

**Result of Annual General Meeting  
28 October 2008**

Result of the Annual General Meeting of Gartmore Growth Opportunities plc held on 28 October 2008:

All of the resolutions put to shareholders at the Meeting were passed.  
Resolution 8 was passed on a poll, all other resolutions were passed by show of hands.

Proxy votes lodged with the Registrar in respect of each resolution that was passed on a show of hands were as follows:

| Resolution | Votes For<br>(including votes at the discretion of the Chairman) | Votes Against | Votes Withheld |
|------------|--|---------------|----------------|
| 1.         | 1,245,220  | -             | 211,800        |
| 2.         | 1,428,201  | 14,012        | 14,807         |
| 3.         | 1,167,116  | 284,807       | 5,097          |
| 4.         | 1,176,931  | 272,472       | 7,617          |
| 5.         | 1,197,288  | 214,501       | 45,231         |
| 6.         | 1,452,616  | 1,584         | 2,820          |
| 7.         | 1,446,238  | 1,753         | 9,029          |
| 9.         | 1,432,953  | 12,724        | 11,343         |
| 10.        | 1,433,873  | 5,040         | 18,107         |

The poll result was as follows:

| Resolution | Votes For<br>(including votes at the discretion of the Chairman) | Votes Against | Votes Withheld |
|------------|--|---------------|----------------|
| 8.         | 2,378,561  | 464,107       | 24,284         |

The resolutions were as follows:

**Ordinary Business**

1. to receive the Report of the Directors and the Accounts for the year ended 30 June 2008, together with the Report of the Auditors;
2. to approve the Directors' Remuneration Report for the year ended 30 June 2008;
3. to re-appoint Mr D R Peters as a Director;
4. to re-appoint Mr P J Derby as a Director;
5. to re-appoint Mr D P G Cade as a Director;
6. to re-appoint Mr D C Mace as a Director; and
7. to re-appoint KPMG Audit Plc as Auditors and to authorise the Directors to fix their remuneration.

**Special Business**

The following Special Resolutions were passed at the Annual General Meeting held on 28 October 2008:

8. That:
  - (A) the Directors of the Company be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (the Act), to exercise all powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal value of £253,479 provided that:
    - (i) the maximum number of Ordinary Shares which may be allotted pursuant to this authority will be 13,913,120; and
    - (ii) the maximum number of C Shares and/or C1 Shares which may be allotted pursuant to this authority will be 100,000,000 in aggregate and provided further that the authority shall expire on the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the Annual General Meeting to be held in 2009 (unless previously revoked, varied or extended by the Company in general meeting), but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired;

## Gartmore Growth Opportunities plc *continued*

(B) the Directors of the Company be and they are hereby empowered, pursuant to Section 95 of the Act, to allot equity securities or make offers or agreements to allot equity securities (as defined in and within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred by paragraph (A) of this resolution and to sell equity securities (within the meaning of Section 94 of the Act) which are held by the Company in treasury as if Section 89(1) of the Act did not apply to any such allotments and sales provided that this power shall be limited:

- (i) in the case of new issues of Ordinary shares, to being allotted at a price not less than the Dealing Value per Ordinary share (as such term is defined in the Company's Articles of Association) as calculated for the Dealing Date (as such term is defined in the Company's Articles of Association) on which such Ordinary shares are allotted; and
- (ii) in the case of Ordinary shares sold from treasury, to the sale of such equity securities at a price at no greater discount to the Net Asset Value (as such term is defined in the Company's Articles of Association) than that at which they were purchased by the Company and provided that such Ordinary shares shall not be sold at a discount to the market price of an Ordinary share at the time of such sale.

This power shall expire on the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the Annual General Meeting to be held in 2009 (unless previously revoked, varied or extended by the Company in general meeting), except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted or sold after such expiry.

9. That in substitution for any prior authorisation, the Company be generally and, subject as hereinafter appears, be unconditionally authorised in accordance with Section 166 of the Act to make market purchases (within the meaning of Section 163 of the Act) of Ordinary shares (including Ordinary shares tendered for redemption in accordance with the Company's Articles of Association) provided that:
- (i) the maximum number of the Ordinary shares hereby authorised to be repurchased shall be 2,085,000\*;
  - (ii) the minimum price which may be paid for an Ordinary share shall be 0.025p;
  - (iii) the maximum price (exclusive of expenses) which may be paid for an Ordinary share shall not be more than the lower of
    - (a) the amount determined by the rules of the UK Listing Authority at the time of purchase (which currently set a maximum equal to 5% above the average of the market values of the Ordinary shares as derived from the Daily Official List of the London Stock Exchange for the five business days before the purchase is made or the higher of (i) the price of the last independent trade and (ii) the highest current independent bid at the time of purchase), and
    - (b) the Dealing Value per Ordinary share (as such term is defined in the Company's Articles of Association) on a date determined by the Directors of the Company being not more than ten days before the day on which the purchase is made; and
  - (iv) unless renewed, the authorities hereby conferred shall expire on the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the Annual General Meeting to be held in 2009 (unless previously revoked, varied or extended by the Company in general meeting), save that the Company may, prior to such expiry, enter into a contract to repurchase Ordinary shares which will or may be completed or executed wholly or partly after such expiry.
10. That the new Articles of Association of the Company laid before the Meeting and initialled by the Chairman for the purposes for identification be approved and adopted as the Company's Articles of Association, in substitution for and to the exclusion of all previous versions with effect from the conclusion of the Annual General Meeting.

\* Due to the recent share redemption the authority granted in Resolution 9 above exceeds 14.99% of shares in issue at the date of the AGM. This authority will only be utilised up to 14.99% of shares now in issue.

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Financial Services Authority  
25 The North Colonnade  
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Gartmore Investment Limited  
28 October 2008