

## Additional information for shareholders

### Third party trade marks

Third parties' trade marks used in this document remain the property of the third party concerned.

### Cautionary statement regarding forward-looking statements

This annual report and financial statements contains certain forward-looking statements. We may also make written or oral forward-looking statements in:

- >> our periodic reports to the US Securities and Exchange Commission, also known as the SEC, on Forms 20-F and 6-K;
- >> our half-yearly reports;
- >> our press releases and other written materials; and
- >> oral statements made by our officers, Directors or employees to third parties.

We have based these forward-looking statements on our current plans, expectations and projections about future events. These forward-looking statements are subject to risks, uncertainties and assumptions about us. Forward-looking statements speak only as of the date they are made.

Statements that are not historical facts, including statements about our beliefs and expectations are forward-looking statements. Words like "believe", "anticipate", "expect", "intend", "seek", "will", "plan", "could", "may", "might", "project", "goal", "target" and similar expressions often identify forward-looking statements but are not the only ways we identify these statements.

These statements may be found in "Risk factors", "Business review", "Operating and financial review and prospects", and in this annual report generally. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including all the risks discussed in the above-mentioned sections.

If any one or more of the foregoing assumptions are ultimately incorrect, our actual results may differ from our expectations based on these assumptions. Also, the sector and markets in which we operate may not grow over the next several years as expected, or at all. The failure of these markets to grow as expected may have a material adverse effect on our business, operating results and financial condition and the market price of our ordinary shares.

The information on our website, any website mentioned in this annual report or any website directly or indirectly linked to our or any other website mentioned in this annual report is not incorporated by reference into this annual report and you should not rely on it.

### Listings

The ordinary shares of O2 plc were listed on the London Stock Exchange on 14 March 2005, pursuant to the Scheme of Arrangement of mmO2 plc.

### Analysis of shareholdings

Size of shareholding at 31 March 2005	Number of shareholders	Percentage of total	Number of shares held	Ordinary shares of 0.1p each Percentage of total
1 – 500	266,127	35.58	74,594,694	0.86
501 – 999	157,118	21.01	110,913,190	1.27
1,000 – 9,999	319,193	42.68	649,306,837	7.46
10,000 – 99,999	4,289	0.57	79,278,779	0.91
100,000 – 999,999	643	0.09	243,357,671	2.80
1,000,000 – 4,999,999	333	0.04	772,646,728	8.88
5,000,000 and above	217	0.03	6,773,970,700	77.82
<b>Total</b>	<b>747,920</b>	<b>100.00</b>	<b>8,704,068,599</b>	<b>100.00</b>

At 31 March 2005, the number of holders of record of O2 plc ordinary shares in the USA was 1,067 with holdings of 1,459,834 ordinary shares.

### Capital Gains Tax

At the time of the demerger of mmO2 plc from BT, the confirmed official opening prices for mmO2 plc ordinary shares and BT Group plc ordinary shares for Capital Gains Tax ("CGT") purposes, were 82.75 pence and 285.75 pence respectively. This means that, of the total value of 368.5 pence, 22.456 per cent was attributable to mmO2 and 77.544 per cent to BT Group.

Accordingly, for CGT calculations, the base cost of your mmO2 plc ordinary shares is calculated by multiplying the acquisition cost of your BT shareholding by 22.456 per cent and the base cost of your BT Group plc ordinary shares is calculated by multiplying the acquisition cost of your BT shareholding by 77.544 per cent.

Following the Scheme of Arrangement of mmO2 plc dated on 12 January 2005 becoming effective on 14 March 2005, reference to mmO2 plc shares should be read as reference to O2 plc shares.

### ShareGift

The Orr Mackintosh Foundation (ShareGift) operates a charity share donation scheme for shareholders with small parcels of shares whose value makes it uneconomic to sell them. Details of the scheme are available on the ShareGift internet site [www.sharegift.org](http://www.sharegift.org).

### Cassettes for visually impaired shareholders

The Company's Annual Review is available on audio cassette. Copies can be obtained, free of charge, from the Registrar, Lloyds TSB Registrars, by calling Freephone 0808 100 4102.

### Annual Report and Financial Statements

Further copies of our Annual Report and Financial Statements can be obtained by contacting our Registrar, Lloyds TSB Registrars, on Freefone 0808 100 4102.

### Annual General Meeting

The Annual General Meeting will be held at The Hexagon, Queens Walk, Reading, Berkshire RG1 7UA on Wednesday, 27 July 2005 at 11.00 a.m.

### Dividend

To register your bank details and allow dividend payments to be sent directly to a bank account, please contact Lloyds TSB Registrars or complete and return the mandate form that will be attached to your dividend cheque in August 2005.

### Shareview

Many shareholders prefer to receive their reports online rather than through the post. You can do this by registering with Shareview, which is easy and free. Go to Shareview at [www.shareview.co.uk](http://www.shareview.co.uk) – click on “register now”, and complete the on-screen application form.

Shareview, which is operated by Lloyds TSB Registrars, gives O2 shareholders access to special services over the internet. You will be able to check the details of your O2 shareholding at any time. As a Shareview user you will be able to view indicative prices of shares of other companies of which you are a shareholder and who use Lloyds TSB as their Registrar.

An e-mail will be sent to you when there is an item for you to view on the shareholder pages on [www.o2.com](http://www.o2.com).

In future, when a dividend payment is made, it will be possible to download your tax voucher in respect of dividend payments by logging on to Shareview's website at [www.shareview.co.uk](http://www.shareview.co.uk) with your access number and password, and click on “e-Tax vouchers”. You can print or save the details if you need to enter them in self-assessment forms. There will also be a useful summary showing the details of payments within a given tax period.

O2 plc offers its UK shareholders Shareview Dealing, an internet and telephone share sale and purchase service operated by Lloyds TSB Registrars. Log on to [www.shareview.co.uk/dealing](http://www.shareview.co.uk/dealing) or call them on 0870 850 0852 between 8.30 a.m. and 4.30 p.m., Monday to Friday, for more information about the service and for details of their rates.

Lloyds TSB Registrars is a division of Lloyds TSB Bank plc, authorised and regulated by the Financial Services Authority and a signatory to the Banking Codes.

### Duplicate mailings

You may have received separate sets of documents as it may not have been possible to combine your records. Any shareholder who now wishes to stop the additional mailings by combining their records should contact Lloyds TSB Registrars.

### Financial calendar/results announcements

Annual General Meeting	27 July 2005
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### Proposed dates

Q1 Trading Statement and publication of IFRS financial information	July 2005
Proposed Inaugural Final Dividend of 2.25 pence per share payable to shareholders who are on the register on 5 August 2005	26 August 2005
Interim Results	November 2005
Interim Dividend	January 2006
Q3 Trading Statement	February 2006
Preliminary Announcement	May 2006
Publication of the Annual Report and Financial Statements	June 2006

### Shareholder enquiries

Lloyds TSB Registrars maintain the Company's share register and provide a shareholder helpline service (details below). Shareholders should contact the Registrar if they have any enquiries about their shareholding.

### The Registrar

Lloyds TSB Registrars (3501)  
The Causeway  
Worthing  
West Sussex BN99 6DA

O2 plc shareholder helpline  
Freefone: 0808 100 4102  
Fax: 01903 833371  
From outside the UK  
Tel: +44 121 415 7102  
Fax: +44 1903 833371

### General enquiries

O2 plc  
Wellington Street  
Slough  
Berkshire SL1 1YP  
e-mail: [shareholders@o2.com](mailto:shareholders@o2.com)