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88(2)

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP010.

Company Number

4190833

Company Name in full

mm02 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
	2	8	0 8	2	0	0 3
Class of shares (ordinary or preference etc)	Ordinary					
Number allotted	7,793					
Nominal value of each share	0.01p					
Amount (if any) paid or due on each share (including any share premium)	£0.44					

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)

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



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COMPANIES HOUSE

AFH2E081

0573
10/09/03

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

Shareholder details	Shares and share class allotted	
Name See attached schedule.	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		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		

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

1

Signed

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

Date

9/9/03

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


mmO2 - Netherlands Early Exercise - 2002 Plan

Plan 2002 3 year
 Option Price £0.44
 Exchange Rate € 1.4616

CIS Reference	Name	Address	Total savings (Euros)	Shares allotted	Cost of shares	Residue
C0000004630	Barry Irvine	1E Helmersstraat 51-3, 1054 DB Amsterdam, The Netherlands	€ 2,410.35	3748	£1,649.12	£0.00
C0000004716	Sean van Sprang	Middelhoven Weg 6, 1502 EC Zaandam, The Netherlands	€ 2,409.69	3746	£1,648.24	£0.43
C0000009499	Dennis De Jong	Van Goyenlaan 199, 3764 XG Soest, The Netherlands	€ 192.78	299	£131.56	£0.34
Total			€ 5,012.82	7793	£3,428.92	£0.77

The exercise of sharesave options by the employees listed above is approved and Lloyds TSB Registrars are hereby authorised to make the allotment of shares in accordance with this schedule and to enter such allotment on to the Company's register of members.

Signed on behalf of mmO2 plc


 Christopher Fletcher Smith
 Deputy Secretary

DATED - 28 AUGUST 2003.