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COMPANIES FORM No. 169

Return by a company purchasing its own shares

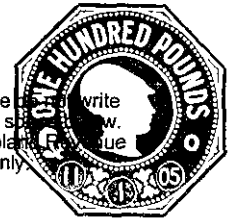


169

CHWP000

Please do not
write in
this margin

Pursuant to section 169 of the Companies Act 1985

Please
write
in the space
For inland
use onlyPlease complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

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3805412

Name of company

* insert full name
of company

* PHS GROUP PLC

NoteThis 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

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	Ord.		
Number of shares purchased	450,000		
Nominal value of each share	10p		
Date(s) on which the shares were delivered to the company	15/DEC/04		
Maximum prices paid \$ for each share	81.5p		
Minimum prices paid \$ for each share	81.5p		

§ A private company
is not required to
give this informationThe aggregate amount paid by the company for the shares
to which this return relates was:

£ 366,750

Stamp Duty is payable on the aggregate amount at the rate
of 1/2% rounded up to the nearest multiple of £5

£ 1,835

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

Signed

Designation ‡ DIRECTOR

Date 29. Dec. 04

Presentor's name address and
reference (if any) :For official Use (10/03)
General Section

Post room

A43
COMPANIES HOUSE0601
15/01/05