

Company No 2600028, England and Wales

The Companies Act 2006  
Public Company Limited by Shares

**SPECIAL RESOLUTION  
OF  
THE HOLDERS OF ORDINARY SHARES OF 0.025P EACH  
OF  
GARTMORE GROWTH OPPORTUNITIES plc**

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**Passed 29 November 2010**

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At a class meeting of the Company held on 29 November 2010, the following resolution was duly passed as a special resolution of the Company

**SPECIAL RESOLUTION**

THAT the holders of the ordinary shares of 0.025p each in the capital of the Company (the **Shares**) hereby sanction and consent pursuant to Article 45 of the Company's articles of association to any effect on, modification to, dealing with, or abrogation of the rights and privileges attached to the Shares which will or may result from the passing and carrying into effect of the resolutions contained in the notices of the General Meetings of the Company convened for 29 November 2010 and 10 December 2010 (copies of which were produced to the meeting and signed by the Chairman thereof for the purpose of identification) and the implementation of the Proposals and the Scheme (as those terms are defined in the circular to shareholders of the Company dated 11 November 2010 which accompanied the said notices of the General Meetings) and notwithstanding that the passing and carrying into effect of such resolutions may affect the rights and privileges attached to the Shares

*P Griggs*

P Griggs  
for and on behalf of  
Gartmore Investment Limited  
Corporate Company Secretary

Dated 29 November 2010

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The Companies Act 2006  
Public Company Limited by Shares

**SPECIAL RESOLUTION  
OF  
THE HOLDERS OF ORDINARY SHARES OF 0.025P EACH  
OF  
GARTMORE GROWTH OPPORTUNITIES plc**

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**Passed 29 November 2010**

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At a General Meeting of the Company held on 29 November 2010, the following resolution was duly passed as a special resolution of the Company

**SPECIAL RESOLUTION**

THAT, subject to the passing at a class meeting of the holders of the ordinary shares of 0.025p each in the capital of the Company (the **Shares**) convened for 29 November 2010 (or any adjournment thereof) of the resolution contained in the notice of such meeting dated 11 November 2010 and with effect from close of business on the date hereof

- (1) (A) subject always to sub-paragraph (1)(E) of this resolution, with effect from the business day preceding the Effective Date, all of the Shares in issue at the date of the passing of this resolution shall be reclassified as Shares with "Share" rights and Shares with "Cash" rights (as the case may be) attached, in such respective numbers as may be required to give effect to the Scheme and to valid Elections made or deemed to be made and accepted pursuant thereto, and otherwise in accordance with the terms of the Scheme, and
- (B) for the purposes of this special resolution
- (i) to the extent that, in respect of any Shares, a holder shall become entitled under the Scheme to receive ATS Shares, such Shares shall be reclassified as Shares with "Share" rights, and
- (ii) to the extent that, in respect of any Shares, a holder shall become entitled under the Scheme to receive cash, such Shares shall be reclassified as Shares with "Cash" rights,
- (C) each of the holders of Shares with "Share" rights and Shares with "Cash" rights shall have the respective rights set out in the Articles as amended by this resolution, and
- (D) subject always to sub-paragraph (1)(E) of this resolution, the Articles be and are hereby amended with effect from the business day preceding the Effective Date:

- (i) by inserting the following as new Article 6 15

"6.15

6 15 1 The definitions contained in the Company's circular to shareholders dated 11 November 2010 (the **Circular**) have the same meanings in this Article 6 15 save where the context otherwise requires

6 15 2 The rights attaching to the Shares with "Share" rights and the Shares with "Cash" rights shall be identical, save that on a winding up of the Company in the circumstances set out in the Circular, they shall have the following additional rights notwithstanding anything to the contrary in these Articles

- (a) subject to sub-paragraph 6 15 2 (c) below, the rights of the holders of the Shares with "Share" rights in respect of the assets of the Company shall be satisfied by the issue to such holders of the number of ATS Shares to which they shall respectively be entitled in accordance with the Scheme,
- (b) subject to sub-paragraph 6 15 2 (c) below, the rights of the holders of the Shares with "Cash" rights in respect of the assets of the Company shall be satisfied by the payment to such holders of cash to which they shall respectively be entitled in accordance with the Scheme, and
- (c) the entitlement of any holders of Shares with "Share" rights and Shares with "Cash" rights to any surplus remaining in the Liquidation Fund shall be as respectively described in the Scheme ", and

- (ii) by such further amendments to the Articles as may be required to give full effect to this resolution "

(E) in the event that the special resolution to be proposed at the general meeting of the Company to be held on 10 December 2010 as set out in the notice of meeting contained in the circular to Shareholders of the Company dated 11 November 2010 (the **Circular**) is either not put to the meeting (or any adjourned meeting) or is not passed and does not become effective on or before 31 January 2011, the amendments to the Articles as effected by sub-paragraph (1)(D) of this resolution shall cease to have effect and, in particular, the reclassification of Shares provided for by this resolution shall be reversed and each Reclassified Share shall revert to being a Share, the rights of which shall be as provided by the Articles (prior to the amendments proposed in this resolution),

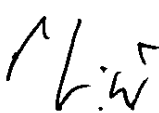
(2) subject to the fulfilment (or, to the extent permitted, earlier waiver) of the conditions set out in paragraph 14 of the Scheme

(A) notwithstanding anything to the contrary in the Articles, the Proposals be and are hereby approved and the Liquidators, when appointed, be and are hereby authorised to implement the Proposals and to execute any document and do anything for the purpose of carrying the Proposals into effect, and

(B) in particular, but without prejudice to the generality of sub-paragraph (2)(A) above, the Liquidators, when appointed, be and are hereby authorised and directed, pursuant to

section 110 of Insolvency Act 1986 and/or this resolution and/or the Articles, as amended by this resolution

- (i) to enter into and give effect to the Transfer Agreement in the form of the draft produced to the meeting (and signed for the purpose of identification by the chairman of the meeting) with such non-material amendments thereto as the Directors and the parties to such agreement may agree,
  - (ii) to procure that the Rollover Fund and the Cash Fund be vested in Artemis Alpha or its nominees on, and subject to, the terms of the Transfer Agreement,
  - (iii) to convert into cash any assets in the Liquidation Fund and to raise the money to purchase the interests of any members of the Company who shall have validly exercised their rights under section 111(2) of the Insolvency Act 1986 out of the Liquidation Fund or, if insufficient, out of the Rollover Fund and the Cash Fund proportionally in respect of such shortfall,
  - (iv) the Liquidators be and they are hereby authorised and directed to arrange for the distribution among the holders of the Shares with "Cash" rights of the amounts of cash to which they are respectively entitled under the Scheme by way of satisfaction and discharge of their respective interests in so much of the undertaking, property and assets of the Company comprising the Cash Fund as shall be sold and transferred to Artemis Alpha in accordance with the Transfer Agreement in consideration for a cash payment,
  - (v) the Liquidators be and they are hereby authorised and directed to request Artemis Alpha to allot and issue ATS Shares, credited as fully paid, on the basis described in the Transfer Agreement for distribution among the holders of the Shares with "Share" rights entitled thereto under the Scheme (or to the Liquidators as nominees on their behalf) by way of satisfaction and discharge of their respective interests in so much of the undertaking, property and assets of the Company comprising the Rollover Fund as shall be transferred to Artemis Alpha in accordance with the Transfer Agreement and with the Scheme,
  - (vi) to distribute any surplus in the Liquidation Fund in accordance with the Scheme, and
  - (vii) pending distributions being made by the Liquidators to the persons entitled thereto, to invest the funds of the Company in such manner as they deem expedient having regard in particular to the requirements of Chapter 4 of Part 24 of the Corporation Tax Act 2010, and
- (3) the terms defined in the Circular shall have the same meanings in this resolution, save where the context otherwise requires

  
P Gnggs  
for and on behalf of  
Gartmore Investment Limited  
Corporate Company Secretary

Dated 29 November 2010