



169A(2)

Return by a public company cancelling or selling or transferring shares from treasury

CHFP000

Pursuant to section 169A(2) of the Companies Act 1985

Please complete legibly in black type or bold block lettering

Company Number
Company Name in full

4113107

Friends Provident plc

Please do not write in the space below For Inland Revenue use only

TREASURY SHARES CANCELLED:

(Stamp Duty of £5 is payable if this return shows that treasury shares have been cancelled)

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 cancelled or sold or transferred. Any shares sold or transferred from treasury must be "qualifying shares" as defined by section 162(4) of the Companies Act 1985

Class of shares
(ordinary or preference etc)

Number of shares cancelled

Nominal value of each share

Date(s) shares were cancelled

TREASURY SHARES SOLD OR TRANSFERRED*:

*Shares may only be transferred (as opposed to sold) from treasury for the purposes of, or pursuant to, an employees' share scheme

Class of shares
(ordinary or preference etc)

Number of shares sold or transferred

Nominal value of each share

Date(s) shares were sold or transferred

Ordinary		
27,842		
£0 10		
11 May 2007		

**Delete as appropriate

Signed

[Signature]

Date

16/5/07

(*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.

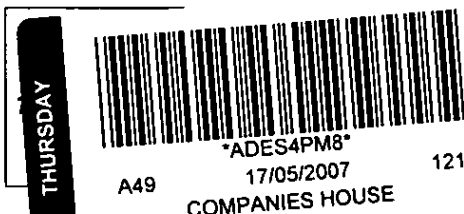
Diana Monger, Friends Provident plc, Pixham End,
Dorking, Surrey, RH4 1QA

Tel 01306 653026

DX number

DX exchange

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
for companies registered in Scotland DX 235 Edinburgh or LP - 4 Edinburgh 2



10/03

Notes for completion

1. If this return shows that treasury shares have been cancelled, before the form is delivered to Companies House it must be "stamped" by the Inland Revenue to confirm that the fixed Stamp Duty of £5 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 7 438 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 only that treasury shares have been sold or transferred (that is, none have been cancelled), the form should be sent directly to Companies House