

**PUBLIC LIMITED COMPANY**

**NOTICE OF PASSING OF A SPECIAL AND AN ORDINARY RESOLUTION OF  
ARTEMIS ALPHA TRUST PLC  
(Registered number 253644)**

Notice is hereby given that at the general meeting of Artemis Alpha Trust plc (the "Company") held at 9.00 a.m. on 7 December 2010, the following resolutions were passed by the shareholders of the Company:

**SPECIAL RESOLUTION**

"1. THAT, subject to and conditional upon (i) the scheme of reconstruction and winding up of Gartmore Growth Opportunities plc ("GGO") as described in the circular to shareholders of the Company (the "Circular") dated 11 November 2010 (the "Proposals") becoming unconditional in all respects (other than as regards any condition relating to the passing of this Resolution) and (ii) the passing of Resolution 2 below:

(a) the directors of the Company (the "Directors") be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot:

(1) up to 23,466,018 ordinary shares of 1p each in the capital of the Company ("Ordinary Shares") having an aggregate nominal value of £234,660.18 to shareholders of GGO in connection with the GGO Scheme;

(2) up to 6,533,982 Ordinary Shares having an aggregate nominal value of £65,339.82 to the holders of the Manager Warrants on completion of their exercise; and

(3) in addition to the authorities referred to in paragraphs (a)(1) and (a)(2) of this Resolution, Ordinary Shares with a maximum nominal amount of £60,000 or, if less 10 per cent. of the total ordinary share capital in issue immediately following Admission becoming effective,

such authority to be in substitution for any other authority conferred prior to the date hereof under section 551 of the Act, provided that this authority shall (unless previously revoked) expire at the conclusion of the Company's annual general meeting to be held in 2011 or on 31 October 2011, if earlier, but the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require Ordinary Shares to be allotted after such expiry and the Directors shall be entitled to allot Ordinary Shares pursuant to any such offer or agreement as if the authority had not expired;

(b) notwithstanding any provisions of the Articles or any provisions of the articles of association to be adopted pursuant to paragraph (i) of

this Resolution, including, for the avoidance of doubt, articles 140 and 141, the Directors be and are hereby empowered to capitalise any part of the amount then standing to the credit of any of the share premium account or the capital redemption reserve, or any reserve (other than the profit and loss account) otherwise available for the purposes of paying up in full at par up to 10,000,000 subscription shares of 1p each in the capital of the Company (the "Subscription Shares"), having an aggregate nominal value of £100,000, to be issued pursuant to the Bonus Issue, such shares to be allotted and distributed credited as fully paid up in the proportion of one new Subscription Share for every seven Qualifying Shares held (fractions of a Subscription Share being ignored) and, to the extent necessary, paying up in full any Ordinary Shares to be allotted in accordance with the provisions of the articles of association of the Company (as adopted pursuant to paragraph (i) of this Resolution) relating to the exercise of rights attaching to the Subscription Shares and any additional Subscription Shares required to be issued to holders of Subscription Shares in accordance with the rights attaching to the Subscription Shares;

- (c) the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot up to 10,000,000 Subscription Shares having an aggregate nominal value of £100,000 pursuant to the Bonus issue and up to 10,000,000 Ordinary Shares having an aggregate nominal value of £100,000 pursuant to the exercise of the rights attaching to the Subscription Shares to subscribe for such shares (as set out in the articles of association to be adopted pursuant to paragraph (i) of this Resolution) such authority to be in addition to any other authority conferred prior to the date hereof under section 551 of the Act, provided that this authority shall (unless previously revoked) expire at the conclusion of the Company's annual general meeting to be held in 2011 or on 31 October 2011, if earlier;
- (d) the Directors be and they are hereby generally and unconditionally authorised in accordance with sections 570 and 573 of the Act to:
  - (1) allot up to 6,533,982 Ordinary Shares, having an aggregate nominal value of £65,339.82 to the holders of the Manager Warrants on completion of their exercise;
  - (2) allot up to 10,000,000 Subscription Shares, having an aggregate nominal value of £100,000, pursuant to the Bonus Issue and up to 10,000,000 Ordinary Shares, having an aggregate nominal value of £100,000, pursuant to the exercise of the rights attaching to the Subscription Shares to subscribe for such shares (as set out in the articles of association to be adopted pursuant to paragraph (i) of this Resolution); and
  - (3) allot, in addition to the authorities referred to in paragraphs (d)(1) and (d)(2) of this Resolution, up to 6,000,000 Ordinary Shares with a maximum nominal amount of £60,000 or, if less 10 per cent. of the total ordinary share capital in issue following the implementation of the Proposals;

(4) resell any Ordinary Shares held by the Company in treasury, in each case wholly for cash as if section 561(1) of the Act did not apply to any such allotment, grant or sale provided that this power shall (unless previously revoked) expire at the conclusion of the Company's annual general meeting to be held in 2011 or on 31 October 2011, if earlier, but the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require Ordinary Shares and/or Subscription Shares to be allotted after such expiry and the Directors may allot such Ordinary Shares and/or Subscription Shares pursuant to any such offer or agreement as if the power conferred hereby had not expired;

- (e) any consolidation, sub-division or redemption of share capital required in the opinion of the Directors to give effect to the rights of the holders of Subscription Shares be and are hereby approved;
- (f) in addition to any authority under section 701 of the Act conferred by paragraph (g) of this Resolution, the Company be generally and, subject as hereinafter appears, unconditionally authorised in accordance with section 701 of the Act to make market purchases (within the meaning of section 693 of the Act) of its issued Subscription Shares, provided that:
  - (1) the maximum number of Subscription Shares hereby authorised to be purchased shall be 1,499,000 or if less, that number of Subscription Shares which is equal to 14.99 per cent. of the Company's issued Subscription Share capital immediately following Admission becoming effective;
  - (2) the minimum price which may be paid for a Subscription Share is 1p;
  - (3) the maximum price which may be paid for a Subscription Share will not exceed the higher of (i) 5 per cent. above the average of the middle market quotations (as derived from the Official List) for the five consecutive dealing days ending on the dealing day immediately preceding the date on which the purchase is made and (ii) the higher of the price quoted for (a) the last independent trade of; or (b) the highest current independent bid for, any number of Subscription Shares on the trading venue where the purchase is carried out;
  - (4) the authority hereby conferred shall expire at the conclusion of the Company's annual general meeting to be held in 2011 or on 31 October 2011, if earlier; and
  - (5) the Company may make a contract to purchase Subscription Shares under the authority hereby conferred prior to the expiry of such authority and may make a purchase of Subscription Shares pursuant to any such contract notwithstanding such expiry;

- (g) in substitution for the existing authority conferred by resolution numbered 7 at the Company's annual general meeting held on 8 September 2010 but in addition to such authority conferred by paragraph (f) of this Resolution, the Company be generally and, subject as hereinafter appears, unconditionally authorised in accordance with section 701 of the Act to make market purchases (within the meaning of section 693 of the Act) of its issued Ordinary Shares, provided that:
  - (1) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 9,000,000 or, if less, that number of Ordinary Shares which is equal to 14.99 per cent. of the Company's issued Ordinary Share capital immediately following Admission becoming effective;
  - (2) the minimum price which may be paid for an Ordinary Share is 1p;
  - (3) the maximum price which may be paid for an Ordinary Share will not exceed the higher of (i) 5 per cent. above the average of the middle market quotations (as derived from the Official List) for the five consecutive dealing days ending on the dealing day immediately preceding the date on which the purchase is made and (ii) the higher of the price quoted for (a) the last independent trade of; or (b) the highest current independent bid for, any number of Ordinary Shares on the trading venue where the purchase is carried out;
  - (4) the authority hereby conferred shall expire at the conclusion of the Company's annual general meeting to be held in 2011 or on 31 October 2011, if earlier; and
  - (5) the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority and may make a purchase of Ordinary Shares pursuant to any such contract notwithstanding such expiry;
- (h) subject to the confirmation of the High Court,
  - (1) the share capital of the Company in issue immediately following Admission be reduced by cancelling the entire amount standing to the credit of the Company's share premium account; and
  - (2) subject to any undertaking required by the High Court, the credit thereby arising in the Company's books of account from the cancellation of the Company's share premium account pursuant to paragraph (h)(1) of this Resolution be applied in crediting a special reserve which shall be able to be applied in any manner in which the Company's profits available for distribution are able to be applied (as determined in accordance with the Act and The Companies (Reduction of

Share Capital) Order 2008), including the buy back by the Company of Ordinary Shares and/or Subscription Shares; and

(i) the Company adopt new articles of association in the form presented to the meeting and signed by the chairman of the meeting for the purposes of identification,

and the terms defined in the Circular shall have the same meanings in this Resolution, save where the context otherwise requires.

#### **ORDINARY RESOLUTION**

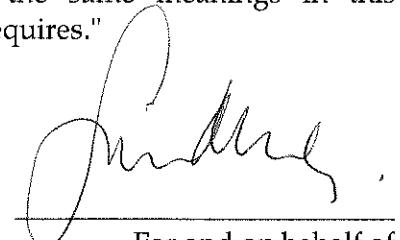
2. THAT, subject to and conditional upon (i) the Proposals becoming unconditional in all respects (other than regards any condition relating to the passing of this Resolution) and (ii) the passing of Resolution 1 above:

(a) the amendments to each of the manager warrant agreements, between the Company and Artemis Investment Management LLP (as novated and amended) on each of 2 September 2003, 7 September 2004 and 8 February 2006 as set out in the circular of the Company dated 11 November 2010 (the "Circular"); and

(b) the amendments to the investment management fee arrangements of the Company as set out in the Circular,

be and are hereby approved.

Terms defined in the Circular shall have the same meanings in this Resolution, save where the context otherwise requires."



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For and on behalf of  
Artemis Alpha Trust plc  
Date: 7 December 2010