



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):

	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		
	0	1	1	0	2	0	0	5
Class of shares (ordinary or preference etc)	Ordinary		Ordinary		Ordinary			
Number allotted	602,141		98,151		161,719			
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		44p			

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)

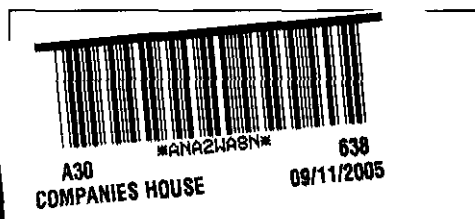
When you have completed and signed the form send it to the Registrar of Companies at:

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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CHFP010

Company Number

5310128

Company Name in full

02 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		
	0	1	1	0	2	0	0	5
Class of shares (ordinary or preference etc)	Ordinary		Ordinary					
Number allotted	27,234		4,189					
Nominal value of each share	0.1p		0.1p					
Amount (if any) paid or due on each share (including any share premium)	53.8p		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 Lloyds TSB Registrars Corporate Nominee Limited, Part ID: OMKAV	Class of shares allotted Ordinary	Number allotted 712,647
Address The Causeway Worthing West Sussex		
UK postcode BN99 6DA		
Name Douglas James Kleppen	Class of shares allotted Ordinary	Number allotted 19,137
Address 8 Alexandra Place Ilkley West Yorkshire		
UK postcode LS29 9ES		
Name See attached	Class of shares allotted Ordinary	Number allotted 161,650
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

4

Signed

Date

7/11/05

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.

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

Name

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

24 October 2005

[illegible]

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 Bank plc 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

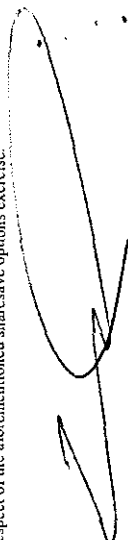
17 October 2005

O2 Sharesave Plan - Early Exercise

Name	Address	Postcode	Shares allotted	Cost of shares
IMRAN	NOTTINGHAM	NG8 3PE	18,062	£7,947.28
IAN	CHURWELL	LS27 7DN	7,003	£3,081.32
MARTIN	ATHERSTONE	CV9 2BD	7,230	£3,181.20
RACHEL	RADCLIFFE	M26 1DR	875	£363.15
IAN	LEEDS	LS15 7SG	3,561	£1,915.82
JOHN	BURNHAM	SL1 6JU	1,887	£907.61
KAREN	CARLTON	WF3 3RP	712	£383.06
RACHEL	RADCLIFFE	M26 1DR	327	£299.54
JOHN	BURNHAM	SL1 6JU	327	£299.54
IAN	BEIGHTON	S20 1GW	382	£349.92
KAREN	CARLTON	WF3 3RP	152	£139.24
Total			40,118	£18,867.68

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

03 October 2005