

PLEASE COMPLETE IN
TYPESCRIPT OR IN
BOLD BLACK CAPITALS

88(2)

Return of Allotment of Shares

CHFPO83

Company Number

5310128

Company name in full

O2 plc

Shares allotted (including bonus shares):

Placing of 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 |
| 17 | 03 | 2005 | | | |

| From | | | To | | |
|------|-------|------|-----|-------|------|
| Day | Month | Year | Day | Month | Year |
| | | | | | |

Class of shares
(ordinary or preference etc)

Number allotted

Nominal value of each share

Amount (if any) paid or due on each
share (including any share premium)

| | | |
|-------------|--|--|
| Ordinary | | |
| 299,500,644 | | |
| 80 Pence | | |
| | | |

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

| | | |
|------|--|--|
| 100% | | |
|------|--|--|

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 DX 33050 Cardiff
For companies registered in England and Wales

Companies house receipt date barcode

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

DX235
Edinburgh



A24
COMPANIES HOUSE

0712
18/05/05

A05
COMPANIES HOUSE

0639
21/04/05

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

| Shareholder details | Shares and share class allotted | |
|--|---|--------------------------------|
| Name CAZENOVE NOMINEES LIMITED DESIG: PLACING Address 20 MOORGATE, LONDON UK Postcode E C 2 R 6 D A | Class of shares allotted Ordinary 80 pence | Number allotted 299,500,644 |
| Name Address UK Postcode | Class of shares allotted | Number allotted |
| Name Address UK Postcode | Class of shares allotted | Number allotted |
| Name Address UK Postcode | Class of shares allotted | Number allotted |
| Name Address UK Postcode | Class of shares allotted | Number allotted |

Please enter the number of continuation sheet(s) (if any) attached to this form :

Signed

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Date 12 April 2005

Please delete as appropriate

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.

| |
|---|
| Jeff Gouws, Lloyds TSB Registrars |
| The Causeway, Worthing, West Sussex, BN99 6DA |
| Tel. 01903 702234 |