



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	0	8	2	0	0	5
Class of shares (ordinary or preference etc)	Ordinary		Ordinary		Ordinary			
Number allotted	16,438,807		396,323		1,017,244			
Nominal value of each share	0.1p		0.1p		0.1p			
Amount (if any) paid or due on each share (including any share premium)	46p		87p		68.75p			

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

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP010

Company Number

5310128

Company Name in full

O2 plc

Shares allotted (including bonus shares):

	From						To											
Date or period during which shares were allotted (if shares were allotted on one date enter that date in the "from" box)	Day	Month	Year	Day	Month	Year	Day	Month	Year	Day	Month	Year						
	0	1	0	8	2	0	0	5	3	1	0	8	2	0	0	5		
Class of shares (ordinary or preference etc)	Ordinary						Ordinary						Ordinary					
Number allotted	242,764						191,913						32,164					
Nominal value of each share	0.1p						0.1p						0.1p					
Amount (if any) paid or due on each share (including any share premium)	73.2p						44p						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:

% 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)



88(2)

Return of Allotment of Shares

*Please complete in typescript,
or in bold black capitals.*

CHFP010.

Company Number

5310128

Company Name in full

O2 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	0	8	2	0	0	5
Class of shares (ordinary or preference etc)	Ordinary							
Number allotted	1,287							
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
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**When you have completed and signed the form send it to
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Companies House, Crown Way, Cardiff, CF14 3UZ **DX 33050 Cardiff**
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland **DX 235 Edinburgh**

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

Shareholder details	Shares and share class allotted	
Name Lloyds TSB Registrars Corporate Nominee Ltd, Part ID: OMKAV	Class of shares allotted Ordinary	Number allotted 15,793,844
Address The Causeway Worthing West Sussex		
UK postcode BN99 6DA		
Name Karan Martin	Class of shares allotted Ordinary	Number allotted 7,600
Address Cleveland Cheapside Lane Denham		
UK postcode UB9 5AD		
Name Michael Quayle	Class of shares allotted Ordinary	Number allotted 43,478
Address 25 Ballanard Road Douglas Isle of Man		
UK postcode IM2 5HA		
Name Lloyds TSB Registrars Corporate Nominee Ltd	Class of shares allotted Ordinary	Number allotted 69,275
Address The Causeway Worthing West Sussex		
UK postcode BN99 6DA		

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

Signed _____

Date _____

A 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.

Tel	
DX number	DX exchange

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

Shareholder details		Shares and share class allotted	
Name Angela Crebbin		Class of shares allotted Ordinary	Number allotted 19,697
Address 42 Garth Avenue Surby Port Erin Isle of Man			
UK postcode IM9 6QZ			
Name David Michael Fraley		Class of shares allotted Ordinary	Number allotted 11,000
Address 1334 Warwick Road Knowle Solihull			
UK postcode B93 9LQ			
Name Gareth Lyon		Class of shares allotted Ordinary	Number allotted 25,000
Address Sycamore Lodge Bolton Grange Yeadon Leeds			
UK postcode LS19 7FR			
Name Merrill Lynch International a/c MAIN Part ID 686		Class of shares allotted Ordinary	Number allotted 2,184,782
Address 20 Farringdon Road London			
UK postcode EC1M 3NH			

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

Signed _____ Date _____

A 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.

Tel	
DX number	DX exchange

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

Shareholder details	Shares and share class allotted	
Name Martyn Bullick	Class of shares allotted Ordinary	Number allotted 22,500
Address 36 Leyburn Avenue Halifax		
UK postcode HX3 8NX		
Name Edward William Cleator	Class of shares allotted Ordinary	Number allotted 21,739
Address Skyhill 13 First Avenue Douglas Isle of Man		
UK postcode IM2 6BA		
Name Frederick Giles Harrison	Class of shares allotted Ordinary	Number allotted 25,952
Address 24 Kings Lane South Heath Great Missenden Buckinghamshire		
UK postcode HP16 0QY		
Name Stephen Evans	Class of shares allotted Ordinary	Number allotted 17,525
Address 36 Sunnybank Avenue Birchill Onchan Isle of Man		
UK postcode IM3 3BP		

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

Signed _____ Date _____

A 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.

Tel	
DX number	DX exchange

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

Shareholder details	Shares and share class allotted	
Name See attached	Class of shares allotted Ordinary	Number allotted 78,110
Address		
UK postcode		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		

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

9

Signed

[Signature]
A director / secretary / administrator / administrative receiver / receiver manager / receiver

Date

5/9/05

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.

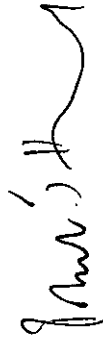
Secretarial Services Manager, O2 plc, Wellington Street	
Slough, Berkshire SL1 1YP	
Tel 01753 628096	
DX number	DX exchange

O2 Sharesave Plan - Maturity Exercise

Name	Address	Postcode	Shares allotted	Cost of shares
MARIA	DWANE 45 SILLOGE GARDENS BALLYMUN DUBLIN 11 IRELAND	1610	1,610	1178.52
			1,610	£1,178.52

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



Robert Harwood
Assistant Secretary

30 August 2005

O2 Sharesave Plan - Early Exercise

Name	Address	Postcode	Shares allotted	Cost of shares
CAMPBELL	3 LOUGHSHINNY BAY	CO DUBLIN	13086	6153.84
CAMPBELL	3 LOUGHSHINNY BAY	CO DUBLIN	453	£243.71
MARTIN	ATHERSTONE	CV9 2BD	382	£349.92
SCOTT	8551916A			
SCOTT	8551916A			
VAUGHAN	26 MINIONS CLOSE			
Total				14,821 £6,747.47

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



Robert Harwood
Assistant Secretary

30 August 2005

O2 Sharesave Plan - Maturity Exercise

Name	Address	Postcode	Shares allotted	Cost of shares					
ADRIAN LAURA	FIRTH	ABERFORD	LEEDS	WEST YORKSHIRE	LS25 3AZ	2,585	£1,899.54		
	KAVANAGH	BIRSTALL	BATLEY					WEST YORKSHIRE	WF17 9UB
BRIAN KEVIN SANDRA DAVE KAY	CLEARY	NAVAN ROAD	DUBLIN 7	IRELAND	IRELAND	6,440	£4,714.08		
	CURLEY	SKERRIES	CO DUBLIN	IRELAND				4,830	£3,535.56
	DEMPSEY	PORTMARNOCK	CO DUBLIN	IRELAND				1,288	£942.82
	MCCORMACK	RATHBRIDE ROAD	KILDARE TOWN	CO KILDARE				1,932	£1,414.23
	RYAN	COOLACOKERA	NEWCASTLE WEST	IRELAND				966	£707.12
						18,310	£13,402.94		

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

22 August 2005

O2 Sharesave Plan - Early Exercise

Name	Address	Postcode	Shares allotted	Cost of shares
ANDREW DAVID	47 ROYDS AVENUE LINTHWAITE HUDDERSFIELD WEST YORKSHIRE	HD7 5QU	8,430	£4,535.34
Total			8,430	£4,535.34

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

22 August 2005

Name	Address	Postcode	Shares allotted	Cost of shares
ROD	FRASER 46 AMBERLEY ROAD	HAMPSHIRE	1,497	£805.39
IAN STUART	NEWMARCHE 58 HARWILL RISE	MORLEY	3,372	£1,814.14
IAN STUART	NEWMARCHE 58 HARWILL RISE	MORLEY	327	£299.54
	Total		5,196	£2,919.07

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

15 August 2005

O2 Sharesave Plan - Maturity Exercise

Name	Address	Postcode	Shares allotted	Cost of shares
MICHAEL	KITCHING MEARLEY COTTAGE GREAT MEARLEY PENDLETON CLITHEROE LANCASHIRE	BB7 1PU	5,191	£3,799.82
Total				5,191 £3,799.82

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

15 August 2005

O2 Sharesave Plan - Maturity Exercise

Name	Address	Postcode	Shares allotted	Cost of shares
NICOLA	BRADFORD	8013 4DA	1,038	£759.82
JENNIFER	ROSS-SHIRE	IV17 0UF	1,557	£1,139.73
				£0.00
Total			2,595	£1,899.55

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

08 August 2005

Name	Address	Postcode	Shares allotted	Cost of shares
Geraldine	Darley 20 The Rise Leeds	LS5 3EP	13,652	£6,006.88
Total				£6,006.88

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

08 August 2005

Name:

ANDREW
LISA
PAUL

GLOVER
KELLY
WRIGHT

170A BEAUCHAMPS DRIVE
21 HEYWOOD AVENUE
5 HONEYSUCKLE CLOSE

Address

WARRINGTON
HERTFORDSHIRE

Postcode	Shares allotted	Cost of shares
SS11 8NJ	5,191	£3,799.82
WA3 3DY	519	£379.91
SG13 7TQ	2,595	£1,899.54

Total	8,305	£6,079.27
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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

04 August 2005

O2 Share Option Plan

Surname	Forename(s)	Address	Vesting Date	Status	Option Price (£)	Shares Allotted	Cost of Shares (£)
BODE	HARTWIG	Schwalbenwinkel 6 D	25-Jul-05	U	0.46	11,748	5,404.08
SEIDEL	BERND	Keplerstrasse 32	25-Jul-05	U	0.46	40,018	18,408.28
SEIDEL	BERND	Keplerstrasse 32	23-Nov-01	U	0.87	22,727	19,772.49
NIKOLAYCZIK	STEFAN	Tegernseerstr 8	23-Nov-01	U	0.87	13,368	11,630.16
LORENZ	RAINER	Ahornstrasse 20	25-Jul-05	U	0.46	40,285	18,521.90
MIKULCIC	MARC-KRISTIAN	Weichselstrasse 7	25-Jul-05	U	0.46	40,410	18,588.60
Total						168,536	92,325.51

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 Lloyds TSB Registrars Corporate Nominee Limited, Part ID: OMKAV on behalf of 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

1 September 2005