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COMPANIES FORM No. 122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

122

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

*Insert full name
of company

To the Registrar of Companies

For official use Company number

Name of company

* *Edinburgh Fund Managers Group plc*

157875

gives notice that:

Following the passing of a special resolution by the Company in general meeting on 20 May 1997, the Company was authorised in accordance with section 166 of the Companies Act 1985 to make purchases of ordinary shares of 5p each in the Company up to a limit of 10 per cent of the issued share capital of the Company at the time of the passing of the special resolution (which was 28,633,845 ordinary shares); the Company duly purchased 10,000 ordinary shares of the Company on a recognised investment exchange on 25 June 1997 and as a consequence of the share buy-back, the shares purchased were cancelled and the Company's issued share capital was reduced from 27,793,845 ordinary shares to 27,783,845 ordinary shares accordingly.

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

Signed

Catharine Smith

Designation†

SECRETARY

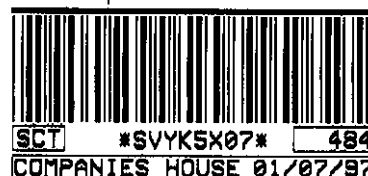
Date

30 June 1997

Presentor's name, address and
reference (if any):
Shepherd & Wedderburn, WS
Saltire Court
20 Castle Terrace
Edinburgh EH1 2ET
DX553049 EDINBURGH -18

For official use
General Section

Post room

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