



88(2)

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP010.

Company Number

5310128

Company Name in full

02 plc

Shares allotted (including bonus shares):

Date or period during which shares were allotted (if shares were allotted on one date enter that date in the "from" box)	From			To				
	Day	Month	Year	Day	Month	Year		
	0	1	1	2	2	0	0	5
Class of shares (ordinary or preference etc)	Ordinary		Ordinary		Ordinary			
Number allotted	1,521,647		495,602		77,000			
Nominal value of each share	0.1p		0.1p		0.1p			
Amount (if any) paid or due on each share (including any share premium)	87p		46p		64p			

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as
paid up

Consideration for which the shares
were allotted

(This information must be supported by the duly
stamped contract or by the duly stamped particulars
on Form 88(3) if the contract is not in writing)

When you have completed and signed the form send it to
the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland

DX 235 Edinburgh





88(2) cont

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Company Number

5310128

Company Name in full

02 plc

Shares allotted (including bonus shares):

Date or period during which shares were allotted (if shares were allotted on one date enter that date in the "from" box)	From			To					
	Day	Month	Year	Day	Month	Year			
	0	1	1	2	2	0	0	5	
Class of shares (ordinary or preference etc)	Ordinary			Ordinary			Ordinary		
Number allotted	86,891			3,190			18,119		
Nominal value of each share	0.1p			0.1p			0.1p		
Amount (if any) paid or due on each share (including any share premium)	44p			73.2p			53.8p		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

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Consideration for which the shares
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(This information must be supported by the duly
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88(2) cont

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CHFP010

Company Number

5310128

Company Name in full

02 plc

Shares allotted (including bonus shares):

Date or period during which shares were allotted (if shares were allotted on one date enter that date in the "from" box)	From			To				
	Day	Month	Year	Day	Month	Year		
	0	1	1	2	2	0	0	5
Class of shares (ordinary or preference etc)	Ordinary							
Number allotted	1,473							
Nominal value of each share	0.1p							
Amount (if any) paid or due on each share (including any share premium)	91.6p							

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as
paid up

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Consideration for which the shares
were allotted

(This information must be supported by the duly
stamped contract or by the duly stamped particulars
on Form 88(3) if the contract is not in writing)

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name Cazenove Nominees Limited, PartID: 142CN	Class of shares allotted Ordinary	Number allotted 77,000
Address 20 Moorgate London		
UK postcode EC4R 6DA		
Name See attached	Class of shares allotted Ordinary	Number allotted 174,787
Address		
UK postcode		
Name Lloyds TSB Registrars Corporate Nominees Limited, PartID: OMKAV	Class of shares allotted Ordinary	Number allotted 1,952,135
Address The Causeway Worthing West Sussex		
UK postcode BN99 6DA		
Name	Class of shares allotted Ordinary	Number allotted
Address		
UK postcode		

Please enter the number of continuation sheets (if any) attached to this form

☐

Signed

[Signature]

Date

16/1/06

*director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Secretarial Services Manager, O2 plc, Wellington Street	
Slough, Berkshire SL1 1YP	
Tel 01753 628096	
DX number	DX exchange

O2 Share Option Plan

Name	Address	Options granted	Vesting date	Status	Option Price (£)	Shares allotted	Cost of shares
Kevin	182 Valley Road, Ipswich, Suffolk IP4 3AJ	23-Nov-01	23-Nov-04	Approved	0.87	3,885	3,379.95
Vikesh	15 Marathon Close, Woodley, Berkshire RG5 4JN	25-Jul-02	25-Jul-05	Approved	0.46	11,111	5,111.06
Paul	Pondside Cottage, Church Road, Kindon, Cranbrook, Kent TN17 2SF	23-Nov-01	23-Nov-04	Approved	0.87	4,707	4,095.09
David	10 Penrhyn Avenue, Drayton, Hampshire PO6 2AX	23-Nov-01	23-Nov-04	Approved	0.87	6,761	5,882.07
Anthony	The Hawthorns, Lower End, Thornborough, Buckinghamshire MK18 2DA	23-Nov-01	23-Nov-04	Approved	0.87	6,874	5,980.38
Total						33,338	£24,448.55

In accordance with the authority vested in me by the O2 plc Remuneration Committee ('the Committee'), I hereby approve the exercise of executive options by the participants listed above, resolve that said shares be allotted to the participants named, instruct Lloyds TSB Registrars to enter these allotments on to the Company's register of members and issue the relevant share certificates, and instruct the Deputy Secretary of O2 plc to attend to the necessary formalities in respect of the aforementioned options exercise.

Signed on behalf of O2 plc



Philip Bramwell
Company Secretary and General Counsel

29 December 2005

O2 Sharesave Plan - Early Exercise

Name	Address	Postcode	Shares allotted	Cost of shares
JULIAN MARK	HEATHSIDE ROAD	GU22 7EZ	5,177	£2,785.23
JONATHAN RICHARD	HARROGATE	HC2 8JL	2,157	£1,160.47
MATTHEW	BOURN ROAD	CO6 3EL	10,785	£5,802.33
STEVEN VICTOR	BROMLEY	BR2 7JD	600	£548.60
JULIAN MARK	HEATHSIDE ROAD	GU22 7EZ	873	£798.67
	Total		19,592	£11,097.30

In accordance with the authority vested in me by the O2 plc Share Schemes Committee (the Committee), I hereby approve the exercise of sharesave options by the participants listed above, resolve that said shares be allotted to the participants named, instruct Lloyds TSB Registrars to enter these allotments on to the Company's register of members and issue the relevant share certificates, and instruct the Secretary of the Committee to attend to the necessary formalities in respect of the aforementioned sharesave options exercise.

Signed on behalf of O2 plc

Christopher Fletcher Smith
Deputy Secretary

19 December 2005

O2 Sharesave Plan - Early Exercise

Name	Address	Postcode	Shares allotted	Cost of shares
Alexander Timothy	14 Eaton Road 16 Lasingham Road Ilkley Rodley West Yorkshire Leeds	LS29 9PU	20,450	£8,998.00
		LS13 1JU	8,180	£3,598.20
		Total		

In accordance with the authority vested in me by the O2 plc Share Schemes Committee (the Committee'), I hereby approve the exercise of sharesave options by the participants listed above, resolve that said shares be allotted to the participants named, instruct Lloyd's TSB Registrars to enter these allotments on to the Company's register of members and issue the relevant share certificates, and instruct the Secretary of the Committee to attend to the necessary formalities in respect of the aforementioned sharesave options exercise.

Signed on behalf of O2 plc

Christopher Fletcher Smith
Deputy Secretary

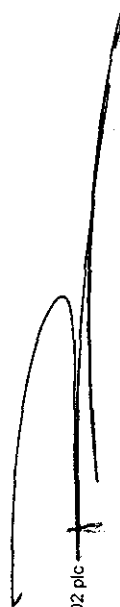
19 December 2005

O2 Share Option Plan

Name	Address	Options granted	Vesting date	Status	Option Price (£)	Shares allotted	Cost of shares
Stephen Evans	36 Sunnybank Avenue, Birchill, Onchan, Isle of Man IM3 3BP	23-Nov-01	23-Nov-04	Unapproved	0.87	3,012	2,620.44
Howard Carl Smith	60 Shaftesbury Drive, Wardle, Rochdale OL12 9LS	23-Nov-01	23-Nov-04	Approved	0.87	2,765	2,405.55
Total						5,777	£5,025.99

In accordance with the authority vested in me by the O2 plc Remuneration Committee ('the Committee'), I hereby approve the exercise of executive options by the participants listed above, resolve that said shares be allotted to the participants named, instruct Lloyds TSB Registrars to enter these allotments on to the Company's register of members and issue the relevant share certificates, and instruct the Deputy Secretary of O2 plc to attend to the necessary formalities in respect of the aforementioned options exercise.

Signed on behalf of O2 plc



Philip Bramwell
Company Secretary and General Counsel

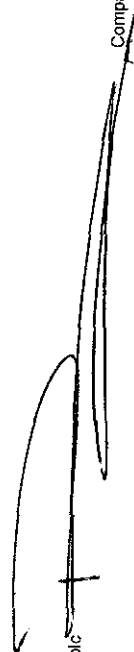
16 December 2005

O2 Share Option Plan

Name	Address	Options granted	Vesting date	Status	Option Price (£)	Shares allotted	Cost of shares
David Wrigley	42 Gasworthy Drive, Caversham Park, Reading RG4 6PD	23-Nov-01	23-Nov-04	Approved	0.87	3,691	3,211.17
Alexander Abbott	14 Eaton Road, Ilkley LS29 9PU	23-Nov-01	23-Nov-04	Approved	0.87	6,140	5,341.49
Total						9,831	£8,552.66

In accordance with the authority vested in me by the O2 plc Remuneration Committee ('the Committee'), I hereby approve the exercise of executive options by the participants listed above, resolve that said shares be allotted to the participants named, instruct Lloyds TSB Registrars to enter these allotments on to the Company's register of members and issue the relevant share certificates, and instruct the Deputy Secretary of O2 plc to attend to the necessary formalities in respect of the aforementioned options exercise.

Signed on behalf of O2 plc



Philip Bramwell
Company Secretary and General Counsel

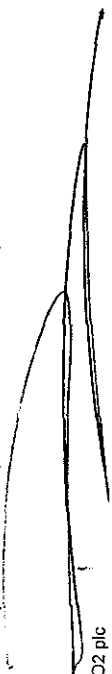
12 December 2005

O2 Share Option Plan

Name	Address	Options granted	Vesting date	Status	Option Price (£)	Shares allotted	Cost of shares
Angela Jeanne Crebbin	42 Garth Avenue, Surby, Port Ern, Isle of Man IM9 6QZ	23-Nov-01	23-Nov-04	Unapproved	0.87	5,476	4,764.21
Edward Kim Warwick-Oliver	21 Meautys, St Albans, Hertfordshire AL3 4LU	23-Nov-01	23-Nov-04	Approved	0.87	6,029	5,245.23
Barry Brissenden	25 Guildford Road, Fleet, Hampshire GU51 3ES	23-Nov-01	23-Nov-04	Approved	0.87	4,663	4,056.81
Total						16,168	£14,066.25

In accordance with the authority vested in me by the O2 plc Remuneration Committee (the Committee), I hereby approve the exercise of executive options by the participants listed above, resolve that said shares be allotted to the participants named, instruct Lloyds TSB Registrars to enter these allotments on to the Company's register of members and issue the relevant share certificates, and instruct the Deputy Secretary of O2 plc to attend to the necessary formalities in respect of the aforementioned options exercise.

Signed on behalf of O2 plc

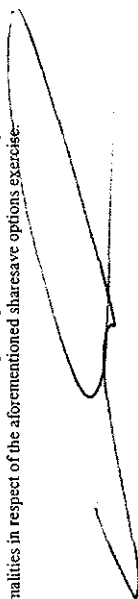

Philip Bramwell
Company Secretary and General Counsel

12 December 2005

O2 Sharesave Plan - Early Exercise

Name	Address	Postcode	Shares allotted	Cost of shares
Steven	104 Pickhurst Lane	BR2 7JD	4,215	£1,854.80
Jason	6 Castlehill	WF2 8YH	7,949	£3,497.56
James	C/o Dudley Gore & Co.	CT11 9EE	19,874	£8,744.56
Steven	104 Pickhurst Lane	BR2 7JD	3,190	£2,335.08
Total				35,228
				£16,431.80

In accordance with the authority vested in me by the O2 plc Share Schemes Committee (the Committee), I hereby approve the exercise of sharesave options by the participants listed above, resolve that said shares be allotted to the participants named, instruct Lloyds TSB Registrars to enter these allotments on to the Company's register of members and issue the relevant share certificates, and instruct the Secretary of the Committee to attend to the necessary formalities in respect of the aforementioned sharesave options exercise.



Signed on behalf of O2 plc

Christopher Fletcher Smith
Deputy Secretary

12 December 2005

