------------------------------------	-------------------------

- (1) Investors will be notified of any change to this time and any such change will be entirely at the Company's and the Managers' discretion.
- (2) 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.
- (3) Or as soon as practicable thereafter. No temporary documents of title will be issued.

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.

3. MAJOR SHAREHOLDERS

3.1 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:

Shareholder	Ordinary Shares owned immediately prior to Admission ⁽¹⁾⁽²⁾		Ordinary Shares owned after Admission ⁽³⁾⁽⁴⁾	
	Number of Ordinary Shares	% of share capital (post primary)	Number of Ordinary Shares	% of share capital (post primary)
Hellman & Friedman Fund Vehicles.....	100,727,047	33.67	(Note 6)	(Note 6)
Oxford Partners ⁽⁵⁾	3,547,660	1.19	3,547,660	1.19
Barclays Wealth Trustees (Guernsey) Limited	75,725,293 ⁽⁷⁾	25.31	60,669,972	20.28
Total	180,000,000	60.17		

- (1) Assuming that the Company raises £280 million of gross primary proceeds and the Offer Price is set at the mid-point of the Revised 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) Based on indications from Individual Shareholders.
- (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. 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 up to £60 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 2,014,663 shares held on behalf of such former employees and reflect the fact that up to 519,664 of such Ordinary Shares are expected to be sold in the Global Offer. The remaining 1,494,999 Ordinary Shares are locked up as if the holders continue to be employees (see Part VI: "Details of the Global Offer—Lock-Up Arrangements").

4. SELLING SHAREHOLDERS

4.1 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 Revised Offer Price Range, that up to 25,531,914 Ordinary Shares will be sold by the Selling Shareholders in the Global Offer (representing approximately 8.5%

of the Ordinary Shares (post primary) as at the date of this document assuming no exercise of the Over-allotment Option; if the Over-allotment Option is exercised in full, a further 21,702,127 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, Glatigny Esplanade, St Peter Port, Guernsey GY1 35T, as Nominee for the Directors, Senior Management and employees. The beneficial ownership of the Ordinary Shares expected to be sold by the Nominee, is broken down in the table below:

Beneficial Owner	Number of Ordinary Shares expected to sold in the Global Offer⁽¹⁾⁽²⁾⁽³⁾	% of holdings expected to be sold⁽²⁾
Directors, Senior Management and Employees (in aggregate)	15,055,321	19.88
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 document		
of which total the following represents:	454,440	9.50 ⁽⁴⁾
Jeffrey Meyer	371,849	10.95 ⁽⁴⁾
Keith Starling	82,591	11.60 ⁽⁴⁾
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 document	178,267	17.70 ⁽⁴⁾
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 document ⁽⁵⁾	4,422,614	14.62
Roger Guy	6,109,853	25.81
Guillaume Rambourg	3,890,147	24.28

- (1) Assuming that the Company raises £280 million of gross primary proceeds and the offer price is set at the mid-point of the Revised Offer Price Range.
- (2) Based on indications from Individual Shareholders. 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 414,698 Ordinary Shares (0.14% post primary) - expected post-Admission interest 228,997 (0.08%), who has been permitted to exceed this limit to meet local tax requirements.
- (3) 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 119,148,936 Ordinary Shares on Admission at a price of 235p per share (the mid-point of the Revised 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.
- (4) The maximum percentage of holdings that may be sold in the Global Offer by the Non-Executive Directors and Senior Management (other than Keith Starling and David Francis) 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 Keith Starling and David Francis is set at a level which permits sales to cover possible liabilities to tax arising in connection with such holdings - for Keith Starling 5.55% and for David Francis 4.92% -and additional sales reflecting their length of service.
- (5) 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 2,014,663 Ordinary Shares held on behalf of such former employees and reflect the fact that up to 519,664 of such Ordinary Shares are expected to be sold in the Global Offer. The remaining 1,494,999 Ordinary Shares are locked up as if the holders continue to be employees (see Part VI: "Details of the Global Offer - Lock-Up Arrangements" of the Prospectus).

It is expected that Hellman & Friedman Fund Vehicles will sell Ordinary Shares in the Global Offer. 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 up to £60 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.

5. REASON FOR SUPPLEMENTARY PROSPECTUS AND WITHDRAWAL RIGHTS

As set out in the Prospectus, in the event of any change to the Offer Price Range prior to the announcement of the final Offer Price, the revised Offer Price Range is to be announced and advertised as soon as possible and the Company is to

publish a supplementary prospectus. Accordingly, as a result of the reduction in the Offer Price Range to 220p to 250p per Ordinary Share, the Company is publishing this supplementary prospectus.

Prospective investors are reminded of their statutory withdrawal rights in respect of the Global Offer pursuant to section 87Q(4) of FSMA, which arise upon the publication of this supplementary prospectus and should read Paragraph 8 “Withdrawal Rights” of Part VI: “Details of the Global Offer” of the Prospectus.

6. INFORMATION FOR OVERSEAS INVESTORS

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 document 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 document 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 document comes should inform themselves about and observe any restrictions on the distribution of this document 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.

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 is 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 Coordinators 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.

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 document, 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 REALES 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.

Dubai International Financial Centre

This document relates to an Exempt Offer in accordance with the Offered Securities Rules of the Dubai Financial Services Authority (“DFSA”). This document 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 document nor taken steps to verify the information set forth herein and has no responsibility for the Prospectus. The Ordinary Shares to which this document 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 document you should consult an authorised financial adviser.

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.

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.

Switzerland

This document 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 document 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.

Cayman Islands

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

7. DOCUMENTS AVAILABLE FOR INSPECTION

In addition to those documents set out in paragraph 25 of Part XII: “Additional Information” of the Prospectus, copies of this document are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) up to Admission at the offices of Freshfields Bruckhaus Deringer LLP at 65 Fleet Street, London, EC4Y 1HS.

Copies of the Prospectus and this document are also available at the Company's registered office at Walker House, 87 Mary Street, George Town Grand Cayman KY1-9005, Cayman Islands, its business address, Gartmore House, 8 Fenchurch Place, London EC3M 4PB or at the offices of the Managers as set out in Part III “Administration, Advisers and Presentation of Information” of the Prospectus.

Dated: 11 December 2009