
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-4

ISSUER TENDER OFFER STATEMENT
(PURSUANT TO SECTION 13(e) (1) OF THE SECURITIES EXCHANGE ACT OF 1934)

(AMENDMENT NO. 1)

GARTNER GROUP, INC.
(NAME OF ISSUER)

GARTNER GROUP, INC.
(NAME OF PERSON(S) FILING STATEMENT)

COMMON STOCK, CLASS A, PAR VALUE \$0.0005 PER SHARE
COMMON STOCK, CLASS B, PAR VALUE \$0.0005 PER SHARE
(TITLE OF CLASS OF SECURITIES)

366651 10 7 (CLASS A COMMON STOCK)
366651 20 6 (CLASS B COMMON STOCK)
(CUSIP NUMBER OF CLASS OF SECURITIES)

MICHAEL D. FLEISHER
GARTNER GROUP, INC.
56 TOP GALLANT ROAD
STAMFORD, CT 06904
(203) 964-0096

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES AND
COMMUNICATIONS ON BEHALF OF THE PERSON(S) FILING STATEMENT)

COPY TO:

HOWARD S. ZEPRUN, ESQ.
WILSON SONSINI GOODRICH & ROSATI
650 PAGE MILL ROAD
PALO ALTO, CA 94304
(650) 493-9300

JULY 27, 1999
(DATE TENDER OFFER FIRST PUBLISHED, SENT OR GIVEN TO SECURITY HOLDERS)

This Amendment No. 1 to the Issuer Tender Offer Statement on Schedule 13E-4 originally filed with the Securities and Exchange Commission on July 27, 1999 (the "Schedule 13E-4") relates to the offer by Gartner Group, Inc., a Delaware corporation (the "Company" or the "Issuer"), to purchase up to 15,700,000 shares of its Common Stock, par value \$0.0005 per share, consisting of 9,600,000 shares of Common Stock, Class A ("Class A Common Stock") and 6,100,000 shares of Common Stock, Class B ("Class B Common Stock"; together with the Class A Common Stock, the "Common Stock" or the "Shares"). Such shares shall be repurchased at prices not less than \$21 nor more than \$24 per share, net to the seller in cash, without interest thereon, as specified by stockholders tendering their Shares, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 27, 1999 (the "Offer to Purchase") and in the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer"), and is intended to satisfy the reporting requirements of Section 13(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Pursuant to Rule 13e-4(f)(1)(ii) under the Exchange Act, the total number of shares to be repurchased may be increased to 17,793,644 shares, consisting of 10,879,851 shares of Class A Common Stock and 6,913,793 shares of Class B Common Stock.

ITEM 8. ADDITIONAL INFORMATION.

(e) Attached is a letter to stockholders of record of Gartner Group, Inc. regarding certain corrections to the share prices included in the "Selection of Purchase Price" sections of the Letters of Transmittal and Notice of Guaranteed Delivery.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

Item 9 of Schedule 13E-4 is hereby Amended and Supplemented to replace the following exhibits in their entirety:

- (a) (2)-A Letter of Transmittal for Holders of Class A Common Stock.
- (a) (2)-B Letter of Transmittal for Holders of Class B Common Stock.
- (a) (3) Notice of Guaranteed Delivery.

In addition, Item 9 of Schedule 13E-4 is hereby Amended and Supplemented to add the following exhibits:

- (a) (5) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a) (8) Letter from Fidelity Management Trust Company, as trustee, to participants in the Gartner Group, Inc. Savings and Investment Plan, including the Direction Form for use by participants in such plan.
- (a) (12) Letter from Gartner Group, Inc. to stockholders of record of Gartner Group, Inc.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

GARTNER GROUP, INC.

By: /s/ MICHAEL D. FLEISHER

 Name: Michael D. Fleisher
 Title: Executive Vice President
 and
 Chief Financial Officer

Dated: August 6, 1999

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
(a) (2)-A	Letter of Transmittal for Holders of Class A Common Stock.
(a) (2)-B	Letter of Transmittal for Holders of Class B Common Stock.
(a) (3)	Notice of Guaranteed Delivery.
(a) (5)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
(a) (8)	Letter from Fidelity Management Trust Company, as trustee, to participants in the Gartner Group, Inc. Savings and Investment Plan, including the Direction Form for use by participants in such plan.
(a) (12)	Letter from Gartner Group to stockholders of record of Gartner Group, Inc.

LETTER OF TRANSMITTAL REVISED AS OF AUGUST 6, 1999

LETTER OF TRANSMITTAL

TO TENDER SHARES OF

CLASS A COMMON STOCK OF

GARTNER GROUP, INC.

PURSUANT TO THE OFFER TO PURCHASE DATED JULY 27, 1999

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON TUESDAY, AUGUST 24, 1999, UNLESS THE OFFER IS EXTENDED.

The Depositary for the Offer is:
EQUISERVE L.P.

By Hand Delivery:
Securities Transfer & Reporting
Services, Inc.
c/o EquiServe L.P.
100 William Street, Galleria
New York, NY 10038

By Overnight, Certified or
Express Mail Delivery:
EquiServe L.P.
Corporate Actions
40 Campanelli Drive
Braintree, MA 02184

By First Class Mail:
EquiServe L.P.
Corporate Actions
P.O. Box 9573
Boston, MA 02205-8686

Telephone:
(781) 575-3120

Facsimile Transmission:
(781) 575-4826

Confirm Receipt of Facsimile by Telephone:
(781) 575-4816

THIS LETTER OF TRANSMITTAL, INCLUDING THE ACCOMPANYING INSTRUCTIONS, SHOULD BE READ CAREFULLY BEFORE THIS LETTER OF TRANSMITTAL IS COMPLETED. THIS LETTER OF TRANSMITTAL MAY BE USED ONLY FOR THE TENDER OF SHARES OF CLASS A COMMON STOCK. STOCKHOLDERS DESIRING TO TENDER SHARES OF CLASS B COMMON STOCK MUST DULY COMPLETE AND RETURN THE FORM OF LETTER OF TRANSMITTAL (AVAILABLE FROM THE INFORMATION AGENT) FOR CLASS B COMMON STOCK.

DESCRIPTION OF SHARES TENDERED

NAME(S) AND ADDRESS(ES) OF REGISTERED OWNER(S)
(IF BLANK PLEASE FILL IN EXACTLY AS NAME(S) APPEAR(S) ON
CERTIFICATE(S))

SHARES TENDERED
(ATTACH ADDITIONAL SIGNED LIST, IF NECESSARY)

CERTIFICATE NUMBER(S) (1)	NUMBER OF CLASS A SHARES REPRESENTED BY CERTIFICATE(S) (1)	NUMBER OF SHARES TENDERED (2)
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----

TOTAL SHARES:

-
- (1) Need not be completed by stockholders tendering shares by book-entry transfer.
(2) Unless otherwise indicated, it will be assumed that all Shares described above are being tendered.
See Instruction 4.

Indicate in this box the order (by certificate number) in which shares are to be purchased in event of proration. See Instruction 10.

1st: 2nd: 3rd: 4th: 5th:

DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE OR TRANSMISSION OF INSTRUCTIONS VIA FACSIMILE TRANSMISSION OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A PROPER DELIVERY. DELIVERIES TO THE COMPANY WILL NOT BE FORWARDED TO THE DEPOSITARY AND THEREFORE WILL NOT CONSTITUTE PROPER DELIVERY. DELIVERIES TO THE BOOK-ENTRY TRANSFER FACILITY WILL NOT CONSTITUTE PROPER DELIVERY TO THE DEPOSITARY.

This Letter of Transmittal is to be completed only if (a) certificates representing shares of Class A Common Stock (as defined below) are to be forwarded herewith, or (b) a tender of shares of Class A Common Stock is to be made concurrently by book-entry transfer to the account maintained by the Depositary at The Depositary Trust Company (hereinafter referred to as the "Book-Entry Transfer Facility") pursuant to Section 3 of the Offer to Purchase (as defined below). Stockholders who desire to tender shares of Class A Common Stock pursuant to the Offer (as defined below), but whose share certificates are not immediately available or who cannot deliver such certificates and all other documents required by this Letter of Transmittal to the Depositary on or prior to the Expiration Date (as defined in Section 1 of the Offer to Purchase), or who cannot comply with the procedure for book-entry transfer on a timely basis, may nevertheless tender their shares pursuant to the guaranteed delivery procedure set forth in Section 3 of the Offer to Purchase. See Instruction 2.

Stockholders who desire to tender shares of both Class A Common Stock and Class B Common Stock must complete an appropriate, separate Letter of Transmittal for each separate class of shares. Moreover, stockholders who wish to tender portions of their shares of a class at different prices must complete an appropriate separate Letter of Transmittal for each price at which they wish to tender shares of that class.

[] CHECK HERE IF ANY CERTIFICATE REPRESENTING SHARES TENDERED HEREBY HAS BEEN LOST, STOLEN, DESTROYED OR MUTILATED. SEE INSTRUCTION 16.

[] CHECK HERE IF TENDERED SHARES ARE BEING DELIVERED BY BOOK-ENTRY TRANSFER TO AN ACCOUNT MAINTAINED BY THE DEPOSITARY AT THE BOOK-ENTRY TRANSFER FACILITY AND COMPLETE THE FOLLOWING:

Name of Tendering Institution:

Account Number:

Transaction Code Number:

[] CHECK HERE IF SHARES ARE BEING TENDERED PURSUANT TO A NOTICE OF GUARANTEED DELIVERY PREVIOUSLY SENT TO THE DEPOSITARY AND COMPLETE THE FOLLOWING:

Name(s) of Registered Holder(s):

Date of Execution of Notice of Guaranteed Delivery:

Name of Institution that Guaranteed Delivery:

Window Ticket Number (if any):

NOTE: SIGNATURES MUST BE PROVIDED BELOW. PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY.

To Gartner Group Inc.:

The undersigned hereby tenders to Gartner Group, Inc., a Delaware corporation (the "Company"), the above-described shares of the Company's Common Stock, Class A, par value \$0.0005 per share ("Class A Common Stock" or "Shares"), at the price per share indicated in this Letter of Transmittal, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 27, 1999 (the "Offer to Purchase"), receipt of which is hereby acknowledged, and in this Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer").

Subject to, and effective upon, acceptance for payment of the Shares tendered hereby in accordance with the terms and subject to the conditions of the Offer (including, if the Offer is extended or amended, the terms and conditions of such extension or amendment), the undersigned hereby sells, assigns and transfers to, or upon the order of, the Company all right, title and interest in and to all Shares tendered hereby and orders the registration of all such Shares if tendered by book-entry transfer and hereby irrevocably constitutes and appoints the Depositary as the true and lawful agent and attorney-in-fact of the undersigned with respect to such Shares (with full knowledge that the Depositary also acts as the agent of the Company) with respect to such Shares, with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to: (a) deliver certificate(s) representing such Shares or transfer ownership of such Shares on the account books maintained by the Book-Entry Transfer Facility, together, in either such case, with all accompanying evidences of transfer and authenticity, to or upon the order of the Company upon receipt by the Depositary, as the undersigned's agent, of the Class A Purchase Price (as defined below) with respect to such Shares; (b) present certificates for such Shares for cancellation and transfer on the Company's books; and (c) receive all benefits and otherwise exercise all rights of beneficial ownership of such Shares, all in accordance with the terms and subject to the conditions of the Offer.

The undersigned hereby covenants, represents and warrants to the Company that:

(a) the undersigned has full power and authority to tender, sell, assign and transfer the Shares tendered hereby, and when and to the extent the same are accepted for payment by the Company, the Company will acquire good, marketable and unencumbered title thereto, free and clear of all security interests, liens, restrictions, charges, encumbrances, conditional sales agreements or other obligations relating to the sale or transfer of such Shares, and not subject to any adverse claims;

(b) the undersigned understands that tenders of Shares pursuant to any one of the procedures described in Section 3 of the Offer to Purchase and in the instructions hereto will constitute the undersigned's acceptance of the terms and conditions of the Offer, including the undersigned's representation and warranty that (i) the undersigned has a net long position in the Shares or equivalent securities at least equal to the Shares tendered within the meaning of Rule 14e-4 under the Securities Exchange Act of 1934, as amended ("Rule 14e-4"), and (ii) such tender of Shares complies with Rule 14e-4;

(c) the undersigned will, upon request, execute and deliver any additional documents deemed by the Depositary or the Company to be necessary or desirable to complete the sale, assignment and transfer of the Shares tendered hereby; and

(d) the undersigned has read, understands and agrees to all of the terms and conditions of the Offer.

The undersigned understands that tenders of Shares pursuant to any one of the procedures described in Section 3 of the Offer to Purchase and in the instructions hereto will constitute a binding agreement between the undersigned and the Company upon the terms and subject to the conditions of the Offer. The undersigned acknowledges that no interest will be paid on the Class A Purchase Price for tendered Shares regardless of any extension of the Offer or any delay in making payment of such Class A Purchase Price.

All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the undersigned, and any obligation of the undersigned hereunder shall be binding upon the heirs, personal representatives, executors, administrators, successors, assigns, trustees in bankruptcy and legal representatives of the undersigned. Except as stated in the Offer to Purchase, this tender is irrevocable.

The name(s) and address(es) of the registered holder(s) should be printed, if they are not already printed above, exactly as they appear on the certificates representing Shares tendered hereby. The certificate numbers, the number of Shares represented by such certificates and the number of Shares that the undersigned wishes to tender should be set forth in the appropriate boxes above. The price at which such Shares are being tendered should be indicated in the box below.

The undersigned understands that the Company will, upon the terms and subject to the conditions of the Offer, determine a single purchase price (not less than \$21 nor more than \$24 per share), net to the seller in cash without interest, that it will pay for shares of Class A Common Stock properly tendered pursuant to the Offer and not properly withdrawn (the "Class A Purchase Price"), taking into account the number of shares so tendered and the prices specified by tendering stockholders; such specified price shall only be in multiples of \$0.125. The undersigned understands that the Company will select the lowest purchase price that will allow it to buy 9,600,000 shares of Class A Common Stock (or such lesser number of shares of such class as are properly tendered). The undersigned understands that all shares of Class A Common Stock acquired pursuant to the Offer will be acquired at the one Class A Purchase Price. The undersigned understands that, similarly, the Company will determine a single purchase price (not less than \$21 nor more than \$24 per share), net to the seller in cash without interest, that it will pay for shares of Common Stock, Class B, par value \$0.0005 per share of the Company ("Class B Common Stock") properly tendered pursuant to the Offer and not properly withdrawn (the "Class B Purchase Price"; each of the Class A Purchase Price and Class B Purchase Price is referred to as a "Purchase Price"), taking into account the number of shares tendered and the prices specified by tendering stockholders; such specified price shall only be in multiples of \$0.125. The undersigned understands that the Company will select the lowest purchase price that will allow it to buy 6,100,000 shares of Class B Common Stock (or such lesser number of shares of such class as are properly tendered). The undersigned understands that all shares of Class B Common Stock acquired pursuant to the Offer will be acquired at the one Class B Purchase Price. The undersigned understands that the Class A Purchase Price need not be identical to the Class B Purchase Price.

The undersigned understands that the Company will only repurchase shares of Class A Common Stock and Class B Common Stock in the same proportion as the ratio of the numbers of shares of Class A Common Stock and Class B Common Stock outstanding as of July 26, 1999. At such date, 63,992,550 shares of Class A Common Stock were outstanding, representing 61.1% of the outstanding Common Stock, and 40,689,648 shares of Class B Common Stock were outstanding, representing 38.9% of the outstanding Common Stock. If stockholders do not properly tender shares in these proportions, then the Company will only purchase the largest number of properly tendered shares of each class that will enable it to maintain these proportions, and the Purchase Price for each class will be determined upon the basis of the number of shares of such class so purchased.

The undersigned recognizes that, under certain circumstances set forth in the Offer to Purchase, the Company may terminate or amend the Offer or may postpone the acceptance for payment of, or the payment for, Shares tendered or may accept for payment fewer than all of the Shares tendered hereby. In any such event, the undersigned understands that certificate(s) for any Shares not tendered or not purchased will be returned to the undersigned at the address indicated above, unless otherwise indicated in the box entitled "Special Payment Instructions" or the box entitled "Special Delivery Instructions" below.

The undersigned understands that acceptance of Shares by the Company for payment will constitute a binding agreement between the undersigned and the Company upon the terms and subject to the conditions of the Offer.

The aggregate net Class A Purchase Price for the Shares tendered hereby and purchased by the Company will be paid by check issued to the order of the undersigned and mailed to the address indicated above, unless otherwise indicated the box entitled "Special Payment Instructions" or the box entitled "Special Delivery Instructions" below. A separate check will be issued for purchases of Class A Common Stock and purchases of Class B Common Stock. The undersigned acknowledges that the Company has no obligation, pursuant to the "Special Payment Instructions," to transfer any Shares from the name of the registered holder(s) thereof, or to order the registration or transfer of any Shares tendered by book-entry transfer, if the Company does not purchase any such Shares.

SPECIAL PAYMENT INSTRUCTIONS
(SEE INSTRUCTIONS 1, 7, 8 AND 11, 14 AND 15.)

To be completed ONLY if certificate(s) for Shares not tendered or not purchased and/or any check for the Class A Purchase Price are to be issued in the name of someone other than the undersigned, or if Shares tendered hereby and delivered by book-entry transfer which are not purchased are to be returned by credit to an account at the Book-Entry Transfer Facility other than that designated above.

Issue: ☐ Check ☐ Share Certificate(s) to:

Name:

(PLEASE PRINT)

Address:

(ZIP CODE)

(TAXPAYER IDENTIFICATION OR SOCIAL SECURITY NUMBER)

(SEE SUBSTITUTE FORM W-9 ON REVERSE SIDE)

☐ Credit Shares delivered by book-entry transfer and not purchased to the account set forth below:

Account Number:

SPECIAL DELIVERY INSTRUCTIONS
(SEE INSTRUCTIONS 2, 4 AND 11.)

To be completed ONLY if certificate(s) for Shares not tendered or not purchased and/or any check for the Class A Purchase Price are to be mailed or sent to someone other than the undersigned, or to the undersigned at an address other than that designated above.

Mail: ☐ Check ☐ Share Certificate(s) to:

Name:

(PLEASE PRINT)

Address:

(ZIP CODE)

(TAXPAYER IDENTIFICATION OR SOCIAL SECURITY NUMBER)

(SEE SUBSTITUTE FORM W-9 ON REVERSE SIDE)

SELECTION OF PURCHASE PRICE
(SEE INSTRUCTION 6.)

SHARES TENDERED AT PRICE DETERMINED BY DUTCH AUCTION:

☐ The undersigned wants to maximize the chance of having the Company purchase all Shares the undersigned is tendering (subject to the proportionality and proration provisions of the Offer). Accordingly, by CHECKING THIS BOX INSTEAD OF ONE OF THE PRICES BELOW*, the undersigned hereby tenders shares of Class A Common Stock and is willing to accept the Class A Purchase Price resulting from the Dutch Auction tender process. This action will result in receiving a price per Share as low as \$21 or as high as \$24.

CHECK THE BOX ABOVE OR CHECK ONE BOX BELOW*

SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER:

By checking ONE of the boxes below INSTEAD OF THE BOX ABOVE*, the undersigned hereby tenders shares of Class A Common Stock at the price checked. This action could result in none of the Shares being purchased if the Class A Purchase Price for the Shares is less than the price checked. A stockholder who desires to tender Shares at more than one price must complete a separate Letter of Transmittal for each price at which Shares are tendered. The same Shares cannot be tendered at more than one price.

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

<input type="checkbox"/> \$21.00	<input type="checkbox"/> \$21.625	<input type="checkbox"/> \$22.25	<input type="checkbox"/> \$22.875	<input type="checkbox"/> \$23.50
<input type="checkbox"/> \$21.125	<input type="checkbox"/> \$21.75	<input type="checkbox"/> \$22.375	<input type="checkbox"/> \$23.00	<input type="checkbox"/> \$23.625
<input type="checkbox"/> \$21.25	<input type="checkbox"/> \$21.875	<input type="checkbox"/> \$22.50	<input type="checkbox"/> \$23.125	<input type="checkbox"/> \$23.75
<input type="checkbox"/> \$21.375	<input type="checkbox"/> \$22.00	<input type="checkbox"/> \$22.625	<input type="checkbox"/> \$23.25	<input type="checkbox"/> \$23.875
<input type="checkbox"/> \$21.50	<input type="checkbox"/> \$22.125	<input type="checkbox"/> \$22.75	<input type="checkbox"/> \$23.375	<input type="checkbox"/> \$24.00

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* If you do not indicate the purchase price of Shares being tendered, it will be assumed that all Shares are tendered at the Dutch Auction price.

ODD LOTS
(SEE INSTRUCTION 9.)

To be completed ONLY if shares are being tendered by or on behalf of a person owning beneficially or of record as of the close of business on July 27, 1999 and who continues to own, beneficially or of record, as of the Expiration Date, an aggregate of fewer than 100 shares of Class A Common Stock. The undersigned either (check one box):

- [] was the beneficial or record owner of, as of the close of business on July 27, 1999, and continues to own beneficially or of record as of the Expiration Date, an aggregate of fewer than 100 shares of Class A Common Stock, all of which are being tendered; or
- [] is a broker, dealer, commercial bank, trust company, or other nominee that (a) is tendering for the beneficial owners thereof, shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by such beneficial owners, that each such person was the beneficial or record owner of, as of the close of business on July 27, 1999, and continues to own beneficially or of record as of the Expiration Date, an aggregate of fewer than 100 shares of Class A Common Stock, all of which are being tendered.

IMPORTANT
STOCKHOLDERS SIGN HERE

(PLEASE COMPLETE AND RETURN THE ATTACHED SUBSTITUTE FORM W-9.)

(Must be signed by the registered holder(s) exactly as the name(s) of such holder(s) appear(s) on certificate(s) for Shares or on a security position listing or by person(s) authorized to become the registered holder(s) thereof by certificates and documents transmitted with this Letter of Transmittal. If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or any other person acting in a fiduciary or representative capacity, please set forth full title and see Instruction 7.)

SIGNATURE(S) OF OWNER(S)

Dated: -----

Name(s):-----
(PLEASE PRINT)

Capacity (full title):

Address: -----
(INCLUDE ZIP CODE)

Telephone Number (including area code): -----

Facsimile Number: -----

E-mail address: -----

Taxpayer Identification or Social Security Number: -----
(SEE SUBSTITUTE FORM W-9.)

GUARANTEE OF SIGNATURE(S)
(SEE INSTRUCTIONS 1 AND 7.)

Authorized Signature: -----

Dated: -----

Name: * -----
(PLEASE PRINT)

Title: -----

Name of Firm: -----

Address: -----
(INCLUDE ZIP CODE)

Telephone Number (including area code): -----

INSTRUCTIONS

FORMING PART OF THE TERMS AND CONDITIONS OF THE OFFER

1. Guarantee of Signatures. No signature guarantee is required if either:

(a) this Letter of Transmittal is signed by the registered holder of the Shares (which term, for purposes hereof, shall include any participant in the Book-Entry Transfer Facility whose name appears on a security position listing as the owner of such Shares) tendered hereby exactly as the name of such registered holder appears on the certificate(s) for such Shares tendered with this Letter of Transmittal and payment and delivery are to be made directly to such owner, unless such owner has completed either the box entitled "Special Payment Instructions" or "Special Delivery Instructions" above; or

(b) such Shares are tendered for the account of a bank, broker, dealer, credit union, savings association or other entity which is a member in good standing of the Securities Transfer Agents Medallion Program or a bank, broker, dealer, credit union, savings association or other entity which is an "eligible guarantor institution," as such term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended (each of the foregoing constituting an "Eligible Institution").

In all other cases, an Eligible Institution must guarantee all signatures on this Letter of Transmittal. See Instruction 7.

2. Delivery of Letter of Transmittal and Certificates; Guaranteed Delivery Procedures. This Letter of Transmittal is to be completed only if certificates for shares are delivered with it to the Depositary (or such certificates will be delivered pursuant to a Notice of Guaranteed Delivery previously sent to the Depositary) or if a tender of Shares is being made concurrently pursuant to the procedure for tender by book-entry transfer set forth in Section 3 of the Offer to Purchase. The Depositary must receive on or prior to the Expiration Date (a) a properly completed and duly executed Letter of Transmittal or a manually signed facsimile thereof in accordance with the instructions of the Letter of Transmittal, including any required signature guarantees, together with the stock certificates evidencing the tendered shares and any other documents required by the Letter of Transmittal, at one of its addresses set forth on the back cover of the Offer to Purchase, (b) such Shares delivered pursuant to the procedures for book-entry transfer described in Section 3 of the Offer to Purchase (and a confirmation of such delivery is received by the Depositary, including an Agent's Message as defined below, if the tendering stockholder has not delivered a Letter of Transmittal) or (c) such Shares validly tendered through the Book-Entry Transfer Facility's Automated Tender Offer Program ("ATOP"). The term "Agent's Message" means a message, transmitted by the Book-Entry Transfer Facility to, and received by the Depositary and forming a part of the Book-Entry Confirmation (as defined in Section 3 of the Offer to Purchase), which states that the Book-Entry Transfer Facility has received an express acknowledgement from the participant in the Book-Entry Transfer Facility tendering the Shares that such participant has received and agrees to be bound by the terms of the Letter of Transmittal and that the Company may enforce such agreement against the participant. If certificates are to be forwarded to the Depositary in multiple deliveries, a properly completed and duly executed Letter of Transmittal must accompany each such delivery.

Participants in the Book-Entry Transfer Facility may tender their Shares in accordance with ATOP to the extent it is available to such participants for the Shares they wish to tender. A stockholder tendering through ATOP must expressly acknowledge that the stockholder has reviewed and agreed to be bound by the Letter of Transmittal and that the Letter of Transmittal may be enforced by the Company against such stockholder.

Stockholders whose certificates are not immediately available or who cannot deliver certificates and all other required documents to the Depositary before the Expiration Date, or whose Shares cannot be delivered on a timely basis pursuant to the procedure for book-entry transfer, may in any such case, tender their Shares by or through any Eligible Institution by properly completing and duly executing and delivering a Notice of Guaranteed Delivery (or facsimile of it) and by otherwise complying with the guaranteed delivery procedure set forth in Section 3 of the Offer to Purchase. Pursuant to such procedure: (a) such tender must be made by or through an Eligible Institution, (b) a properly completed and duly executed Notice of Guaranteed Delivery substantially in the form provided by the Company (with any required signature guarantees) must be received by the Depositary prior to the Expiration Date, and (c) certificates for all physically delivered Shares in proper form for transfer or by confirmation of book-entry transfer into the Depositary's account at the Book-Entry Transfer Facility of all Shares delivered electronically, in each case together with a properly completed and duly executed Letter of Transmittal (or manually signed facsimile thereof) with any required signature guarantees (or, in the case of book-entry transfer an Agent's Message or, in the case of a tender through ATOP, the specified acknowledgement), and all other documents required by this Letter of Transmittal, must be received by the Depositary within three New York Stock Exchange trading days after receipt by the Depositary of such Notice of Guaranteed Delivery, all as provided in Section 3 of the Offer to Purchase.

The Notice of Guaranteed Delivery may be delivered by hand or transmitted by telegram, facsimile transmission or mail to the Depositary and must include a signature guarantee by an Eligible Institution in the form set forth in such Notice. For Shares to be properly tendered pursuant to the guaranteed delivery procedure, the Depositary must receive the Notice of Guaranteed Delivery on or before the Expiration Date.

THE METHOD OF DELIVERY OF ALL DOCUMENTS, INCLUDING CERTIFICATES FOR SHARES, IS AT THE OPTION AND RISK OF THE TENDERING STOCKHOLDER. IF DELIVERY IS BY MAIL, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED, IS RECOMMENDED. IN ALL CASES, SUFFICIENT TIME SHOULD BE ALLOWED TO ASSURE DELIVERY.

The Company will not accept any alternative, conditional or contingent tenders, nor will it purchase any fractional Shares, except as expressly provided in the Offer to Purchase. All tendering stockholders, by execution of this Letter of Transmittal (or a facsimile hereof), waive any right to receive any notice of the acceptance of their tender.

3. Inadequate Space. If the space provided in the box entitled "Description of Shares Tendered" above is inadequate, the certificate numbers and/or the number of Shares should be listed on a separate signed schedule and attached to this Letter of Transmittal.

4. Partial Tenders and Unpurchased Shares. (Not applicable to stockholders who tender by book-entry transfer.) If fewer than all of the Shares evidenced by any certificate are to be tendered, fill in the number of Shares that are to be tendered in the column entitled "Number of Shares Tendered" in the box entitled "Description of Shares Tendered" above. In such case, if any tendered Shares are purchased, a new certificate for the remainder of the Shares (including any Shares not purchased) evidenced by the old certificate(s) will be issued and sent to the registered holder(s) thereof, unless otherwise specified in either the box entitled "Special Payment Instructions" or the box entitled "Special Delivery Instructions" in this Letter of Transmittal, as soon as practicable after the Expiration Date. Unless otherwise indicated, all Shares represented by the certificate(s) set forth above and delivered to the Depositary will be deemed to have been tendered.

5. Class of Shares Tendered. For shares to be properly tendered, the stockholder must complete the proper Letter of Transmittal. A stockholder wishing to tender shares of Class A Common Stock and shares of Class B Common Stock must complete an appropriate separate Letter of Transmittal for each such class of shares. This Letter of Transmittal may be used to tender shares of Class A Common Stock. The form of Letter of Transmittal for use in tendering shares of Class B Common Stock is available from the Information Agent or the Depositary.

6. Indication of Price at Which Shares are Being Tendered. For Shares to be properly tendered, the stockholder must check the box indicating the price per Share at which such holder is tendering Shares under "PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED" or the box indicating "SHARES TENDERED AT PRICE DETERMINED BY DUTCH AUCTION" in this Letter of Transmittal. ONLY ONE BOX MAY BE CHECKED. IF MORE THAN ONE BOX IS CHECKED, THERE IS NO PROPER TENDER OF SHARES. IF NO BOX IS CHECKED, IT WILL BE ASSUMED THAT THE TENDERING STOCKHOLDER ELECTED TO TENDER THE SHARES AT THE PRICE DETERMINED BY THE DUTCH AUCTION. A stockholder wishing to tender portions of such holder's Shares at different prices must complete a separate Letter of Transmittal for each price at which such holder wishes to tender each such portion of such holder's Shares. The same Shares cannot be tendered (unless previously properly withdrawn as provided in Section 4 of the Offer to Purchase) at more than one price.

7. Signatures on Letter of Transmittal; Stock Powers and Endorsements.

(a) If this Letter of Transmittal is signed by the registered holder(s) of the Shares tendered hereby, the signature(s) must correspond exactly with the name(s) as written on the face of the certificate(s) without any change whatsoever.

(b) If the Shares tendered hereby are registered in the names of two or more joint holders, each such holder must sign this Letter of Transmittal.

(c) If any tendered Shares are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal (or facsimiles hereof) as there are different registrations of certificates.

(d) When this Letter of Transmittal is signed by the registered holder(s) of the Shares tendered hereby, no endorsement(s) of certificate(s) representing such Shares or separate stock power(s) are required unless payment is to be made, or the certificate(s) for Shares not tendered or not purchased are to be issued, to a person other than the registered holder(s) thereof. If this Letter of Transmittal is signed by a person other than the registered holder(s) of the certificate(s) listed, or if payment is to be made or certificate(s) for Shares not tendered or not purchased are to be issued to a person other than the registered holder(s) thereof, such certificate(s) must be endorsed or accompanied by appropriate stock power(s), in either case signed exactly as the name(s) of the registered holder(s) appear(s) on the certificate(s), and THE SIGNATURE(S) ON SUCH CERTIFICATE(S) OR STOCK POWER(S) MUST BE GUARANTEED BY AN ELIGIBLE INSTITUTION. See Instruction 1.

(e) If this Letter of Transmittal or any certificate(s) or stock power(s) are signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or any other person acting in a fiduciary or representative capacity, such person should so indicate when signing this Letter of Transmittal and must submit proper evidence satisfactory to the Company of their authority so to act.

8. Stock Transfer Taxes. Except as provided in this Instruction 8, no stock transfer tax stamps or funds to cover such stamps need accompany this Letter of Transmittal. The Company will pay any stock transfer taxes payable on the transfer to it of Shares purchased pursuant to the Offer. If, however, either (a) payment of the Class A Purchase Price for Shares tendered hereby and accepted for purchase is to be made to any person other than the registered holder(s); or (b) Shares not tendered or not purchased are to be registered in the name(s) of any person(s) other than the registered holder(s); or (c) certificate(s) representing tendered shares are registered in the name(s) of any person(s) other than the person(s) signing this Letter of Transmittal, then the Depositary will deduct from such Purchase Price the amount of any stock transfer taxes (whether imposed on the registered holder(s), such other person(s) or otherwise) payable on account of the transfer to such person, unless satisfactory evidence of the payment of such taxes or any exemption therefrom is submitted. See Section 5 of the Offer to Purchase.

9. Odd Lots. As described in Section 1 of the Offer to Purchase, if the Company purchases fewer than all shares of Class A Common Stock tendered before the Expiration Date and not properly withdrawn, the shares purchased first will consist of all shares of Class A Common Stock properly tendered by any stockholder who owned, beneficially or of record, as of the close of business on July 29, 1999 and as of the Expiration Date, an aggregate of fewer than 100 shares of Class A Common Stock, and who tenders all of such holder's shares of Class A Common Stock at or below the Class A Purchase Price (an "Odd Lot Holder"). This preference will not be available unless the box captioned "Odd Lots" is completed.

10. Order of Purchase in Event of Proration. As described in Section 1 of the Offer to Purchase, stockholders may designate the order in which their Shares are to be purchased in the event of proration. The order of purchase may have an effect on the United States federal income tax treatment of the Purchase Price for the Shares purchased. See Sections 3 and 13 of the Offer to Purchase.

11. Special Payment and Delivery Instructions. If certificate(s) for Shares not tendered or not purchased and/or check(s) are to be issued in the name of a person other than the undersigned or if such certificates and/or checks are to be sent to someone other than the undersigned or to the undersigned at a different address, the box entitled "Special Payment Instructions" and/or the box entitled "Special Delivery Instructions" on this Letter of Transmittal should be completed as applicable and signatures must be guaranteed as described in Instruction 1.

12. Irregularities. All questions as to the number of Shares to be accepted, the price to be paid therefor and the validity, form, eligibility (including time of receipt) and acceptance for payment of any tender of Shares will be determined by the Company in its sole discretion, which determination shall be final and binding on all parties. The Company reserves the absolute right to reject any or all tenders of Shares it determines not to be in proper form or the acceptance of which or payment for which may, in the opinion of the Company's counsel, be unlawful. The Company also reserves the absolute right to waive any of the conditions of the Offer or any defect or irregularity in any tender with respect to any particular Shares or any particular stockholder, and the Company's interpretation of the terms of the Offer (including these Instructions) will be final and binding on all parties. No tender of Shares will be deemed to be properly made until all defects and irregularities have been cured by the tendering stockholder or waived by the Company. Unless waived, any defects or irregularities in connection with tenders must be cured within such time as the Company shall determine. None of the Company, the Dealer Manager (as defined in the Offer to Purchase), the Depositary, the Information Agent (as defined in the Offer to Purchase) or any other person is or will be obligated to give notice of any defects or irregularities in tenders and none of them will incur any liability for failure to give any such notice.

13. Questions and Requests for Assistance and Additional Copies. Questions and requests for assistance may be directed to, or additional copies of the Offer to Purchase, this Letter of Transmittal, the Notice of Guaranteed Delivery and other related materials may be obtained from, the Information Agent or the Dealer Manager at their addresses and telephone numbers set forth on the back cover of the Offer to Purchase or from brokers, dealers, commercial banks or trust companies.

14. Tax Identification Number and Backup Withholding. United States federal income tax law generally requires that a stockholder whose tendered Shares are accepted for purchase, or such stockholder's assignee (in either case, the "Payee"), provide the Depositary with such Payee's correct Taxpayer Identification Number ("TIN"), which, in the case of a Payee who is an individual, is such Payee's social security number. If the Depositary is not provided with the correct TIN or an adequate basis for an exemption, such Payee may be subject to a \$50 penalty imposed by the Internal Revenue Service and backup withholding in an amount equal to 31% of the gross proceeds received pursuant to the Offer. If withholding results in an overpayment of taxes, a refund may be obtained.

To prevent backup withholding, each Payee must provide such Payee's correct TIN by completing the Substitute Form W-9 set forth herein, certifying that the TIN provided is correct (or that such Payee is awaiting a TIN) and that (a) the Payee is exempt from backup withholding, (b) the Payee has not been notified by the Internal Revenue Service that such Payee is subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the Internal Revenue Service has notified the Payee that such Payee is no longer subject to backup withholding.

If the Payee does not have a TIN, such Payee should (a) consult the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 for instructions on applying for a TIN, (b) write "Applied For" in the space provided in Part 1 of the Substitute Form W-9, and (c) sign and date the Substitute Form W-9 and the Certificate of Awaiting Taxpayer Identification Number set forth herein. If the Payee does not provide such Payee's TIN to the Depositary within sixty (60) days, backup withholding will begin and continue until such Payee furnishes such Payee's TIN to the Depositary. Note that writing "Applied For" on the Substitute Form W-9 means that the Payee has already applied for a TIN or that such Payee intends to apply for one in the near future.

If Shares are held in more than one name or are not in the name of the actual owner, consult the W-9 Guidelines for information on which TIN to report.

Exempt Payees (including, among others, all corporations and certain foreign individuals) are not subject to backup withholding and reporting requirements. To prevent possible erroneous backup withholding, an exempt Payee should write "Exempt" in Part 2 of Substitute Form W-9. See the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 for additional instructions. In order for a nonresident alien or foreign entity to qualify as exempt, such person must submit a completed Form W-8 Certificate of Foreign Status, signed under penalty of perjury attesting to such exempt status. Such form may be obtained from the Depositary.

15. Withholding on Non-United States Holder. Even if a Non-United States Holder (as defined below) has provided the required certification to avoid backup withholding, the Depositary will withhold United States federal income taxes equal to 30% of the gross payments payable to a Non-United States Holder or such holder's agent unless (a) the Depositary determines that a reduced rate of withholding is available pursuant to a tax treaty or that an exemption from withholding is applicable because such gross proceeds are effectively connected with the conduct of a trade or business within the United States, or (b) the Non-United States Holder establishes to the satisfaction of the Company and the Depositary that the sale of shares by such Non-United States Holder pursuant to the Offer will qualify as a "sale or exchange," rather than as a distribution taxable as a dividend for United States federal income tax purposes. For this purpose, a "Non-United States Holder" is any stockholder that for United States federal income tax purposes is not (a) a citizen or resident of the United States, (b) a corporation or partnership created or organized in or under the laws of the United States or any State or division thereof (including the District of Columbia), (c) an estate the income of which is subject to United States federal income taxation regardless of the source of such income, or (d) a trust (i) the administration over which a United States court can exercise primary supervision and (ii) all of the substantial decisions of which one or more United States persons have the authority to control. Notwithstanding the foregoing, to the extent provided in United States Treasury Regulations, certain trusts in existence on August 20, 1996, and treated as United States persons prior to such date, that elect to continue to be treated as United States persons also will not be Non-United States Holders. In order to obtain a reduced rate of withholding pursuant to a tax treaty, a Non-United States Holder must deliver to the Depositary before the payment a properly completed and executed IRS Form 1001. In order to obtain an exemption from withholding on the grounds that the gross proceeds paid pursuant to the Offer are effectively connected with the conduct of a trade or business within the United States, a Non-United States Holder must deliver to the Depositary a properly completed and executed IRS Form 4224. The Depositary will determine a stockholder's status as a Non-United States Holder and eligibility for a reduced rate of, or an exemption from, withholding by reference to outstanding certificates or statements concerning eligibility for a reduced rate of, or exemption from, withholding (e.g., IRS Form 1001 or IRS Form 4224) unless facts and circumstances indicate that such reliance is not warranted. A Non-United States Holder may be eligible to obtain a refund of all or a portion of any tax withheld if such Non-United States Holder meets the "complete termination," "substantially disproportionate" or "not essentially equivalent to a dividend" tests described in Section 13 of the Offer to Purchase or is otherwise able to establish that no tax or a reduced amount of tax is due.

NON-UNITED STATES HOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS REGARDING THE APPLICATION OF UNITED STATES FEDERAL INCOME TAX WITHHOLDING, INCLUDING ELIGIBILITY FOR A WITHHOLDING TAX REDUCTION OR EXEMPTION, AND THE REFUND PROCEDURE.

16. Lost, Stolen, Destroyed or Mutilated Certificates. If any certificate(s) representing Shares has been lost, stolen, destroyed or mutilated, the stockholder should promptly notify the Depositary by checking the box set forth above and indicating the number of Shares so lost, stolen, destroyed or mutilated. Such stockholder will then be instructed by the Depositary as to the steps that must be taken in order to replace the certificate. This Letter of Transmittal and related documents cannot be processed until the procedures for replacing lost, stolen, destroyed or mutilated certificates have been followed. Stockholders may contact the Depositary at (781) 575-3120 to expedite such process.

THIS LETTER OF TRANSMITTAL, PROPERLY COMPLETED AND DULY EXECUTED (OR MANUALLY SIGNED FACSIMILE HEREOF), TOGETHER WITH CERTIFICATES REPRESENTING SHARES BEING TENDERED OR CONFIRMATION OF BOOK-ENTRY TRANSFER OR, IN THE CASE OF TRANSFER THROUGH ATOP A SPECIFIC ACKNOWLEDGEMENT, AND ALL OTHER REQUIRED DOCUMENTS, OR A NOTICE OF GUARANTEED DELIVERY, MUST BE RECEIVED BY THE DEPOSITARY PRIOR TO 12:00 MIDNIGHT, NEW YORK CITY TIME, ON THE EXPIRATION DATE. STOCKHOLDERS ARE ENCOURAGED TO RETURN A COMPLETED SUBSTITUTE FORM W-9 WITH THIS LETTER OF TRANSMITTAL.

PAYER: EQUISERVE L.P.

SUBSTITUTE
FORM W-9
DEPARTMENT OF THE
TREASURY, INTERNAL REVENUE
SERVICE
PAYER'S REQUEST FOR TAXPAYER
IDENTIFICATION NUMBER ("TIN")

PART 1 -- Taxpayer Identification Number -- for
all accounts, enter taxpayer identification
number in the box at right and certify by
signing and dating below. (If awaiting TIN or
Employer TIN:, write "Applied For").

Note: If the account is in more than
one name, see the chart in the
enclosed Guidelines to determine which
number to give the payer.

PART 2 -- For payees exempt from backup withholding, please write "EXEMPT" here (see the
enclosed Guidelines):

PART 3 -- Certification -- UNDER PENALTIES OF PERJURY, I CERTIFY THAT (1) The number shown on this form is my correct
Taxpayer Identification Number (or I am waiting for a number to be issued to me), and (2) I am not subject to backup
withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue
Service (the "IRS") that I am subject to backup withholding as a result of a failure to report all interest or dividends
or (c) the IRS has notified me that I am no longer subject to backup withholding.
Certification Instructions -- You must cross out item (2) above if you have been notified by the IRS that you are
currently subject to backup withholding because of underreporting interest or dividends on your tax return and you have
not been notified by the IRS that you are no longer subject to backup withholding. (Also see instructions in the enclosed
Guidelines.)

Signature: _____ Date: _____

NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING
OF 31% OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE OFFER. PLEASE REVIEW
THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION
NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.

YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU ARE AWAITING (OR WILL
SOON APPLY FOR) A TAXPAYER IDENTIFICATION NUMBER.

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a taxpayer identification number
has not been issued to me, and that I mailed or delivered an application to
receive a TIN to the appropriate Internal Revenue Service Center or Social
Security Administration Office (or I intend to mail or deliver an application in
the near future). I understand that, notwithstanding the information I provided
in Part III of the Substitute Form W-9 above (and the fact that I have completed
this Certificate of Awaiting Taxpayer Identification Number), if I do not
provide a TIN to the Depository within sixty (60) days, the Depository is
required to withhold 31% of all cash payments made to me thereafter until I
provide a number.

Signature: _____ Date: _____

The Information Agent for the Offer is:

MORROW & CO., INC.
445 Park Avenue, 5th Floor
New York, NY 10022

Banks and Brokerage Firms call: (800) 662-5200 (toll free)
Stockholders please call: (800) 566-9061 (toll free)

The Dealer Manager for the Offer is:

CREDIT SUISSE FIRST BOSTON CORPORATION
Eleven Madison Avenue
New York, NY 10010-3629
(800) 881-8320 (toll free)

LETTER OF TRANSMITTAL REVISED AS OF AUGUST 6, 1999

LETTER OF TRANSMITTAL

TO TENDER SHARES OF

CLASS B COMMON STOCK OF

GARTNER GROUP, INC.

PURSUANT TO THE OFFER TO PURCHASE DATED JULY 27, 1999

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, ON TUESDAY AUGUST 24, 1999, UNLESS THE OFFER IS EXTENDED.

The Depositary for the Offer is:

EQUISERVE L.P.

By Hand Delivery:
Securities Transfer & Reporting
Services, Inc.
c/o EquiServe L.P.
100 William Street, Galleria
New York, NY 10038

By Overnight Delivery:
EquiServe L.P.
Corporate Actions
40 Campanelli Drive
Braintree, MA 02184

By Mail:
EquiServe L.P.
Corporate Actions
P.O. Box 9573
Boston, MA 02205-8686

Telephone:
(781) 575-3120

Facsimile Transmission:
(781) 575-4826

Confirm Receipt of Facsimile by Telephone:
(781) 575-4816

THIS LETTER OF TRANSMITTAL, INCLUDING THE ACCOMPANYING INSTRUCTIONS, SHOULD BE READ CAREFULLY BEFORE THIS LETTER OF TRANSMITTAL IS COMPLETED. THIS LETTER OF TRANSMITTAL MAY BE USED ONLY FOR THE TENDER OF SHARES OF CLASS B COMMON STOCK. STOCKHOLDERS DESIRING TO TENDER SHARES OF CLASS A COMMON STOCK MUST DULY COMPLETE AND RETURN THE FORM OF LETTER OF TRANSMITTAL (AVAILABLE FROM THE INFORMATION AGENT) FOR CLASS A COMMON STOCK.

DESCRIPTION OF SHARES TENDERED

NAME(S) AND ADDRESS(ES) OF REGISTERED OWNER(S)
(IF BLANK, PLEASE FILL IN EXACTLY AS NAME(S) APPEAR(S) ON
CERTIFICATE(S))

SHARES TENDERED
(ATTACH ADDITIONAL SIGNED LIST, IF NECESSARY)

CERTIFICATE NUMBER(S) (1)	NUMBER OF CLASS B SHARES REPRESENTED BY CERTIFICATE(S) (1)	NUMBER OF SHARES TENDERED (2)
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-----	-----	-----
-----	-----	-----
-----	-----	-----

TOTAL SHARES

- (1) Need not be completed by stockholders tendering shares by book-entry transfer.
(2) Unless otherwise indicated, it will be assumed that all Shares described above are being tendered.
See Instruction 4.

Indicate in this box the order (by certificate number) in which shares are to be purchased
in event of proration. See Instruction 10.

1st:	2nd:	3rd:	4th:	5th:
-----	-----	-----	-----	-----

DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE OR TRANSMISSION OF INSTRUCTIONS VIA FACSIMILE TRANSMISSION OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A PROPER DELIVERY. DELIVERIES TO THE COMPANY WILL NOT BE FORWARDED TO THE DEPOSITARY AND THEREFORE WILL NOT CONSTITUTE PROPER DELIVERY. DELIVERIES TO THE BOOK-ENTRY TRANSFER FACILITY WILL NOT CONSTITUTE PROPER DELIVERY TO THE DEPOSITARY.

This Letter of Transmittal is to be completed only if (a) certificates representing shares of Class B Common Stock (as defined below) are to be forwarded herewith, or (b) a tender of shares is to be made concurrently by book-entry transfer to the account maintained by the Depositary at The Depositary Trust Company (hereinafter referred to as the "Book-Entry Transfer Facility") pursuant to Section 3 of the Offer to Purchase (as defined below). Stockholders who desire to tender shares of Class B Common Stock pursuant to the Offer (as defined below), but whose share certificates are not immediately available or who cannot deliver such certificates and all other documents required by this Letter of Transmittal to the Depositary on or prior to the Expiration Date (as defined in Section 1 of the Offer to Purchase), or who cannot comply with the procedure for book-entry transfer on a timely basis, may nevertheless tender their shares pursuant to the guaranteed delivery procedure set forth in Section 3 of the Offer to Purchase. See Instruction 2.

Stockholders who desire to tender shares of both Class A Common Stock and Class B Common Stock must complete an appropriate, separate Letter of Transmittal for each separate class of shares. Moreover, stockholders who wish to tender portions of their shares of a class at different prices must complete an appropriate separate Letter of Transmittal for each price at which they wish to tender shares of that class.

[] CHECK HERE IF ANY CERTIFICATE REPRESENTING SHARES TENDERED HEREBY HAS BEEN LOST, STOLEN, DESTROYED OR MUTILATED. SEE INSTRUCTION 16.

[] CHECK HERE IF TENDERED SHARES ARE BEING DELIVERED BY BOOK-ENTRY TRANSFER TO AN ACCOUNT MAINTAINED BY THE DEPOSITARY AT THE BOOK-ENTRY TRANSFER FACILITY AND COMPLETE THE FOLLOWING:

Name of Tendering Institution:

Account Number:

Transaction Code Number:

[] CHECK HERE IF SHARES ARE BEING TENDERED PURSUANT TO A NOTICE OF GUARANTEED DELIVERY PREVIOUSLY SENT TO THE DEPOSITARY AND COMPLETE THE FOLLOWING:

Name(s) of Registered Holder(s):

Date of Execution of Notice of Guaranteed Delivery:

Name of Institution that Guaranteed Delivery:

Window Ticket Number (if any):

NOTE: SIGNATURES MUST BE PROVIDED BELOW. PLEASE READ THE
ACCOMPANYING INSTRUCTIONS CAREFULLY.

To Gartner Group Inc.:

The undersigned hereby tenders to Gartner Group, Inc., a Delaware corporation (the "Company"), the above-described shares of the Company's Common Stock, Class B, par value \$0.0005 per share ("Class B Common Stock" or the "Shares") at the price per share indicated in this Letter of Transmittal, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 27, 1999 (the "Offer to Purchase"), receipt of which is hereby acknowledged, and in this Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer").

Subject to, and effective upon, acceptance for payment of the Shares tendered hereby in accordance with the terms and subject to the conditions of the Offer (including, if the Offer is extended or amended, the terms and conditions of such extension or amendment), the undersigned hereby sells, assigns and transfers to, or upon the order of, the Company all right, title and interest in and to all Shares tendered hereby and orders the registration of all such Shares if tendered by book-entry transfer and hereby irrevocably constitutes and appoints the Depositary as the true and lawful agent and attorney-in-fact of the undersigned with respect to such Shares (with full knowledge that the Depositary also acts as the agent of the Company) with respect to such Shares, with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to: (a) deliver certificate(s) representing such Shares or transfer ownership of such Shares on the account books maintained by the Book-Entry Transfer Facility, together, in either such case, with all accompanying evidences of transfer and authenticity, to or upon the order of the Company upon receipt by the Depositary, as the undersigned's agent, of the Class B Purchase Price (as defined below) with respect to such Shares; (b) present certificates for such Shares for cancellation and transfer on the Company's books; and (c) receive all benefits and otherwise exercise all rights of beneficial ownership of such Shares, all in accordance with the terms and subject to the conditions of the Offer.

The undersigned hereby covenants, represents and warrants to the Company that:

(a) the undersigned has full power and authority to tender, sell, assign and transfer the Shares tendered hereby, and when and to the extent the same are accepted for payment by the Company, the Company will acquire good, marketable and unencumbered title thereto, free and clear of all security interests, liens, restrictions, charges, encumbrances, conditional sales agreements or other obligations relating to the sale or transfer of such Shares, and not subject to any adverse claims;

(b) the undersigned understands that tenders of Shares pursuant to any one of the procedures described in Section 3 of the Offer to Purchase and in the instructions hereto will constitute the undersigned's acceptance of the terms and conditions of the Offer, including the undersigned's representation and warranty that (i) the undersigned has a net long position in the Shares or equivalent securities at least equal to the Shares tendered within the meaning of Rule 14e-4 under the Securities Exchange Act of 1934, as amended ("Rule 14e-4"), and (ii) such tender of Shares complies with Rule 14e-4;

(c) the undersigned will, upon request, execute and deliver any additional documents deemed by the Depositary or the Company to be necessary or desirable to complete the sale, assignment and transfer of the Shares tendered hereby; and

(d) the undersigned has read, understands and agrees to all of the terms and conditions of the Offer.

The undersigned understands that tenders of Shares pursuant to any one of the procedures described in Section 3 of the Offer to Purchase and in the instructions hereto will constitute a binding agreement between the undersigned and the Company upon the terms and subject to the conditions of the Offer. The undersigned acknowledges that no interest will be paid on the Class B Purchase Price for tendered Shares regardless of any extension of the Offer or any delay in making payment of such Class B Purchase Price.

All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the undersigned, and any obligation of the undersigned hereunder shall be binding upon the heirs, personal representatives, executors, administrators, successors, assigns, trustees in bankruptcy and legal representatives of the undersigned. Except as stated in the Offer to Purchase, this tender is irrevocable.

The name(s) and address(es) of the registered holder(s) should be printed, if they are not already printed above, exactly as they appear on the certificates representing Shares tendered hereby. The certificate numbers, the number of Shares represented by such certificates and the number of Shares that the undersigned wishes to tender should be set forth in the appropriate boxes above. The price at which such Shares are being tendered should be indicated in the box below.

The undersigned understands that the Company will, upon the terms and subject to the conditions of the Offer, determine a single purchase price (not less than \$21 nor more than \$24 per share), net to the seller in cash without interest, that it will pay for shares of Class B Common Stock properly tendered pursuant to the Offer and not properly withdrawn (the "Class B Purchase Price"), taking into account the number of shares so tendered and the prices specified by tendering stockholders; such specified price shall only be in multiples of \$0.125. The undersigned understands that the Company will select the lowest purchase price that will allow it to buy 6,100,000 shares of Class B Common Stock (or such lesser number of shares of such class as are properly tendered). The undersigned understands that all shares of Class B Common Stock acquired pursuant to the Offer will be acquired at the one Class B Purchase Price. The undersigned understands that similarly, the Company will determine a single purchase price (not less than \$21 nor more than \$24 per share), net to the seller in cash, without interest, that it will pay for shares of Common Stock, Class A, par value \$0.0005 per share, of the Company ("Class A Common Stock") properly tendered pursuant to the Offer and not properly withdrawn (the "Class A Purchase Price"; each of the Class A Purchase Price and Class B Purchase Price is each referred to as a "Purchase Price"), taking into account the number of shares tendered and the prices specified by tendering stockholders; such specified price shall only be in multiples of \$0.125. The undersigned understands that the Company will select the lowest purchase price that will allow it to buy 9,600,000 shares of Class A Common Stock (or such lesser number of shares of such class as are properly tendered). The undersigned understands that all shares of Class A Common Stock acquired pursuant to the Offer will be acquired at the one Class A Purchase Price. The undersigned understands that the Class A Purchase Price need not be identical to the Class B Purchase Price.

The undersigned understands that the Company will only repurchase shares of Class A Common Stock and Class B Common Stock in the same proportion as the ratio of the numbers of shares of Class A Common Stock and Class B Common Stock outstanding as of July 26, 1999. At such date, 63,992,550 shares of Class A Common Stock were outstanding, representing 61.1% of the outstanding Common Stock, and 40,689,648 shares of Class B Common Stock were outstanding, representing 38.9% of the outstanding Common Stock. If stockholders do not properly tender shares in these proportions, then the Company will only purchase the largest number of properly tendered shares of each class that will enable it to maintain these proportions, and the Purchase Price for each class will be determined upon the basis of the number of shares of such class so purchased.

The undersigned recognizes that, under certain circumstances set forth in the Offer to Purchase, the Company may terminate or amend the Offer or may postpone the acceptance for payment of, or the payment for, Shares tendered or may accept for payment fewer than all of the Shares tendered hereby. In any such event, the undersigned understands that certificate(s) for any Shares not tendered or not purchased will be returned to the undersigned at the address indicated above, unless otherwise indicated in the box entitled "Special Payment Instructions" or the box entitled "Special Delivery Instructions" below.

The undersigned understands that acceptance of Shares by the Company for payment will constitute a binding agreement between the undersigned and the Company upon the terms and subject to the conditions of the Offer.

The aggregate net Class B Purchase Price for the Shares tendered hereby and purchased by the Company will be paid by check issued to the order of the undersigned and mailed to the address indicated above, unless otherwise indicated in the box entitled "Special Payment Instructions" or the box entitled "Special Delivery Instructions" below. A separate check will be issued for purchases of Class A Common Stock and purchases of Class B Common Stock. The undersigned acknowledges that the Company has no obligation, pursuant to the "Special Payment Instructions," to transfer any Shares from the name of the registered holder(s) thereof, or to order the registration or transfer of any Shares tendered by book-entry transfer, if the Company does not purchase any such Shares.

SPECIAL PAYMENT INSTRUCTIONS
(SEE INSTRUCTIONS 1, 7, 8, 11, 14 AND 15.)

To be completed ONLY if certificate(s) for Shares not tendered or not purchased and/or any check for the Class B Purchase Price are to be issued in the name of someone other than the undersigned, or if Shares tendered hereby and delivered by book-entry transfer which are not purchased are to be returned by credit to an account at the Book-Entry Transfer Facility other than that designated above.

Issue: ☐ Check ☐ Share Certificate(s) to:

Name:

(PLEASE PRINT)

Address:

(ZIP CODE)

(TAXPAYER IDENTIFICATION OR SOCIAL SECURITY NUMBER)

(SEE SUBSTITUTE FORM W-9 ON REVERSE SIDE)

☐ Credit Shares delivered by book-entry transfer and not purchased to the account set forth below:

Account Number:

SPECIAL DELIVERY INSTRUCTIONS
(SEE INSTRUCTIONS 2, 4 AND 11.)

To be completed ONLY if certificate(s) for Shares not tendered or not purchased and/or any check for the Class B Purchase Price are to be mailed or sent to someone other than the undersigned, or to the undersigned at an address other than that designated above.

Mail: ☐ Check ☐ Share Certificate(s) to:

Name:

(PLEASE PRINT)

Address:

(ZIP CODE)

(TAXPAYER IDENTIFICATION OR SOCIAL SECURITY NUMBER)

(SEE SUBSTITUTE FORM W-9 ON REVERSE SIDE)

SELECTION OF PURCHASE PRICE

(SEE INSTRUCTION 6).

SHARES TENDERED AT PRICE DETERMINED BY DUTCH AUCTION:

☐ The undersigned wants to maximize the chance of having the Company purchase all Shares the undersigned is tendering (subject to the proportionality and proration provisions of the Offer). Accordingly, BY CHECKING THIS BOX INSTEAD OF ONE OF THE PRICES BELOW*, the undersigned hereby tenders shares of Class B Common Stock and is willing to accept the Class B Purchase Price resulting from the Dutch Auction tender process. This action will result in receiving a price per Share as low as \$21 or as high as \$24.

CHECK THE BOX ABOVE OR CHECK ONE BOX BELOW*

SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER:

By checking ONE of the boxes below INSTEAD OF THE BOX ABOVE*, the undersigned hereby tenders shares of Class B Common Stock at the price checked. This action could result in none of the Shares being purchased if the Class B Purchase Price for the Shares is less than the price checked. A stockholder who desires to tender Shares at more than one price must complete a separate Letter of Transmittal for each price at which Shares are tendered. The same Shares cannot be tendered at more than one price.

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

<input type="checkbox"/> \$21.00	<input type="checkbox"/> \$21.625	<input type="checkbox"/> \$22.25	<input type="checkbox"/> \$22.875	<input type="checkbox"/> \$23.50
<input type="checkbox"/> \$21.125	<input type="checkbox"/> \$21.75	<input type="checkbox"/> \$22.375	<input type="checkbox"/> \$23.00	<input type="checkbox"/> \$23.625
<input type="checkbox"/> \$21.25	<input type="checkbox"/> \$21.875	<input type="checkbox"/> \$22.50	<input type="checkbox"/> \$23.125	<input type="checkbox"/> \$23.75
<input type="checkbox"/> \$21.375	<input type="checkbox"/> \$22.00	<input type="checkbox"/> \$22.625	<input type="checkbox"/> \$23.25	<input type="checkbox"/> \$23.875
<input type="checkbox"/> \$21.50	<input type="checkbox"/> \$22.125	<input type="checkbox"/> \$22.75	<input type="checkbox"/> \$23.375	<input type="checkbox"/> \$24.00

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* If you do not indicate the purchase price of Shares being tendered, it will be assumed that all Shares are tendered at the Dutch Auction price.

ODD LOTS
(SEE INSTRUCTION 9.)

To be completed ONLY if shares are being tendered by or on behalf of a person owning beneficially or of record as of the close of business on July 27, 1999 and who continues to own beneficially or of record as of the Expiration Date, an aggregate of fewer than 100 shares of Class B Common Stock. The undersigned either (check one box):

- [] was the beneficial or record owner of, as of the close of business on July 27, 1999, and continues to own beneficially or of record, as of the Expiration Date, an aggregate of fewer than 100 shares of Class B Common Stock, all of which are being tendered; or
- [] is a broker, dealer, commercial bank, trust company, or other nominee that (a) is tendering for the beneficial owners thereof, shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by such beneficial owners, that such person was the beneficial or record owner of, as of the close of business on July 27, 1999, and continues to own beneficially or of record, as of the Expiration Date, an aggregate of fewer than 100 shares of Class B Common Stock, all of which are being tendered.

IMPORTANT
STOCKHOLDERS SIGN HERE

(PLEASE COMPLETE AND RETURN THE ATTACHED SUBSTITUTE FORM W-9.)

(Must be signed by the registered holder(s) exactly as the name(s) of such holder(s) appear(s) on certificate(s) for Shares or on a security position listing or by person(s) authorized to become the registered holder(s) thereof by certificates and documents transmitted with this Letter of Transmittal. If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or any other person acting in a fiduciary or representative capacity, please set forth full title and see Instruction 7.)

SIGNATURE(S) OF OWNER(S)

Dated: _____

Name(s): _____

(PLEASE PRINT)

Capacity (full title): _____

Address: _____

(INCLUDE ZIP CODE)

Telephone Number (including area code): _____

Facsimile Number: _____

E-mail address: _____

Taxpayer Identification or Social Security Number: _____

(SEE SUBSTITUTE FORM W-9.)

GUARANTEE OF SIGNATURE(S)
(SEE INSTRUCTIONS 1 AND 7.)

Authorized Signature: _____

Dated: _____

Name: _____

(PLEASE PRINT)

Title: _____

Name of Firm: _____

Address: _____

(INCLUDE ZIP CODE)

Telephone Number (including area code): _____

INSTRUCTIONS

FORMING PART OF THE TERMS AND CONDITIONS OF THE OFFER

1. Guarantee of Signatures. No signature guarantee is required if either:

(a) this Letter of Transmittal is signed by the registered holder of the Shares (which term, for purposes hereof, shall include any participant in the Book-Entry Transfer Facility whose name appears on a security position listing as the owner of such Shares) tendered hereby exactly as the name of such registered holder appears on the certificate(s) for such Shares tendered with this Letter of Transmittal and payment and delivery are to be made directly to such owner unless such owner has completed either the box entitled "Special Payment Instructions" or "Special Delivery Instructions" above; or

(b) such Shares are tendered for the account of a bank, broker, dealer, credit union, savings association or other entity which is a member in good standing of the Securities Transfer Agents Medallion Program or a bank, broker, dealer, credit union, savings association or other entity which is an "eligible guarantor institution," as such term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended (each of the foregoing constituting an "Eligible Institution").

In all other cases, an Eligible Institution must guarantee all signatures on this Letter of Transmittal. See Instruction 7.

2. Delivery of Letter of Transmittal and Certificates; Guaranteed Delivery Procedures. This Letter of Transmittal is to be completed only if certificates for shares are delivered with it to the Depositary (or such certificates will be delivered pursuant to a Notice of Guaranteed Delivery previously sent to the Depositary) or if a tender of Shares is being made concurrently pursuant to the procedure for tender by book-entry transfer set forth in Section 3 of the Offer to Purchase. The Depositary must receive on or prior to the Expiration Date (a) a properly completed and duly executed Letter of Transmittal or a manually signed facsimile thereof in accordance with the instructions of the Letter of Transmittal, including any required signature guarantees, together with the stock certificates evidencing the tendered shares and any other documents required by the Letter of Transmittal, at one of its addresses set forth on the back cover of the Offer to Purchase, (b) such Shares delivered pursuant to the procedures for book-entry transfer described in Section 3 of the Offer to Purchase (and a confirmation of such delivery is received by the Depositary, including an Agent's Message (as defined below), if the tendering stockholder has not delivered a Letter of Transmittal) or (c) such Shares validly tendered through the Book-Entry Transfer Facility's Automated Tender Offer Program ("ATOP"). The term "Agent's Message" means a message, transmitted by the Book-Entry Transfer Facility to, and received by the Depositary and forming a part of the Book-Entry Confirmation (as defined in Section 3 of the Offer to Purchase), which states that the Book-Entry Transfer Facility has received an express acknowledgement from the participant in the Book-Entry Transfer Facility tendering the Shares that such participant has received and agrees to be bound by the terms of the Letter of Transmittal and that the Company may enforce such agreement against the participant. If certificates are to be forwarded to the Depositary in multiple deliveries, a properly completed and duly executed Letter of Transmittal must accompany each such delivery.

Participants in the Book-Entry Transfer Facility may tender their Shares in accordance with ATOP to the extent it is available to such participants for the Shares they wish to tender. A stockholder tendering through ATOP must expressly acknowledge that the stockholder has reviewed and agreed to be bound by the Letter of Transmittal and that the Letter of Transmittal may be enforced by the Company against such stockholder.

Stockholders whose certificates are not immediately available or who cannot deliver certificates and all other required documents to the Depositary before the Expiration Date, or whose Shares cannot be delivered on a timely basis pursuant to the procedure for book-entry transfer, may, in any such case, tender their Shares by or through any Eligible Institution by properly completing and duly executing and delivering a Notice of Guaranteed Delivery (or facsimile of it) and by otherwise complying with the guaranteed delivery procedure set forth in Section 3 of the Offer to Purchase. Pursuant to such procedure: (a) such tender must be made by or through an Eligible Institution, (b) a properly completed and duly executed Notice of Guaranteed Delivery substantially in the form provided by the Company (with any required signature guarantees) must be received by the Depositary prior to the Expiration Date, and (c) certificates for all physically delivered Shares in proper form for transfer or confirmation of book-entry transfer into the Depositary's account at the Book-Entry Transfer Facility of all Shares delivered electronically, in each case together with a properly completed and duly executed Letter of Transmittal (or manually signed facsimile thereof) with any required signature guarantees (or, in the case of book-entry transfer an Agent's Message or, in the case of a tender through ATOP, the specified acknowledgement), and all other documents required by this Letter of Transmittal, must be received by the Depositary within three New York Stock Exchange trading days after receipt by the Depositary of such Notice of Guaranteed Delivery, all as provided in Section 3 of the Offer to Purchase.

The Notice of Guaranteed Delivery may be delivered by hand or transmitted by telegram, facsimile transmission or mail to the Depositary and must include a signature guarantee by an Eligible Institution in the form set forth in such Notice. For Shares to be properly tendered pursuant to the guaranteed delivery procedure, the Depositary must receive the Notice of Guaranteed Delivery on or before the Expiration Date.

THE METHOD OF DELIVERY OF ALL DOCUMENTS, INCLUDING CERTIFICATES FOR SHARES, IS AT THE OPTION AND RISK OF THE TENDERING STOCKHOLDER. IF DELIVERY IS BY MAIL, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED, IS RECOMMENDED. IN ALL CASES, SUFFICIENT TIME SHOULD BE ALLOWED TO ASSURE DELIVERY.

The Company will not accept any alternative, conditional or contingent tenders, nor will it purchase any fractional Shares, except as expressly provided in the Offer to Purchase. All tendering stockholders, by execution of this Letter of Transmittal (or a facsimile hereof), waive any right to receive any notice of the acceptance of their tender.

3. Inadequate Space. If the space provided in the box entitled "Description of Shares Tendered" above is inadequate, the certificate numbers and/or the number of Shares should be listed on a separate signed schedule and attached to this Letter of Transmittal.

4. Partial Tenders and Unpurchased Shares. (Not applicable to stockholders who tender by book-entry transfer.) If fewer than all of the Shares evidenced by any certificate are to be tendered, fill in the number of Shares that are to be tendered in the column entitled "Number of Shares Tendered" in the box entitled "Description of Shares Tendered" above. In such case, if any tendered Shares are purchased, a new certificate for the remainder of the Shares (including any Shares not purchased) evidenced by the old certificate(s) will be issued and sent to the registered holder(s) thereof, unless otherwise specified in either the box entitled "Special Payment Instructions" or the box entitled "Special Delivery Instructions" in this Letter of Transmittal, as soon as practicable after the Expiration Date. Unless otherwise indicated, all Shares represented by the certificate(s) set forth above and delivered to the Depositary will be deemed to have been tendered.

5. Class of Shares Tendered. For Shares to be properly tendered, the stockholder must complete the proper Letter of Transmittal. A stockholder wishing to tender shares of Class A Common Stock and shares of Class B Common Stock must complete an appropriate separate Letter of Transmittal for each such class of shares. This Letter of Transmittal may be used to tender shares of Class B Common Stock. The form of Letter of Transmittal for use in tendering shares of Class A Common Stock is available from the Information Agent or the Depositary.

6. Indication of Price at Which Shares are Being Tendered. For Shares to be properly tendered, the stockholder must check the box indicating the price per Share at which such holder is tendering Shares under "PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED" or the box indicating "SHARES TENDERED AT PRICE DETERMINED BY DUTCH AUCTION" in this Letter of Transmittal. ONLY ONE BOX MAY BE CHECKED. IF MORE THAN ONE BOX IS CHECKED, THERE IS NO PROPER TENDER OF SHARES. IF NO BOX IS CHECKED, IT WILL BE ASSUMED THAT THE TENDERING STOCKHOLDER ELECTED TO TENDER THE SHARES AT THE PRICE DETERMINED BY THE DUTCH AUCTION. A stockholder wishing to tender portions of such holder's Shares at different prices must complete a separate Letter of Transmittal for each price at which such holder wishes to tender each such portion of such holder's Shares. The same Shares cannot be tendered (unless previously properly withdrawn as provided in Section 4 of the Offer to Purchase) at more than one price.

7. Signatures on Letter of Transmittal; Stock Powers and Endorsements.

(a) If this Letter of Transmittal is signed by the registered holder(s) of the Shares tendered hereby, the signature(s) must correspond exactly with the name(s) as written on the face of the certificate(s) without any change whatsoever.

(b) If the Shares tendered hereby are registered in the names of two or more joint holders, each such holder must sign this Letter of Transmittal.

(c) If any tendered Shares are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal (or facsimiles hereof) as there are different registrations of certificates.

(d) When this Letter of Transmittal is signed by the registered holder(s) of the Shares tendered hereby, no endorsement(s) of certificate(s) representing such Shares or separate stock power(s) are required unless payment is to be made, or the certificate(s) for Shares not tendered or not purchased are to be issued to a person other than the registered holder(s) thereof. If this Letter of Transmittal is signed by a person other than the registered holder(s) of the certificate(s) listed, or if payment is to be made or certificate(s) for Shares not tendered or not purchased are to be issued to a person other than the registered holder(s) thereof, such certificate(s) must be endorsed or accompanied by appropriate stock power(s), in either case signed exactly as the name(s) of the registered holder(s) appear(s) on the certificate(s), and the SIGNATURE(S) ON SUCH CERTIFICATE(S) OR STOCK POWER(S) MUST BE GUARANTEED BY AN ELIGIBLE INSTITUTION. See Instruction 1.

(e) If this Letter of Transmittal or any certificate(s) or stock power(s) are signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or any other person acting in a fiduciary or representative capacity, such person should so indicate when signing this Letter of Transmittal and must submit proper evidence satisfactory to the Company of their authority so to act.

8. Stock Transfer Taxes. Except as provided in this Instruction 8, no stock transfer tax stamps or funds to cover such stamps need accompany this Letter of Transmittal. The Company will pay any stock transfer taxes payable on the transfer to it of Shares purchased pursuant to the Offer. If, however, either (a) payment of the Purchase Price for Shares tendered hereby and accepted for purchase is to be made to any person other than the registered holder(s); or (b) Shares not tendered or not purchased are to be registered in the name(s) of any person(s) other than the registered holder(s); or (c) certificate(s) representing tendered shares are registered in the name(s) of any person(s) other than the person(s) signing this Letter of Transmittal, then the Depository will deduct from such Purchase Price the amount of any stock transfer taxes (whether imposed on the registered holder(s), such other person(s) or otherwise) payable on account of the transfer to such person, unless satisfactory evidence of the payment of such taxes or any exemption therefrom is submitted. See Section 5 of the Offer to Purchase.

9. Odd Lots. As described in Section 1 of the Offer to Purchase if the Company purchases fewer than all shares of Class B Common Stock tendered before the Expiration Date and not properly withdrawn, the shares purchased first will consist of all shares of Class B Common Stock properly tendered by any stockholder who owned, beneficially or of record, as of the close of business on July 27, 1999 and as of the Expiration Date, an aggregate of fewer than 100 shares of Class B Common Stock, and who tenders all of such holder's shares of Class B Common Stock at or below the Class B Purchase Price (an "Odd Lot Holder"). This preference will not be available unless the box captioned "Odd Lots" is completed.

10. Order of Purchase in Event of Proration. As described in Section 1 of the Offer to Purchase, stockholders may designate the order in which their Shares are to be purchased in the event of proration. The order of purchase may have an effect on the United States federal income tax treatment of the Purchase Price for the Shares purchased. See Sections 3 and 13 of the Offer to Purchase.

11. Special Payment and Delivery Instructions. If certificate(s) for Shares not tendered or not purchased and/or check(s) are to be issued in the name of a person other than the undersigned or if such certificates and/or checks are to be sent to someone other than the undersigned or to the undersigned at a different address, the box entitled "Special Payment Instructions" and/or the box entitled "Special Delivery Instructions" on this Letter of Transmittal should be completed as applicable and signatures must be guaranteed as described in Instruction 1.

12. Irregularities. All questions as to the number of Shares to be accepted, the price to be paid therefor and the validity, form, eligibility (including time of receipt) and acceptance for payment of any tender of Shares will be determined by the Company in its sole discretion, which determination shall be final and binding on all parties. The Company reserves the absolute right to reject any or all tenders of Shares it determines not to be in proper form or the acceptance of which or payment for which may, in the opinion of the Company's counsel, be unlawful. The Company also reserves the absolute right to waive any of the conditions of the Offer or any defect or irregularity in any tender with respect to any particular Shares or any particular stockholder, and the Company's interpretation of the terms of the Offer (including these Instructions) will be final and binding on all parties. No tender of Shares will be deemed to be properly made until all defects and irregularities have been cured by the tendering stockholder or waived by the Company. Unless waived, any defects or irregularities in connection with tenders must be cured within such time as the Company shall determine. None of the Company, the Dealer Manager (as defined in the Offer to Purchase), the Depository, the Information Agent (as defined in the Offer to Purchase) or any other person is or will be obligated to give notice of any defects or irregularities in tenders and none of them will incur any liability for failure to give any such notice.

13. Questions and Requests for Assistance and Additional Copies. Questions and requests for assistance may be directed to, or additional copies of the Offer to Purchase, this Letter of Transmittal, the Notice of Guaranteed Delivery and other related materials may be obtained from, the Information Agent or the Dealer Manager at their addresses and telephone numbers set forth on the back

cover of the Offer to Purchase or from brokers, dealers, commercial banks or trust companies.

14. Tax Identification Number and Backup Withholding. United States federal income tax law generally requires that a stockholder whose tendered Shares are accepted for purchase, or such stockholder's assignee (in either case, the "Payee"), provide the Depositary with such Payee's correct Taxpayer Identification Number ("TIN"), which, in the case of a Payee who is an individual, is such Payee's social security number. If the Depositary is not provided with the correct TIN or an adequate basis for an exemption, such Payee may be subject to a \$50 penalty imposed by the Internal Revenue Service and backup withholding in an amount equal to 31% of the gross proceeds received pursuant to the Offer. If withholding results in an overpayment of taxes, a refund may be obtained.

To prevent backup withholding, each Payee must provide such Payee's correct TIN by completing the Substitute Form W-9 set forth herein, certifying that the TIN provided is correct (or that such Payee is awaiting a TIN) and that (a) the Payee is exempt from backup withholding, (b) the Payee has not been notified by the Internal Revenue Service that such Payee is subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the Internal Revenue Service has notified the Payee that such Payee is no longer subject to backup withholding.

If the Payee does not have a TIN, such Payee should (a) consult the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 for instructions on applying for a TIN, (b) write "Applied For" in the space provided in Part 1 of the Substitute Form W-9, and (c) sign and date the Substitute Form W-9 and the Certificate of Awaiting Taxpayer Identification Number set forth herein. If the Payee does not provide such Payee's TIN to the Depositary within sixty (60) days, backup withholding will begin and continue until such Payee furnishes such Payee's TIN to the Depositary. Note that writing "Applied For" on the Substitute Form W-9 means that the Payee has already applied for a TIN or that such Payee intends to apply for one in the near future.

If Shares are held in more than one name or are not in the name of the actual owner, consult the W-9 Guidelines for information on which TIN to report.

Exempt Payees (including, among others, all corporations and certain foreign individuals) are not subject to backup withholding and reporting requirements. To prevent possible erroneous backup withholding, an exempt Payee should write "Exempt" in Part 2 of Substitute Form W-9. See the enclosed Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 for additional instructions. In order for a nonresident alien or foreign entity to qualify as exempt, such person must submit a completed Form W-8 Certificate of Foreign Status, signed under penalty of perjury attesting to such exempt status. Such form may be obtained from the Depositary.

15. Withholding on Non-United States Holders. Even if a Non-United States Holder (as defined below) has provided the required certification to avoid backup withholding, the Depositary will withhold United States federal income taxes equal to 30% of the gross payments payable to a Non-United States Holder or such holder's agent unless (a) the Depositary determines that a reduced rate of withholding is available pursuant to a tax treaty or that an exemption from withholding is applicable because such gross proceeds are effectively connected with the conduct of a trade or business within the United States or (b) the Non-United States Holder establishes to the satisfaction of the Company and the Depositary that the sale of shares by such Non-United States Holder pursuant to the Offer will qualify as a "sale or exchange," rather than as a distribution taxable as a dividend for United States federal income tax purposes. For this purpose, a "Non-United States Holder" is any stockholder that for United States federal income tax purposes is not (a) a citizen or resident of the United States, (b) a corporation or partnership created or organized in or under the laws of the United States or any State or division thereof (including the District of Columbia), (c) an estate the income of which is subject to United States federal income taxation regardless of the source of such income, or (d) a trust (i) the administration over which a United States court can exercise primary supervision and (ii) all of the substantial decisions of which one or more United States persons have the authority to control. Notwithstanding the foregoing, to the extent provided in United States Treasury Regulations, certain trusts in existence on August 20, 1996, and treated as United States persons prior to such date, that elect to continue to be treated as United States persons also will not be Non-United States Holders. In order to obtain a reduced rate of withholding pursuant to a tax treaty, a Non-United States Holder must deliver to the Depositary before the payment a properly completed and executed IRS Form 1001. In order to obtain an exemption from withholding on the grounds that the gross proceeds paid pursuant to the Offer are effectively connected with the conduct of a trade or business within the United States, a Non-United States Holder must deliver to the Depositary a properly completed and executed IRS Form 4224. The Depositary will determine a stockholder's status as a Non-United States Holder and eligibility for a reduced rate of, or an exemption from, withholding by reference to outstanding certificates or statements concerning eligibility for a reduced rate of, or exemption from, withholding (e.g., IRS Form 1001 or IRS Form 4224) unless facts and circumstances indicate that such reliance is not warranted. A Non-United States Holder may be eligible to obtain a refund of all or a portion of any tax withheld if such Non-United States Holder meets the "complete termination," "substantially disproportionate" or "not essentially equivalent to a dividend" tests described in Section 13 of the Offer to Purchase or is otherwise able to establish that no tax or a reduced amount of tax is due.

NON-UNITED STATES HOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS REGARDING THE APPLICATION OF UNITED STATES FEDERAL INCOME TAX WITHHOLDING, INCLUDING ELIGIBILITY FOR A WITHHOLDING TAX REDUCTION OR EXEMPTION, AND THE REFUND PROCEDURE.

16. Lost, Stolen, Destroyed or Mutilated Certificates. If any certificate(s) representing Shares has been lost, stolen, destroyed or mutilated, the stockholder should promptly notify the Depositary by checking the box set forth above and indicating the number of Shares so lost, stolen, destroyed or mutilated. Such stockholder will then be instructed by the Depositary as to the steps that must be taken in order to replace the certificate. This Letter of Transmittal and related documents cannot be processed until the procedures for replacing lost, stolen, destroyed or mutilated certificates have been followed. Stockholders may contact the Depositary at (781) 575-3120 to expedite such process.

THIS LETTER OF TRANSMITTAL, PROPERLY COMPLETED AND DULY EXECUTED (OR MANUALLY SIGNED FACSIMILE HEREOF), TOGETHER WITH CERTIFICATES REPRESENTING SHARES BEING TENDERED OR CONFIRMATION OF BOOK-ENTRY TRANSFER OR, IN THE CASE OF TRANSFER THROUGH ATOP, A SPECIFIC ACKNOWLEDGEMENT, AND ALL OTHER REQUIRED DOCUMENTS, OR A NOTICE OF GUARANTEED DELIVERY, MUST BE RECEIVED BY THE DEPOSITARY PRIOR TO 12:00 MIDNIGHT, NEW YORK CITY TIME, ON THE EXPIRATION DATE. STOCKHOLDERS ARE ENCOURAGED TO RETURN A COMPLETED SUBSTITUTE FORM W-9 WITH THIS LETTER OF TRANSMITTAL.

PAYER: EQUISERVE L.P.

SUBSTITUTE
FORM W-9

DEPARTMENT OF THE TREASURY,
INTERNAL REVENUE SERVICE

PAYER'S REQUEST FOR TAXPAYER
IDENTIFICATION NUMBER ("TIN")

PART 1 -- Taxpayer Identification Number -- for all accounts, enter taxpayer identification number in the box at right and certify by signing and dating below. (If awaiting TIN or Employer TIN:, write "Applied For").

Note: If the account is in more than one name, see the chart in the enclosed Guidelines to determine which number to give the payer.

PART 2 -- For payees exempt from backup withholding, please write "EXEMPT" here (see the enclosed Guidelines):

PART 3 -- Certification -- UNDER PENALTIES OF PERJURY, I CERTIFY THAT (1) The number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me), and (2) I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (the "IRS") that I am subject to backup withholding as a result of a failure to report all interest or dividends or (c) the IRS has notified me that I am no longer subject to backup withholding.

Certification Instructions -- You must cross out item (2) above if you have been notified by the IRS that you are currently subject to backup withholding because of underreporting interest or dividends on your tax return and you have not been notified by the IRS that you are no longer subject to backup withholding. (Also see instructions in the enclosed Guidelines.)

Signature: _____ Date: _____

NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING OF 31% OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE OFFER. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.

YOU MUST COMPLETE THE FOLLOWING CERTIFICATE IF YOU ARE AWAITING (OR WILL SOON APPLY FOR) A TAXPAYER IDENTIFICATION NUMBER.

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and that I mailed or delivered an application to receive a TIN to the appropriate Internal Revenue Service Center or Social Security Administration Office (or I intend to mail or deliver an application in the near future). I understand that, notwithstanding the information I provided in Part III of the Substitute Form W-9 above (and the fact that I have completed this Certificate of Awaiting Taxpayer Identification Number), if I do not provide a TIN to the Depositary within sixty (60) days, the Depositary is required to withhold 31% of all cash payments made to me thereafter until I provide a number.

Signature: _____ Date: _____

The Information Agent for the Offer is:

MORROW & CO., INC.
445 Park Avenue, 5th Floor
New York, NY 10022

Banks and Brokerage Firms call: (800) 662-5200 (toll free)
Stockholders please call: (800) 566-9061 (toll free)

The Dealer Manager for the Offer is:

CREDIT SUISSE FIRST BOSTON CORPORATION
Eleven Madison Avenue
New York, NY 10010-3629
(800) 881-8320 (toll free)

NOTICE REVISED AS OF AUGUST 6, 1999

NOTICE OF GUARANTEED DELIVERY
FOR
TENDER OF SHARES OF COMMON STOCK
OF
GARTNER GROUP, INC.

This Notice of Guaranteed Delivery, or one substantially in the form hereof, must be used to accept the Offer (as defined below) if certificates evidencing shares of Common Stock, Class A, par value \$0.0005 per share ("Class A Common Stock"), or Common Stock, Class B, par value \$0.0005 per share ("Class B Common Stock", and together with the Class A Common Stock, the "Common Stock" or the "Shares"), of Gartner Group, Inc., a Delaware corporation (the "Company"), are not immediately available, or if the procedure for book-entry transfer set forth in the Offer to Purchase dated July 27, 1999 (the "Offer to Purchase") and the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer") cannot be completed on a timely basis or time will not permit all required documents, including a properly completed and duly executed Letter of Transmittal (or a manually signed facsimile thereof), to reach the Depositary prior to the Expiration Date (as defined in the Offer to Purchase).

This Notice of Guaranteed Delivery, properly completed and duly executed, may be delivered by hand, mail or facsimile transmission to the Depositary. See Section 3 of the Offer to Purchase.

THE METHOD OF DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY IS AT THE OPTION AND RISK OF THE TENDERING STOCKHOLDER. IF DELIVERY IS BY MAIL, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED IS RECOMMENDED. IN ALL CASES, SUFFICIENT TIME SHOULD BE ALLOWED TO ASSURE DELIVERY.

The Depositary for the Offer is:

EQUISERVE L.P.

By Overnight Delivery,
Certified or Express Mail:

EquiServe L.P.
Corporate Actions
40 Campanelli Drive
Braintree, MA 02184

By Hand Delivery:

Securities Transfer & Reporting
Services, Inc.
c/o EquiServe L.P.
100 William Street, Galleria
New York, NY 10038

By Mail:

EquiServe L.P.
Corporate Actions
P.O. Box 9573
Boston, MA 02205-8686

Telephone:
(781) 575-3120

Facsimile Transmission:
(781) 575-4826

Confirm Receipt of Facsimile by Telephone:
(781) 575-4816

DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE OR TRANSMISSION OF INSTRUCTIONS VIA FACSIMILE TRANSMISSION OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY. DELIVERIES TO THE COMPANY WILL NOT BE FORWARDED TO THE DEPOSITARY AND THEREFORE WILL NOT CONSTITUTE VALID DELIVERY TO THE DEPOSITARY. DELIVERIES TO THE BOOK-ENTRY TRANSFER FACILITY WILL NOT CONSTITUTE VALID DELIVERY TO THE DEPOSITARY.

The undersigned hereby tenders to the Company at the price per Share indicated in this Notice of Guaranteed Delivery, upon the terms and subject to the conditions set forth in the Offer to Purchase and the related Letter of Transmittal, receipt both of which is hereby acknowledged, the number of shares specified below pursuant to the guaranteed delivery procedure set forth in Section 3 of the Offer to Purchase.

CLASS OF SHARES BEING TENDERED*: (CHECK ONE BOX ONLY)
☐ CLASS A COMMON STOCK
☐ CLASS B COMMON STOCK

Total shares:

1st: 2nd: 3rd: 4th: 5th:

* Stockholders who desire to tender both Class A Common Stock and Class B Common Stock must complete a separate Notice of Guaranteed Delivery for each class. If you do not indicate the class being tendered, we will review the certificates for the Shares tendered. If all such certificates relate to one class of Shares, the tender will be proper. However, if such certificates relate to more than one class of Shares, the tender will not be proper. See Instruction 5 of the Letter of Transmittal.

** If available. DOES NOT need to be completed by stockholders tendering shares by book-entry transfer.

*** Unless otherwise indicated, it will be assumed that all shares evidenced by each certificate delivered to the Depositary are being tendered hereby. See Instruction 4 of the Letter of Transmittal.

*** If you do not designate an order, in the event less than all Shares tendered are purchased due to proration, Shares will be selected for purchase by the Depositary.

SELECTION OF PURCHASE PRICE

(SEE INSTRUCTION 6 OF LETTER OF TRANSMITTAL)

The undersigned is tendering Shares at a price as follows (check one box):

SHARES TENDERED AT PRICE DETERMINED BY DUTCH AUCTION:

☐ The undersigned wants to maximize the chance of having the Company purchase all Shares the undersigned is tendering (subject to the proportionality and proration provisions of the Offer to Purchase). Accordingly, BY CHECKING THIS BOX INSTEAD OF ONE OF THE PRICES BELOW*, the undersigned hereby tenders Shares and is willing to accept the Purchase Price resulting from the Dutch Auction tender process. This action will result in receiving a price per Share as low as \$21 or as high as \$24.

CHECK THE BOX ABOVE OR CHECK ONE BOX BELOW*-----
SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER:

By checking ONE of the boxes below INSTEAD OF THE BOX ABOVE*, the undersigned hereby tenders Shares at the price checked. This action could result in none of the Shares being purchased if the Purchase Price for the Shares is less than the price checked. A stockholder who desires to tender Shares at more than one price must complete a separate Notice of Guaranteed Delivery for each price at which Shares are tendered. The same Shares cannot be tendered at more than one price.

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

<input type="checkbox"/> \$21.00	<input type="checkbox"/> \$21.625	<input type="checkbox"/> \$22.25	<input type="checkbox"/> \$22.875	<input type="checkbox"/> \$23.50
<input type="checkbox"/> \$21.125	<input type="checkbox"/> \$21.75	<input type="checkbox"/> \$22.375	<input type="checkbox"/> \$23.00	<input type="checkbox"/> \$23.625
<input type="checkbox"/> \$21.25	<input type="checkbox"/> \$21.875	<input type="checkbox"/> \$22.50	<input type="checkbox"/> \$23.125	<input type="checkbox"/> \$23.75
<input type="checkbox"/> \$21.375	<input type="checkbox"/> \$22.00	<input type="checkbox"/> \$22.625	<input type="checkbox"/> \$23.25	<input type="checkbox"/> \$23.875
<input type="checkbox"/> \$21.50	<input type="checkbox"/> \$22.125	<input type="checkbox"/> \$22.75	<input type="checkbox"/> \$23.375	<input type="checkbox"/> \$24.00

* If you do not indicate the purchase price of Shares being tendered, it will be assumed that all Shares are tendered at the Dutch Auction price.

ODD LOTS

(SEE INSTRUCTION 9 OF LETTER OF TRANSMITTAL)

To be completed ONLY if shares of a class are being tendered by or on behalf of a person owning beneficially or of record, as of the close of business on July 27, 1999 and who continues to own beneficially or of record, as of the Expiration Date, an aggregate of fewer than 100 shares of a class of Common Stock. The undersigned either (check one box):

- [] was the beneficial or record owner of, as of the close of business on July 27, 1999, and continues to own, beneficially or of record, as of the Expiration Date, an aggregate of fewer than 100 Shares of the class of Common Stock tendered, all of which are being tendered; or
- [] is a broker, dealer, commercial bank, trust company or other nominee that (a) is tendering for the beneficial owner thereof Shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by such beneficial owner, that such person was the beneficial or record owner of, as of the close of business on July 27, 1999, and continues to own beneficially or of record, as of the Expiration Date, an aggregate of fewer than 100 shares of the class of Common Stock tendered, all of which are being tendered.

Signature(s):

Name(s) of
Record Holder(s):

Please Type or Print

Address:

Zip Code

Telephone No. (including area code):

Facsimile Number:

E-mail address:

If Shares will be delivered by
book-entry transfer, provide the
following information:

Account Number:

Date:

GUARANTEE

(NOT TO BE USED FOR A SIGNATURE GUARANTEE.)

THE UNDERSIGNED, A BANK, BROKER, DEALER, CREDIT UNION, SAVINGS ASSOCIATION OR OTHER ENTITY WHICH IS A MEMBER IN GOOD STANDING OF THE SECURITIES TRANSFER AGENTS MEDALLION PROGRAM OR A BANK, BROKER, DEALER, CREDIT UNION, SAVINGS ASSOCIATION OR OTHER ENTITY WHICH IS AN "ELIGIBLE GUARANTOR INSTITUTION," AS SUCH TERM IS DEFINED IN RULE 17Ad-15 UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (EACH OF THE FOREGOING CONSTITUTING AN "ELIGIBLE INSTITUTION"), HEREBY GUARANTEES THE DELIVERY TO THE DEPOSITARY OF THE SHARES TENDERED HEREBY, IN PROPER FORM FOR TRANSFER, OR A CONFIRMATION THAT THE SHARES TENDERED HEREBY HAVE BEEN DELIVERED PURSUANT TO THE PROCEDURE FOR BOOK-ENTRY TRANSFER SET FORTH IN THE OFFER TO PURCHASE INTO THE DEPOSITARY'S ACCOUNT AT THE BOOK-ENTRY TRANSFER FACILITY, TOGETHER WITH A PROPERLY COMPLETED AND DULY EXECUTED LETTER OF TRANSMITTAL (OR A MANUALLY SIGNED FACSIMILE THEREOF) OR AN AGENT'S MESSAGE (AS DEFINED IN THE OFFER TO PURCHASE) OR THROUGH ATOP (AS DEFINED IN THE OFFER TO PURCHASE) AND ANY REQUIRED SIGNATURE GUARANTEES OR OTHER REQUIRED DOCUMENTS, ALL WITHIN THREE (3) NEW YORK STOCK EXCHANGE TRADING DAYS AFTER RECEIPT BY THE DEPOSITARY OF THIS NOTICE OF GUARANTEED DELIVERY.

The Eligible Institution that completes this form must communicate the guarantee to the Depositary and must deliver the Letter of Transmittal and certificates representing shares or a confirmation of book-entry transfer or, in the case of transfer through ATOP, a specified acknowledgement to the Depositary within the time period set forth herein. Failure to do so could result in a financial loss to such Eligible Institution.

Name of Firm:

Address:

Zip Code

Telephone No. (Including area code):

Authorized Signature:

Name:

Please Print

Title:

Date:

NOTE: DO NOT SEND SHARE CERTIFICATES WITH THIS FORM. CERTIFICATES FOR SHARES SHOULD BE SENT WITH THE LETTER OF TRANSMITTAL.

GARTNER GROUP, INC.
OFFER TO PURCHASE FOR CASH
UP TO 15,700,000 SHARES OF COMMON STOCK,
CONSISTING OF
UP TO 9,600,000 SHARES OF CLASS A COMMON STOCK AND
UP TO 6,100,000 SHARES OF CLASS B COMMON STOCK,
EACH AT A PURCHASE PRICE NOT LESS THAN \$21 NOR
MORE THAN \$24 PER SHARE

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS EXPIRE AT 12:00 MIDNIGHT,
NEW YORK CITY TIME, ON TUESDAY, AUGUST 24, 1999, UNLESS THE OFFER IS EXTENDED.

July 27, 1999

To Our Clients:

Enclosed for your consideration are the Offer to Purchase dated July 27, 1999 (the "Offer to Purchase") and the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer") in connection with the offer by Gartner Group, Inc., a Delaware corporation (the "Company"), to purchase up to 15,700,000 shares of its Common Stock, par value \$0.0005 per share, consisting of up to 9,600,000 shares of Common Stock, Class A ("Class A Common Stock") and 6,100,000 shares of Common Stock, Class B ("Class B Common Stock"; together with the Class A Common Stock, the "Shares" or the "Common Stock"), at prices not less than \$21 nor more than \$24 per share, net to the seller in cash, without interest, as specified by stockholders tendering their Shares, upon the terms and subject to the conditions of the Offer.

The Company will, upon the terms and subject to the conditions of the Offer, determine the single per share price, not less than \$21 nor more than \$24 per share, net to the seller in cash, without interest, that it will pay for shares of Class A Common Stock properly tendered pursuant to the Offer and not properly withdrawn (the "Class A Purchase Price"), taking into account the number of shares of Class A Common Stock so tendered and the prices specified by tendering stockholders. Such purchase price will be the lowest purchase price that will allow the Company to buy 9,600,000 shares of Class A Common Stock (or such lesser number of shares as are properly tendered).

Similarly, the Company will determine the single per share price, not less than \$21 nor more than \$24 per share, net to the seller in cash, without interest, that it will pay for shares of Class B Common Stock properly tendered pursuant to the Offer and not properly withdrawn (the "Class B Purchase Price"; the Class A Purchase Price and Class B Purchase Price are each referred to as a "Purchase Price"), taking into account the number of shares of Class B Common Stock so tendered and the prices specified by tendering stockholders. Such purchase price will be the lowest purchase price that will allow it to buy 6,100,000 shares of Class B Common Stock (or such lesser number of shares as are properly tendered). The Class A Purchase Price and the Class B Purchase Price need not be identical.

Notwithstanding the foregoing, however, the Class A Common Stock and Class B Common Stock shall only be repurchased in the same proportion as the ratio of the numbers of shares of Class A Common Stock and Class B Common Stock outstanding as of July 26, 1999. At such date, 63,992,550 shares of Class A Common Stock were outstanding, representing 61.1% of the outstanding Common Stock, and 40,689,648 shares of Class B Common Stock were outstanding, representing 38.9% of the outstanding Common Stock. If stockholders do not properly tender shares in these proportions, then the Company will only purchase the largest number of properly tendered shares of each class that will enable it to maintain these proportions, and

the Purchase Price for each class will be determined upon the basis of the number of shares of such class so purchased.

Subject to the foregoing, all shares of a class properly tendered prior to the Expiration Date (as defined in the Offer to Purchase) at prices at or below the applicable Purchase Price, and not properly withdrawn, will be purchased at the applicable Purchase Price, upon the terms and subject to the conditions of the Offer, including the proportionality and proration provisions. All shares of a class acquired in the Offer will be acquired at the Purchase Price for that class. Shares tendered at prices in excess of the applicable Purchase Price and shares not purchased because of the proportionality and proration provisions will be returned at the Company's expense to the stockholders who tendered such shares.

The Company reserves the right, in its sole discretion, to purchase more than an aggregate of 15,700,000 shares of Common Stock pursuant to the Offer, provided that the Company will only repurchase shares of Class A Common Stock and Class B Common Stock in the same proportion as the ratio of the numbers of shares of Class A Common Stock and Class B Common Stock outstanding on July 26, 1999.

Upon the terms and subject to the conditions of the Offer, if at the Expiration Date more than 9,600,000 shares of Class A Common Stock or more than 6,100,000 shares of Class B Common Stock (or in each case such greater number of shares of such class as the Company may elect to purchase) are properly tendered at or below the Purchase Price for such class and not properly withdrawn, the Company will buy shares of such class first from any person (an "Odd Lot Holder") who owned beneficially or of record, as of the close of business on July 27, 1999, and who continues to own beneficially or of record, as of the Expiration Date, an aggregate of fewer than 100 shares of such class and so certified in the appropriate place on the Letter of Transmittal (and, if applicable, on a Notice of Guaranteed Delivery) and who properly tenders all such person's shares of such class at or below the applicable Purchase Price, and then on a pro rata basis from all other stockholders who properly tender shares of such class at prices at or below the applicable Purchase Price (and do not properly withdraw such shares prior to the Expiration Date).

A TENDER OF YOUR SHARES CAN BE MADE ONLY BY US AS THE HOLDER OF RECORD THEREOF AND PURSUANT TO YOUR INSTRUCTIONS. THE LETTER OF TRANSMITTAL IS FURNISHED TO YOU FOR YOUR INFORMATION ONLY AND CANNOT BE USED BY YOU TO TENDER YOUR SHARES HELD BY US FOR YOUR ACCOUNT.

Accordingly, we request instructions as to whether you wish to tender any or all of the Shares held by us for your account, upon the terms and subject to the conditions of the Offer.

Please note the following:

1. Shares may be tendered at prices not less than \$21 nor more than \$24 per share, or at the price determined by the "Dutch Auction" tender process as indicated in the attached Instruction Form, net to the seller in cash, without interest. You should mark the box entitled "Shares Tendered at Price Determined by Dutch Auction" if you are willing to accept the Purchase Price resulting from the Dutch Auction tender process. This could result in your receiving the minimum price of \$21 per share. If you do not mark any box under "Selection of Purchase Price," it will be assumed that you elected to tender Shares at the Dutch Auction price.

2. You may designate the order in which the Company will purchase your shares in the event of proration.

3. The Offer is not conditioned on any minimum number of Shares being tendered. The Offer is, however, subject to certain other conditions set forth in the Offer to Purchase.

4. The Offer, proration period and withdrawal rights will expire at 12:00 Midnight, New York City time, on Tuesday, August 24, 1999, unless the Offer is extended.

5. The Offer is for 15,700,000 shares of Common Stock, consisting of 9,600,000 shares of Class A Common Stock and 6,100,000 shares of Class B Common Stock, constituting in the aggregate approximately 15% of the Shares outstanding as of July 17, 1999. However, the Company will only

repurchase shares of Class A Common Stock and Class B Common Stock in the same proportion as the ratio of the numbers of shares of Class A Common Stock and Class B Common Stock outstanding as of July 17, 1999. If stockholders do not properly tender shares in these proportions, then the Company will only purchase the largest number of properly tendered shares of each class that will enable it to maintain these proportions, and the Purchase Price for each class will be determined upon the basis of the number of shares of such class so purchased.

6. The Board of Directors of the Company has approved the Offer. However, neither the Company nor its Board of Directors nor the Dealer Manager (as defined in the offer to Purchase makes any recommendation to stockholders as to whether to tender or refrain from tendering Shares. Each stockholder must make the decision whether to tender such stockholder's Shares and, if so, how many Shares to tender and at the price or prices at which such Shares should be tendered.

7. Tendering stockholders will not be obligated to pay any brokerage fees or commissions or solicitation fees to the Company or the Dealer Manager, the Depositary, or the Information Agent (each as defined in the Offer to Purchase) or, except as set forth in the Offer to Purchase and the Letter of Transmittal, stock transfer taxes on the transfer of Shares pursuant to the Offer.

If (i) you owned beneficially or of record, as of the close of business on July 27, 1999 and continue to own beneficially or of record, as of the Expiration Date, an aggregate of fewer than 100 shares of a class; (ii) you instruct us to tender on your behalf all such shares at or below the applicable Purchase Price prior to the Expiration Date; and (iii) you complete the section entitled "Odd Lots" in the attached Instruction Form, the Company, upon the terms and subject to the conditions of the Offer, will accept all such shares for purchase before proration, if any, of the purchase of other shares of that class properly tendered at or below the applicable Purchase Price.

If you wish to tender shares of both Class A Common Stock and Class B Common Stock, you must complete a separate Instruction Form for each class of shares so tendered. We must submit separate Letters of Transmittal on your behalf for each such class of shares. Moreover, if you wish to tender portions of your Shares at different prices, you must complete a separate Instruction Form for each price at which you wish to tender each such portion of your Shares. We must submit separate Letters of Transmittal on your behalf for each such price you will accept for each such portion tendered. The same shares cannot be tendered at more than one price.

If you wish to have us tender any or all of your Shares, please so instruct us by completing, executing, detaching and returning to us the attached Instruction Form. An envelope to return your Instruction Form to us is enclosed. If you authorize us to tender your Shares, all such Shares will be tendered unless otherwise indicated on the attached Instruction Forms.

PLEASE FORWARD YOUR INSTRUCTION FORMS TO US AS SOON AS POSSIBLE TO ALLOW US AMPLE TIME TO TENDER YOUR SHARES ON YOUR BEHALF PRIOR TO THE EXPIRATION OF THE OFFER.

As described in the Offer to Purchase, if more than 9,600,000 shares of Class A Common Stock or more than 6,100,000 shares of Class B Common Stock (or in each case such greater number of Shares as the Company may elect to purchase) have been properly tendered at or below the applicable Purchase Price and not properly withdrawn prior to the Expiration Date, the Company will purchase tendered shares of such class on the basis set forth below:

1. first, the Company will purchase all shares of such class properly tendered and not properly withdrawn prior to the Expiration Date by any Odd Lot Holder who:
 - (a) tenders all shares of such class owned beneficially or of record by such Odd Lot Holder at a price at or below the applicable Purchase Price (tenders of less than all shares of such class owned by such Odd Lot Holder will not qualify for this preference); and
 - (b) completes the box captioned "Odd Lots" in the Letter of Transmittal and, if applicable, in the Notice of Guaranteed Delivery; and

2. second, after purchasing of all of the foregoing shares of such class, the Company will purchase all other shares of such class properly tendered at prices at or below the applicable Purchase Price and not properly withdrawn prior to the Expiration Date, on a pro rata basis (with appropriate adjustments to avoid purchases of fractional shares) as described in the Offer to Purchase.

The Offer is being made solely pursuant to the Offer to Purchase and the related Letter of Transmittal and is being made to all holders of Shares who were holders as of July 27, 1999. The Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of Shares residing in any jurisdiction in which the making of the Offer or acceptance thereof would not be in compliance with the securities or other laws of such jurisdiction.

INSTRUCTION FORM

INSTRUCTIONS FOR TENDER OF SHARES OF GARTNER GROUP, INC.

The undersigned acknowledge(s) receipt of your letter, the enclosed Offer to Purchase dated July 27, 1999 (the "Offer to Purchase") and the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer") in connection with the offer by Gartner Group, Inc., a Delaware corporation (the "Company"), to purchase up to 15,700,000 shares of Common Stock, consisting of 9,600,000 shares of Common Stock, Class A, par value \$0.0005 per share ("Class A Common Stock"), and 6,100,000 shares of Common Stock, Class B, par value \$0.0005 per share ("Class B Common Stock"; together with the Class A Common Stock, the "Shares" or the "Common Stock"), at prices not less than \$21 nor more than \$24 per share, net to the seller in cash, without interest, as specified by stockholders tendering their Shares, upon the terms and subject to the conditions of the Offer.

This will instruct you to tender to the Company, on the undersigned's behalf, the number of Shares indicated of the class below (or if no number is indicated below, all Shares) which are beneficially owned by the undersigned and registered in the undersigned's name, upon the terms and subject to the conditions of the Offer.

CLASS OF SHARES BEING TENDERED (Check one box only):

☐ Class A Common Stock

☐ Class B Common Stock

NUMBER OF SHARES TO BE TENDERED: _____ SHARES*

SELECTION OF PURCHASE PRICE
(SEE INSTRUCTION 6 OF LETTER OF TRANSMITTAL)

1. SHARES TENDERED AT PRICE DETERMINED BY DUTCH AUCTION:

☐ The undersigned wants to maximize the chance of having the Company purchase all Shares the undersigned is tendering (subject to the proportionality and proration provisions of the Offer to Purchase). Accordingly, BY CHECKING THIS BOX INSTEAD OF ONE OF THE PRICES BELOW**, the undersigned hereby tenders Shares and is willing to accept the Purchase Price resulting from the Dutch Auction tender process. This action will result in receiving a price per share as low as \$21 or as high as \$24.

CHECK THE BOX ABOVE OR CHECK ONE BOX BELOW**

2. SHARES TENDERED AT PRICE DETERMINED BY STOCKHOLDER:

By checking ONE of the boxes below INSTEAD OF THE BOX ABOVE**, the undersigned hereby tenders Shares at the price checked. This action could result in none of the Shares being purchased if the Purchase Price for the Shares is less than the price checked. A stockholder who desires to tender Shares at more than one price must complete a separate Instruction Form for each price at which Shares are tendered. The same Shares cannot be tendered at more than one price.

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

<input type="checkbox"/> \$21.00	<input type="checkbox"/> \$21.625	<input type="checkbox"/> \$22.25	<input type="checkbox"/> \$22.875	<input type="checkbox"/> \$23.50
<input type="checkbox"/> \$21.125	<input type="checkbox"/> \$21.75	<input type="checkbox"/> \$22.375	<input type="checkbox"/> \$23.00	<input type="checkbox"/> \$23.625
<input type="checkbox"/> \$21.25	<input type="checkbox"/> \$21.875	<input type="checkbox"/> \$22.50	<input type="checkbox"/> \$23.125	<input type="checkbox"/> \$23.75
<input type="checkbox"/> \$21.375	<input type="checkbox"/> \$22.00	<input type="checkbox"/> \$22.625	<input type="checkbox"/> \$23.25	<input type="checkbox"/> \$23.875
<input type="checkbox"/> \$21.50	<input type="checkbox"/> \$22.125	<input type="checkbox"/> \$22.75	<input type="checkbox"/> \$23.375	<input type="checkbox"/> \$24.00

- -----

* Unless otherwise indicated, it will be assumed that all shares of the specified class held by us for your account are to be tendered.

** If you do not indicate the purchase price of shares being tendered, it will be assumed that all shares are tendered at the Dutch Auction price.

ODD LOTS

[] By checking this box, the undersigned represents that the undersigned owned beneficially or of record, as of the close of business on July 27, 1999, and continues to own beneficially or of record, as of the Expiration Date, an aggregate of fewer than 100 shares of the specified class and is tendering all of such Shares.

THE METHOD OF DELIVERY OF THIS INSTRUCTION FORM IS AT THE OPTION AND RISK OF THE TENDERING STOCKHOLDER. IF DELIVERY IS BY MAIL, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED, IS RECOMMENDED. IN ALL CASES, SUFFICIENT TIME SHOULD BE ALLOWED TO ASSURE DELIVERY.

SIGN HERE:

Print Name(s):

Address(es):

Telephone No. (including area code):

Facsimile No. (including area code):

Taxpayer Identification or Social Security
Number:

THIS INSTRUCTION FORM MUST BE RETURNED TO THE BROKERAGE FIRM
MAINTAINING YOUR ACCOUNT.

IMMEDIATE ATTENTION REQUIRED

August 6, 1999

RE: The Gartner Group, Inc. Savings and Investment Plan

Dear Plan Participant:

Our records reflect that, as a participant in the plan above (the "Plan"), a portion of your individual account is invested in the Gartner Group Stock Fund. Gartner Group, Inc. has initiated an offer to purchase up to 15,700,000 shares of its Common Stock.

Enclosed are tender offer materials and a Direction Form that require your immediate attention. These materials describe an offer to purchase up to 15,700,000 shares of Gartner Group, Inc. Common Stock consisting of up to 9,600,000 shares of Class A Common Stock and up to 6,100,000 shares of Class B Common Stock at prices not less than \$21.00 nor greater than \$24.00 per share. As described below, you have the right to instruct Fidelity Management Trust Company ("Fidelity"), as trustee of the Plan, concerning whether to tender shares of Gartner Group, Inc. Class A Common Stock (of which the Gartner Group Stock Fund is comprised) credited to your individual account under the Plan, and at which price or prices.

YOU WILL NEED TO COMPLETE THE ENCLOSED DIRECTION FORM AND RETURN IT TO FIDELITY INSTITUTIONAL RETIREMENT SERVICES COMPANY IN THE ENCLOSED RETURN ENVELOPE SO THAT IT IS RECEIVED BY 12:00 MIDNIGHT, EASTERN TIME, ON AUGUST 20, 1999, UNLESS THE OFFER IS EXTENDED. IMPORTANT: PLEASE COMPLETE AND RETURN THE ENCLOSED DIRECTION FORM EVEN IF YOU DECIDE NOT TO PARTICIPATE IN THE TENDER OFFER DESCRIBED BELOW. YOU MAY ALSO INSTRUCT FIDELITY BY FACSIMILE BY FAXING BOTH SIDES OF YOUR DIRECTION FORM TO 1-888-451-8683 (TOLL FREE).

The remainder of this letter summarizes the transaction, your rights under the Plan and the procedures for completing the Direction Form. You should also review the more detailed explanation provided in the other tender offer materials including the Offer to Purchase and the related Letter of Transmittal, enclosed with this letter.

BACKGROUND

Gartner Group, Inc. (the "Company") has made a tender offer to purchase up to 15,700,000 shares of Gartner Group, Inc. Common Stock consisting of up to 9,600,000 shares of Class A Common Stock (the "Class A Shares") and up to 6,100,000 shares of Class B Common Stock (the "Class B Shares") at prices not less than \$21.00 nor greater than \$24.00 per share. The enclosed Offer to Purchase dated July 27, 1999 (the "Offer to Purchase"), and the related Letter of Transmittal (together with the Offer to Purchase, the "Offer") set forth the objectives, terms and conditions of the Offer and are being provided to all of the Company's shareholders.

The Company's Offer to Purchase extends to the Class A Shares held by the Plan. As of July 28, 1999, the Plan held approximately 78,900 Class A Shares. Only Fidelity, as trustee of the Plan, can tender these Class A Shares in the Offer. Nonetheless, as a participant under the Plan, you have the right to direct Fidelity whether or not to tender some or all of the Class A Shares credited to your individual account in the Plan, and at which price or prices. Unless otherwise required by applicable law, Fidelity will tender Class A Shares credited to participant accounts in accordance with participant instructions and Fidelity will not tender Class A Shares credited to participant accounts for which it does not receive timely instructions. IF YOU DO NOT COMPLETE THE ENCLOSED DIRECTION FORM AND RETURN IT TO FIDELITY ON A TIMELY BASIS, YOU WILL BE DEEMED TO HAVE ELECTED NOT TO PARTICIPATE IN THE OFFER AND NO CLASS A SHARES CREDITED TO YOUR PLAN ACCOUNT WILL BE TENDERED IN THE OFFER.

The Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and the trust agreement between the Company and Fidelity (the "trust agreement"), prohibits the sale of Class A Shares to the Company for less than adequate consideration, which Fidelity will determine based on the prevailing or closing market price of the Class A Shares on or about the date the Class A Shares are tendered by Fidelity pursuant to the Offer (the "prevailing or closing market price"). Accordingly, depending on the closing market price of the Class A Shares on such date, Fidelity may be unable to tender Class A Shares at certain

directed prices within the offered range. In such event, Fidelity will tender or not tender Class A Shares as follows:

- If the prevailing or closing market price is greater than the price at which a participant directed his or her Class A Shares be tendered but within the range of tender prices offered, Fidelity will follow such participant's directions regarding the percentage of Class A Shares to be tendered but will increase the price at which such Class A Shares are to be tendered to the prevailing or closing market price. This may result in some or all of such Class A Shares not being purchased by the Company.
- If the prevailing or closing market price is greater than the maximum tender price offered by the Company (\$24.00 per Class A Share), notwithstanding participants' directions to tender Class A Shares in the Offer, no Class A Shares will be tendered.
- If the prevailing or closing market price is lower than the price at which a participant directed his or her Class A Shares to be tendered, notwithstanding the lower closing market price, Fidelity will follow such participant's direction (or failure to direct) both as to percentage of Class A Shares to tender and as to the price at which such Class A Shares are tendered.
- Unless otherwise required by applicable law, Fidelity will not tender Class A Shares for which it has received no direction, or for which it has received a direction not to tender.

Please note that a tender of Class A Shares credited to your individual account under the Plan can be made only by Fidelity as the holder of record. DO NOT COMPLETE THE ENCLOSED LETTER OF TRANSMITTAL; IT IS FURNISHED TO YOU FOR YOUR INFORMATION ONLY AND CANNOT BE USED BY YOU TO TENDER DIRECTLY CLASS A SHARES CREDITED TO YOUR INDIVIDUAL ACCOUNT UNDER THE PLAN. IF YOU WISH TO DIRECT FIDELITY CONCERNING THE TENDER OF YOUR CLASS A SHARES IN THE PLAN, YOU MUST COMPLETE AND RETURN THE ENCLOSED DIRECTION FORM.

FIDELITY MAKES NO RECOMMENDATION AS TO WHETHER TO DIRECT THE TENDER OF CLASS A SHARES OR WHETHER TO REFRAIN FROM DIRECTING THE TENDER OF CLASS A SHARES. EACH PARTICIPANT MUST MAKE HIS OR HER OWN DECISION ON THESE MATTERS.

CONFIDENTIALITY

TO ASSURE THE CONFIDENTIALITY OF YOUR DECISION, FIDELITY AND ITS AFFILIATES OR AGENTS WILL TABULATE THE DIRECTION FORMS. NEITHER FIDELITY NOR ITS AFFILIATES OR AGENTS WILL MAKE THE RESULTS OF YOUR INDIVIDUAL DIRECTION AVAILABLE TO THE COMPANY.

PROCEDURE FOR DIRECTING TRUSTEE

Enclosed is a Direction Form which should be completed and returned to Fidelity. Please note that the reverse side of the Direction Form indicates next to your address how many Class A Shares you have in your individual account as of July 28, 1999. However, for purposes of the final tabulation, Fidelity will apply your instructions to the number of Class A Shares credited to your account as of August 16, 1999, or as of a later date if the Offer is extended.

If you do not properly complete the Direction Form or do not return it by the deadline specified, such Class A Shares will be considered NOT TENDERED.

To properly complete your Direction Form, you must do the following:

(1) On the face of the Direction Form, check Box 1 or 2. CHECK ONLY ONE BOX:

- CHECK BOX 1 if you DO NOT want the Class A Shares credited to your individual account tendered for sale in accordance with the terms of the Offer and simply want the Plan to continue holding such Class A Shares.
- CHECK BOX 2 in all other cases and complete the table immediately below Box 2. Specify the percentage (in whole numbers) of Class A Shares credited to your individual account that you want to tender at each price indicated.

You may direct the tender of Shares credited to your account at different prices. To do so, you must state the percentage (in whole numbers) of Class A Shares to be sold at each price by filling in the percentage of such Class A Shares on the line immediately before the price. Also, you may elect to accept the per Share Purchase Price resulting from the Dutch Auction tender process, which will result in receiving a price per Class A Share as low as \$21.00 or as high as \$24.00. Leave the line blank if you want no Class A Shares tendered at that price. The total percentage of Class A Shares credited to your individual account may not exceed 100%, but it may be less than 100%. If this amount is less than 100%, you will be deemed to have instructed Fidelity NOT to tender the balance of the Class A Shares credited to your individual account.

(2) Date and sign the Direction Form in the space provided.

(3) Return the Direction Form in the enclosed return envelope so that it is received by Fidelity at the address on the return envelope (P.O. Box 9142, Hingham, MA 2043) not later than 12:00 Midnight, Eastern time, on Friday, August 20, 1999, unless the Offer is extended. If you wish to return the form by overnight mail, please send it to Fidelity's tabulation agent, Management Information Services, at 61 Accord Park Drive, Norwell, MA 02061. You may also instruct Fidelity by facsimile by faxing both sides of your Direction Form to 1-888-451-8683 (toll free).

Your direction will be deemed irrevocable unless withdrawn by 12:00 Midnight, Eastern time, on Friday, August 20, 1999, unless the Offer is extended. In order to make an effective withdrawal, you must submit a new Direction Form which may be obtained by calling Fidelity at 1-800-835-5087. Your new Direction Form must include your name, address and Social Security number. Upon receipt of a new, completed and signed Direction Form, your previous direction will be deemed canceled. You may direct the re-tendering of any Class A Shares credited to your individual account by obtaining an additional Direction Form from Fidelity and repeating the previous instructions for directing tender as set forth in this letter.

After the deadline above for returning the Direction Form to Fidelity, Fidelity and its affiliates or agents will complete the tabulation of all directions and Fidelity, as trustee, will tender the appropriate number of Class A Shares, as described in the "BACKGROUND" section above. Unless the Offer is terminated or amended in accordance with its terms, after the expiration date of the Offer the Company will determine the per Share purchase price (not less than \$21.00 nor greater than \$24.00) (the "Purchase Price"), that allows the Company to purchase 9,600,000 Class A Shares (or such lower number of Class A Shares as are properly tendered).

Notwithstanding the foregoing, GartnerGroup will only purchase Class A Shares and Class B Shares in the same proportion as the ratio of the number of Class A Shares and Class B Shares outstanding. As such, if an insufficient number of shares of either class of stock is tendered, the number of shares of the other class of stock purchased under the Offer will be reduced to maintain such proportion of repurchased shares of each class. If the number of shares of a class of stock is reduced, the price per share of such class will be determined based on the reduced number of shares and the prices specified by participants in the Offer.

The Company will then buy all such Class A Shares, up to 9,600,000, that were tendered at the Purchase Price or below. All participants who tender Class A Shares at or below the Purchase Price will receive the same per Share Purchase Price for Class A Shares accepted for purchase. If there is an excess of Class A Shares tendered over the exact number desired by the Company at the Purchase Price, Class A Shares tendered pursuant to the Offer may be subject to proration, as set forth in Section 1 of the Offer to Purchase. If you direct the tender of any Class A Shares credited to your individual account at a price in excess of the Purchase Price as finally determined, or in the event of proration, those Class A Shares not purchased in the Offer will remain allocated to your individual account under the Plan.

The preferential treatment of holders of fewer than 100 Class A Shares, as described in Section 2 of the Offer to Purchase, will not be afforded to participants in the Plan, regardless of the number of Class A Shares held within their individual accounts.

EFFECT OF TENDER ON YOUR ACCOUNT

As of 4:00 p.m., Eastern Time, on Monday, August 16, 1999, you will NOT be able to make exchanges out of the Gartner Group Stock Fund (the "Stock Fund") until all tender offer processing has been completed. Further, all distributions, loans and withdrawals from balances in the Stock Fund in the Plan will be frozen after that time. However, balances in the Stock Fund will be utilized to calculate amounts eligible for distributions, loans and withdrawals throughout the freeze. Contributions to and exchanges from other investment options into the Stock Fund may continue throughout the tender offer and will be unaffected by the freeze. FOR ADMINISTRATIVE PURPOSES, THE ACCOUNTS OF ALL PLAN PARTICIPANTS WILL BE TEMPORARILY FROZEN, REGARDLESS OF WHETHER YOU ELECT TO TENDER YOUR CLASS A SHARES, AND WILL REMAIN FROZEN UNTIL ALL TENDER OFFER PROCESSING HAS BEEN COMPLETED. Fidelity will complete processing as soon as administratively possible. Fidelity anticipates that the processing will be completed five to seven business days after receipt of proceeds from the Company.

For any Class A Shares in the Plan that are tendered and purchased by the Company, the Company will pay cash to the Plan. INDIVIDUAL PARTICIPANTS IN THE PLAN WILL NOT, HOWEVER, RECEIVE ANY CASH TENDER PROCEEDS DIRECTLY. ALL SUCH PROCEEDS WILL REMAIN IN THE PLAN AND MAY BE WITHDRAWN ONLY IN ACCORDANCE WITH THE TERMS OF THE PLAN.

Fidelity will invest proceeds received with respect to Shares credited to your account in the Fidelity Money Market Trust: Retirement Government Money Market Portfolio as soon as administratively possible after receipt of proceeds. You may call Fidelity at 1-800-835-5087 after the reinvestment is complete to learn the effect of the tender on your account or to have the proceeds from the sale of Class A Shares which were invested in the Fidelity Money Market Trust: Retirement Government Money Market Portfolio invested in other investment options offered under the Plan.

SHARES OUTSIDE THE PLAN

If you hold Class A or Class B Shares directly, you will receive, under separate cover, tender offer materials directly from the Company which can be used to tender such Class A or Class B Shares directly to the Company. THOSE TENDER OFFER MATERIALS MAY NOT BE USED TO DIRECT FIDELITY TO TENDER OR NOT TENDER THE CLASS A SHARES CREDITED TO YOUR INDIVIDUAL ACCOUNT UNDER THE PLAN. The direction to tender or not tender Class A Shares credited to your individual account under the Plan may only be made in accordance with the procedures in this letter. Similarly, the enclosed Direction Form may not be used to tender non-Plan Class A or Class B Shares.

FURTHER INFORMATION

If you require additional information concerning the procedure to tender Class A Shares credited to your individual account under the Plan, please contact Fidelity at 1-800-835-5087. If you require additional information concerning the terms and conditions of the Offer, please call Morrow & Co., Inc., the Information Agent, at 1-800-566-9061.

Sincerely,

Fidelity Management Trust Company

GARTNER GROUP TENDER OFFER
TRUSTEE DIRECTION FORM

BEFORE COMPLETING THIS FORM, PLEASE READ CAREFULLY THE ACCOMPANYING OFFER TO PURCHASE AND ALL OTHER ENCLOSED MATERIALS.

INSTRUCTIONS

CAREFULLY COMPLETE THE REVERSE SIDE OF THIS DIRECTION FORM. INSERT TODAY'S DATE AND SIGN YOUR NAME IN THE SPACES PROVIDED. ENCLOSE THE DIRECTION FORM IN THE INCLUDED POSTAGE PREPAID ENVELOPE AND MAIL IT PROMPTLY. YOUR DIRECTION FORM MUST BE RECEIVED BY FIDELITY AT THE ADDRESS ON THE ENCLOSED RETURN ENVELOPE NOT LATER THAN 12:00 MIDNIGHT, EASTERN TIME, ON AUGUST 19, 1999, UNLESS THE OFFER IS EXTENDED. PLEASE COMPLETE AND RETURN THE DIRECTION FORM EVEN IF YOU DECIDE NOT TO PARTICIPATE IN THE OFFER. DIRECTION FORMS THAT ARE NOT FULLY OR PROPERLY COMPLETED, DATED, AND SIGNED, OR THAT ARE RECEIVED AFTER THE DEADLINE, WILL BE IGNORED, AND FIDELITY WILL NOT TENDER THE SHARES CREDITED TO YOUR INDIVIDUAL ACCOUNT UNDER THE PLAN, UNLESS OTHERWISE REQUIRED BY APPLICABLE LAW.

FIDELITY MAKES NO RECOMMENDATION TO PARTICIPANTS AS TO WHETHER TO DIRECT THE TENDER OF CLASS A SHARES, THE PRICE AT WHICH TO TENDER, OR TO REFRAIN FROM DIRECTING THE TENDER OF CLASS A SHARES. EACH PARTICIPANT MUST MAKE HIS OR HER OWN DECISION ON THESE MATTERS.

AS OF JULY 28, 1999, THE NUMBER OF CLASS A SHARES CREDITED TO YOUR INDIVIDUAL ACCOUNT UNDER THE PLAN IS SHOWN TO THE RIGHT OF YOUR ADDRESS.

DATE _____, 1999

YOUR SIGNATURE (PLEASE SIGN AS YOUR NAME
APPEARS AT LEFT)

(CHECK BOX ONE OR TWO)

- [] 1. Please refrain from tendering and continue to HOLD all Class A Shares credited to my individual account under the Plan.
- [] 2. Please TENDER Class A Shares credited to my individual account under the Plan in the percentage indicated below for each of the prices provided. (The total of the percentages may NOT exceed 100%, but it may be less than or equal to 100%). A blank space before a given price will be taken to mean that no Class A Shares credited to my account are to be tendered at that price. FILL IN THE TABLE BELOW ONLY IF YOU HAVE CHECKED BOX 2.

Percentage of Class A Shares Directed to be Tendered (The total of all percentages must be less than or equal to 100%. If the total is less than 100%, you will be deemed to have directed Fidelity NOT to tender the remaining percentage.)

_____ Price to be Determined by the Dutch Auction tender process, which could be as low as \$21.00 or as high as \$24.00.

% at \$21.000	% at \$22.000	% at \$23.000
% at \$21.125	% at \$22.125	% at \$23.125
% at \$21.250	% at \$22.250	% at \$23.250
% at \$21.375	% at \$22.375	% at \$23.375
% at \$21.500	% at \$22.500	% at \$23.500
% at \$21.625	% at \$22.625	% at \$23.625
% at \$21.750	% at \$22.750	% at \$23.750
% at \$21.875	% at \$22.875	% at \$23.875
		% at \$24.000

The undersigned hereby directs Fidelity Management Trust Company ("Fidelity"), as Trustee of the Gartner Group, Inc. Savings and Investment Plan (the "Plan") to tender to Gartner Group, Inc. (the "Company"), in accordance with the Offer to Purchase, dated July 27, 1999, a copy of which I have received and read, the indicated percentages of Class A shares of the Company's common stock, (the "Class A Shares"), credited to my individual account under the Plan, or to hold such Class A Shares, in either case as provided above.

[Gartner Group Logo]

GARTNER GROUP, INC.
56 TOP GALLANT ROAD
STAMFORD, CT 06904

August 6, 1999

To Our Stockholders of Record:

You should have received materials dated July 27, 1999 describing the offer by Gartner Group, Inc. to purchase up to 15,700,000 shares of Common Stock, consisting of up to 9,600,000 shares of Class A Common Stock and up to 6,100,000 shares of Class B Common Stock from existing stockholders. Included in those materials were a separate Letter of Transmittal for our Class A shares, a separate Letter of Transmittal for our Class B shares and a Notice of Guaranteed Delivery. Each of the Letters of Transmittal and the Notice of Guaranteed Delivery previously sent to you contain printing errors in the sections entitled "Selection of Purchase Price." We have enclosed two new documents, each entitled "Letter of Transmittal Revised as of August 6, 1999" and one new document, entitled "Notice Revised as of August 6, 1999," which correct the printing errors.

The printing errors appear in a similar section in each document entitled "Selection of Purchase Price." This section allows stockholders to select the purchase price at which their shares are being tendered in increments of \$0.125 (1/8th of a dollar) not less than \$21.00 nor more than \$24.00 per share. Each such document erroneously included possible prices of \$21.675 (instead of the correct price of \$21.625); \$22.675 (instead of \$22.625); and \$23.675 (instead of \$23.625). The revised documents contain the correct prices.

IF YOU HAVE NOT YET TENDERED YOUR SHARES, THEN PLEASE MAKE ALL TENDERS USING THE REVISED MATERIALS ENCLOSED WITH THIS LETTER.

If you have already tendered your shares and you selected either the price determined through the Dutch Auction process or a price other than \$21.675, \$22.675 or \$23.675, then you need not do anything further. In such event, your tender was unambiguous and (assuming all other tender conditions were met) the tender remains valid.

If we have received tender material from you using the earlier, erroneous version of a Letter of Transmittal or Notice of Guaranteed Delivery (or if we receive such materials from you after the date hereof), and you selected a price of \$21.675, \$22.675 or \$23.675, we will treat that selection as a choice of \$21.625, \$22.625 or \$23.625, respectively, unless we receive revised materials from you prior to the Expiration Date (12:00 midnight, New York City time, on Tuesday, August 24, 1999). You may also elect to withdraw your tender in the manner provided in the Offer to Purchase, at any time prior to the Expiration Date.

We appreciate your assistance and apologize for any inconvenience the printing errors may have caused.

Sincerely,

GARTNER GROUP, INC.

Michael D. Fleisher
Executive Vice President and
Chief Financial Officer