

COMPANIES FORM No. 169

Return by a company its own shares



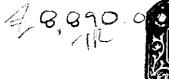


CHA 116

Pursuant to section 169 of the Companie

Swan Hill Group Plc

Please do not write in this margin



To the Registrar of ((Address overleaf)



or offical use

Company number

55973



bold block lettering Name of company

Please complete legibly, preferably in black type, or

* insert full name of company

Note

This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company

§ A private company is not required to give this information Shares were purchased by the company under section 162 of the above Act as follows:

Class of Shares	Ordinary
Number of shares purchased	2,777,398
Nominal value of each share	25 pence
Date(s) on which the shares were delivered to the company	04/10/1999
Maximum prices paid \$ for each share	64 pence
Minimum prices paid \$ for each share	64 pence

The aggregate amount paid by the company for the shares to which this return relates was:

£ 1,777,534.72

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100

8,887.67

Signed

Designation ‡

20/10/99.

Date Kanpany Seeskary

#Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Presentor's name address and reference (if any): Linklaters & Alliance One Silk Street London

DX: 10 CDE Ref: PWXB

EC2Y 8HQ

For official Use General Section

Post room



COMPANIES HOUSE

06/12/99

1. Before this form is delivered to Companies House it must be "stamped" by an Inland Revenue Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. Inland Revenue Stamp Offices are located at:

Birmingham Stamp Office Ground Floor City House

140-146 Edmund Street Birmingham B3 2LG

Bristol Stamp Office The Pithay All Saints Street Bristol

BS1 2NY

Manchester Stamp Office Alexandra House

Parsonage Manchester M60 9BT

DX: 15001 Birmingham 1 Tel: 0121 200 3001

DX: 7899 Bristol 1 Tel: 0117 945 6874/5 DX: 14430 Manchester Tel: 0161 833 2752

Newcastle Stamp Office 15th Floor, Cale Cross House

156 Pilgrim Street Newcastle Upon Tyne

NE1 6TF

Edinburgh Stamp Office

Mulberry House 16 Picardy Place Edinburgh EH1 3NF

DX: 61021 Newcastle Upon Tyne

Tel: 0191 245 0200

DX: ED 303 Edinburgh 1 Tel: 0131 556 8511

London Stamp Office (Personal callers only) South West Wing

Bush House Strand

Worthing Stamp Office (Postal applications only)

Ground Floor East Block **Barrington Road** Worthing BN12 4SE

London WC2B 4QN

DX: 3799 Worthing 1 Tel: 01903 508930

Tel: 0171 438 7252/7452

Cheques for Stamp Duty must be made payable to "Inland Revenue - Stamp Duties" and crossed "Not Transferable".

NOTE. This form must be presented to an Inland Revenue Stamp Office for stamping together with the payment of duty within 30 days of the allotment of shares, otherwise Inland Revenue penalties may be incurred.

2. After this form has been "stamped" and returned to you by the Inland Revenue it must be delivered to Companies House within one month of the allotment of shares. The form must be sent to:

For companies registered in:

England and Wales or Wales is:

Scotland:

The Registrar of Companies

Companies House Crown Way Cardiff CF4 3UZ

The Registrar of Companies

37 Castle Terrace

Edinburah EH1 2EB

DX: 33050 Cardiff

DX: 235 Edinburgh