

Return by a public company purchasing its own shares for holding in treasury

Pursuant to section 169(1B) of the Companies Act 1985

Company Number

2714781

Company Name in full

CLS HOLDINGS PLC

PART A: PURCHASE BY COMPANY OF ITS OWN SHARES FOR HOLDING IN TREASURY

Class of shares
(ordinary or preference etc)

ORDINARY

Number of shares

1,356,909

Date(s) shares de-
livered to the company

21/11/2005

For each share:

Nominal value

25 PENCE

Maximum price paid

£5.10

Minimum price paid

£5.10

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

£

6,920,235.90

Stamp Duty is payable on the aggregate amount at the
rate of 0.5 % rounded up to the nearest multiple of £5

£

34,605.00

PART B: FULLY PAID BONUS SHARES PLACED IN TREASURY PURSUANT TO SECTION 162C(6) OF THE COMPANIES ACT 1985

Class of shares
(ordinary or preference etc)

Number of shares

Nominal value of each
share

Date(s) shares de-
livered to the company

** Delete as
appropriate

Signed

[Signature]

Date

1st December, 2005

(**a director / secretary / administrator / administrative receiver / receiver manager / receiver)

You do not have to give any contact
information in the box opposite, but if you
do, it will help Companies House to
contact you if there is a query on the form.
The contact information that you give will
be visible to searchers of the public
record.



A46
COMPANIES HOUSE
08/12/2005

When you have completed and signed the form and it has been stamped by
the Inland Revenue please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
DX 235 Edinburgh or LP - 4 Edinburgh 2
for companies registered in Scotland

Notes for completion

1. If this return shows that shares have been purchased to be held in treasury, before it is delivered to Companies House the return must be "stamped" by the Inland Revenue Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. **If the return has not been stamped Inland Revenue penalties may apply.** The Inland Revenue Stamp Office is located at:

London Stamp Office
Ground Floor
South West Wing
Bush House
Strand
London
WC2B 4QN

Tel: 020 7438 7252 / 7452

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

2. After this form has been "stamped" and returned to you by the Inland Revenue it must be sent to the Registrar of Companies (addresses overleaf).
3. Note: If this return shows that fully paid bonus shares have been placed in treasury (that is, no entry has been made in part A), the form should be sent directly to Companies House.