

Edgar Filing: BOC GROUP PLC - Form 6-K

BOC GROUP PLC  
Form 6-K  
May 08, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private  
Issuer Pursuant to Rule 13a-16  
or 15d-16 of the  
Securities Exchange Act of 1934

Report on Form 6-K the period from 22 April 2006 to 5 May 2006

The BOC Group plc  
Chertsey Road, Windlesham,  
Surrey GU20 6HJ  
England

(Name and address of registrant's principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes:  No:

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes:  No:

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes:  No:

Enclosures:

1. A notification dated 24 April 2006 advising that ABN Amro Bank N.V. have a 3.03% interest in the issued Ordinary share capital of the Company.
2. A notification dated 26 April 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 25 April 2006 the Company had 513,239,577 Ordinary shares in issue.

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3. A notification dated 27 April 2006 advising that The Goldman Sachs Group, Inc have a 3.14% interest in the issued Ordinary share capital of the Company.
4. A notification dated 27 April 2006 advising that The BOC Group and Shanghai Petrochemical Co. Ltd are to form a 50/50 industrial gases joint venture, BOC-SPC Gases Company Ltd.
5. A notification dated 28 April 2006 in accordance with Rules 8.1(a) and (b) (i) of the City Code on Takeovers and Mergers advising of dealings by directors (together with their close relatives and related trusts) of The BOC Group plc and its subsidiaries and fellow subsidiaries and their associated companies.
6. A notification dated 2 May 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 28 April 2006 the Company had 513,277,734 Ordinary shares in issue.
7. A notification dated 2 May 2006 advising that Bear Stearns International Trading Limited have a 4.05% interest in the issued Ordinary share capital of the Company.
8. A notification dated 3 May 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 2 May 2006 the Company had 514,055,692 Ordinary shares in issue.
9. A notification dated 4 May 2006 in accordance with Rule 2.10 of the City Code on Takeovers and Mergers confirming that at the close of business on 3 May 2006 the Company had 514,062,200 Ordinary shares in issue.
10. A notification dated 5 May 2006 advising that The BOC Group plc will be announcing its results for the half-year ended 31 March 2006 on Thursday 11 May 2006.
11. A notification dated 5 May 2006 in accordance with Rules 8.1(a) and (b) (i) of the City Code on Takeovers and Mergers advising of dealings by directors (together with their close relatives and related trusts) of The BOC Group plc and its subsidiaries and fellow subsidiaries and their associated companies.
12. A notification dated 5 May 2006 advising of the exercise of 755 options over The BOC Group plc Ordinary shares of 25p each by S J Dempsey, a person discharging managerial responsibility within the BOC Group, under The BOC Group plc SAYE scheme granted on 6 March 2001.

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY  
INFORMATION SERVICE ON 24 APRIL 2006  
AT 08.37 HRS UNDER REF: PRNUK-2404060836-79D3

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

All relevant boxes should be completed in block capital letters.

-----  
1. Name of company

2. Name of shareholder having a major in

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THE BOC GROUP plc

ABN AMRO BANK NV

3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18

4. Name of the registered holder(s) and, holder, the number of shares held by

NOTIFICATION IN RESPECT OF A PARTY NAMED IN 2 ABOVE

SEE ADDITIONAL INFORMATION

5. Number of shares/amount of stock acquired

6. Percentage of issued class

7. Number of shares/amount of stock disposed

8. Percenta

9. Class of security

10. Date of transaction

11. Date com

ORDINARY SHARES OF 25P EACH

20 APRIL 2006

21 APRIL

12. Total holding following this notification

13. Total percentage holding of issued class notification

15,533,683

3.03%

14. Any additional information

15. Name of contact and telephone number for

IN A LETTER DATED 21 APRIL 2006, THE BOC GROUP plc HAS BEEN ADVISED THAT ABN AMRO BANK NV LONDON BRANCH HOLDS A 3.03% INTEREST IN THE ORDINARY SHARE CAPITAL OF THE COMPANY.

SARAH LARKINS  
ASSISTANT COMPANY SECRETARY  
01276 807383

16. Name and signature of authorised company official responsible for making this notification

SARAH LARKINS

Date of notification 24 APRIL 2006

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY  
INFORMATION SERVICE ON 26 APRIL 2006  
AT 07.00 HRS UNDER REF: PRNUK-2604060654-326F

26 April 2006

The BOC Group plc

RULE 2.10 ANNOUNCEMENT

The BOC Group plc ("BOC") announces, in accordance with Rule 2.10 of the City Code on Takeovers and Mergers, that as at the close of business on 25 April 2006 it had in issue 513,239,577 (including those represented by ADSs) ordinary shares of 25 pence each ("BOC Shares").

The ISIN reference number for the BOC Shares is GB0001081206 and for the American Depositary Shares of BOC is CUSIP055617609.

Each American Depositary Share of BOC represents two BOC Shares.

Contacts:

The BOC Group plc

Christopher Marsay, Director Investor Relations 01276 477222

The Maitland Consultancy

Neil Bennett 0207 379 5151

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY  
INFORMATION SERVICE ON 27 APRIL 2006  
AT 09.58 HRS UNDER REF: PRNUK-2704060957-FABB

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

All relevant boxes should be completed in block capital letters.

1. Name of company

THE BOC GROUP plc

2. Name of shareholder having a major in

THE GOLDMAN SACHS GROUP, INC.

3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial

4. Name of the registered holder(s) and, holder, the number of shares held by

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interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18

NOTIFICATION IN RESPECT OF A PARTY NAMED IN 2 ABOVE

GOLDMAN, SACHS & CO - 52,768  
GOLDMAN SACHS INTERNATIONAL - 16,052,  
GS&CO - 1,386

5. Number of shares/amount of stock acquired      6. Percentage of issued class      7. Number of shares/amount of stock disposed      8. Percentage of stock disposed

9. Class of security      10. Date of transaction      11. Date completed

ORDINARY SHARES OF 25P EACH      24 APRIL 2006      27 APRIL 2006

12. Total holding following this notification      13. Total percentage holding of issued class following this notification

16,106,780      3.14%

14. Any additional information      15. Name of contact and telephone number for contact

IN A LETTER DATED 26 APRIL 2006, THE BOC GROUP plc HAS BEEN ADVISED THAT THE GOLDMAN SACHS GROUP, INC HOLDS A 3.14% INTEREST IN THE ORDINARY SHARE CAPITAL OF THE COMPANY.      SARAH LARKINS  
ASSISTANT COMPANY SECRETARY  
01276 807383

16. Name and signature of authorised company official responsible for making this notification

SARAH LARKINS

Date of notification      27 APRIL 2006

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27 April 2006

BOC and SPC to form industrial gases joint venture in Shanghai, China

BOC (LSE:BOC and NYSE:BOX) and Shanghai Petrochemical Co. Ltd. (SPC), a subsidiary of Sinopec Group, have signed an agreement to form a 50/50 industrial gases joint venture (JV) and entered into a contract to supply industrial gases to SPC (HKSE:0338 and SHSE:600688) and nearby users in Shanghai, China.

The JV, BOC-SPC Gases Company Ltd., will invest more than US\$80 million in acquiring four air separation units (ASU) from SPC and building a new large ASU capable of producing 1,400 tonnes a day of oxygen. The JV will supply SPC and third party markets a total of more than 5,000 tonnes per day of oxygen, nitrogen and argon.

"We are very honored that SPC has selected BOC as its partner. We believe the joint venture will become a major industrial gas supplier in the region, supporting SPC's growing business," said Steven Fang, business unit head responsible for managing BOC's large tonnage schemes in China.

Ben Van Den Hooven, president of BOC Process Systems, added, "We are very pleased that BOC can continue the co-operation and enhance the relationship with Sinopec after the successful establishment of the joint venture with Yangtze Petrochemical Cooperation, another Sinopec subsidiary in Nanjing. BOC has long been committed to China and we will continue to strive to deliver tailored solutions to our key customer, Sinopec."

"In order to focus on our core business and improve the specialized management system, we selected BOC as our partner through a rigid selection process. BOC is an international industrial gas company with a very good track record in China. We expect a continuous, reliable supply of gases to meet our business needs. The economic benefits for both parties from this joint venture will also serve as the foundation for this win-win relationship," commented Rong Guangdao, Chairman, SPC.

About BOC

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The BOC Group is one of the largest and most global of the world's leading gases companies. Serving two million customers in more than 50 countries, BOC employs over 30,000 people and had total revenues of (pound)4.6 billion in 2005. In Asia, BOC has been established for more than 70 years. It serves more than 55,000 customers and operates in 15 countries. BOC's investments, particularly in the chemicals, electronics and metals sectors in China, now total around US\$600 million. BOC has more than twenty wholly-owned companies and joint ventures in China, employing some 1,600 people. Further information about The BOC Group may be obtained on the Internet at [www.boc.com](http://www.boc.com).

About SPC

SPC, one of the subsidiaries of Sinopec Corp., is one of the largest refining-chemical integrated petrochemical companies in China with the sales revenue of RMB 45.9 billion in 2005. The Sinopec Corp. holds 55.56% share in this company. Further information about The SPC may be obtained from the Internet at [www.spc.com.cn](http://www.spc.com.cn)

Sinopec Corp. is a Chinese company listed in Hong Kong, New York, London and Shanghai. The Company is an integrated energy and chemical company with

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upstream, midstream and downstream operations. The principal operations of Sinopec Corp. and its subsidiaries include: exploring, developing, producing and trading crude oil and natural gas; processing crude oil into refined oil products; producing, trading, transporting, distributing and marketing refined oil products; and producing and distributing chemical products. Based on 2005 turnover, Sinopec Corp. is one of the largest listed companies in China. The Company is one of the largest crude oil and petrochemical companies in China and Asia. It is also one of the largest gasoline, diesel and jet fuel and other major chemical products producers and distributors in China and Asia. For additional information about Sinopec Corp., please visit the Company's website at www.sinopec.com.

Contact:

Christopher Marsay  
Director, Investor Relations  
The BOC Group  
Tel: +44 1276 477222

Zhang Weijing  
International Department Director  
Sinopec Shanghai Petrochemical Co Ltd  
Tel: +86-21-57941941- 20802  
Fax: +86-21-57941741  
E-mail: zhangwj@spc.com.cn

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY  
INFORMATION SERVICE ON 28 APRIL 2006  
AT 13.02 HRS UNDER REF: PRNUK-2804061458-2DOC

FORM 8.1

DEALINGS BY OFFERORS, OFFEREE COMPANIES OR THEIR ASSOCIATES  
FOR THEMSELVES OR FOR DISCRETIONARY CLIENTS  
(Rules 8.1(a) and (b)(i) of the City Code on Takeovers and Mergers)

1. KEY INFORMATION

|  |                                  |
|--|----------------------------------|
| Name of person dealing (Note 1)  | Anthony Alfred HEMMING           |
| Company dealt in   | The BOC Group plc                |
| Class of relevant security to which the dealings being disclosed relate (Note 2) | Ordinary Shares of 25 pence each |
| Date of dealing  | 24 January 2006                  |

2. INTERESTS, SHORT POSITIONS AND RIGHTS TO SUBSCRIBE

(a) Interests and short positions (following dealing) in the class of relevant security dealt in (Note 3)

|  | Long | Short |
|--|------|-------|
|  |      |       |

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|   | Number | (%)    | Number |
|---|--------|--------|--------|
| (1) Relevant securities                     | 2,500  | 0.0004 | N/A    |
| (2) Derivatives (other than options)        |        | N/A    | N/A    |
| (3) Options and agreements to purchase/sell |        | N/A    | N/A    |
| Total                                       | 2,500  | 0.0004 | N/A    |

(b) Interests and short positions in relevant securities of the company, other than the class de in (Note 3)

| Class of relevant security:                 | Long   | Short |        |
|---|--------|-------|--------|
|   | Number | (%)   | Number |
| (1) Relevant securities                     | N/A    |       | N/A    |
| (2) Derivatives (other than options)        | N/A    |       | N/A    |
| (3) Options and agreements to purchase/sell | N/A    |       | N/A    |
| Total                                       | N/A    |       | N/A    |

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(c) Rights to subscribe (Note 3)

| Class of relevant security:      | Details |
|----------------------------------|---------|
| Ordinary Shares of 25 pence each | N/A     |

3. DEALINGS (Note 4)

(a) Purchases and sales

| Purchase/sale    | Number of securities | Price per unit (Note 5) |
|------------------|----------------------|-------------------------|
| Sale (by spouse) | 602                  | 1400p                   |

(b) Derivatives transactions (other than options)

| Product name, | Long/short (Note 6) | Number of securities | Price per unit |
|---------------|---------------------|----------------------|----------------|
|---------------|---------------------|----------------------|----------------|



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e.g. CFD (Note 7)

N/A

(c) Options transactions in respect of existing securities

(i) Writing, selling, purchasing or varying

| Product name, e.g. call option | Writing, selling, purchasing, varying etc. | Number of securities to which the option relates (Note 7) | Exercise price | Type, e.g. American, European etc. | Expiry date | Options paid/received per unit |
|--------------------------------|--|---|----------------|------------------------------------|-------------|--------------------------------|
| N/A                            | N/A  | N/A   | N/A            | N/A                                | N/A         | N/A                            |

(ii) Exercising

| Product name, e.g. call option | Number of securities | Exercise price per unit |
|--------------------------------|----------------------|-------------------------|
| N/A                            | N/A                  | N/A                     |

(d) Other dealings (including new securities) (Note 4)

| Nature of transaction (Note 8) | Details | Price per unit (if applicable) (Note 5) |
|--------------------------------|---------|---|
| N/A                            | N/A     | N/A                                     |

4. OTHER INFORMATION

Agreements, arrangements or understandings relating to options or derivatives

Full details of any agreement, arrangement or understanding between the person disclosing and any other person relating to the voting rights of any relevant securities under any option referred to on this form or relating to the voting rights or future acquisition or disposal of any relevant securities to which any derivative referred to on this form is referenced. If none, this should be stated.

None

Is a Supplemental Form 8 attached? (Note 9) NO

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|  |   |
|--|---|
| Date of disclosure   | 28 April 2006   |
| Contact name   | Carol Hunt  |
| Telephone number   | 01276 807759  |
| Name of offeree/offeror with which associated                | The BOC Group plc   |
| Specify category and nature of associate status<br>(Note 10) | Category (3) - directors<br>(together with their<br>close relatives and<br>related trusts) of The<br>BOC Group plc and its<br>subsidiaries and fellow<br>subsidiaries and their<br>associated companies |

### Notes

The Notes on Form 8.1 can be viewed on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk)

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY  
INFORMATION SERVICE ON 2 MAY 2006  
AT 07.01 HRS UNDER REF: PRNUK-0205060652-0D72

2 May 2006

The BOC Group plc

### RULE 2.10 ANNOUNCEMENT

The BOC Group plc ("BOC") announces, in accordance with Rule 2.10 of the City Code on Takeovers and Mergers, that as at the close of business on 28 April 2006 it had in issue 513,277,734 (including those represented by ADSs) ordinary shares of 25 pence each ("BOC Shares").

The ISIN reference number for the BOC Shares is GB0001081206 and for the American Depositary Shares of BOC is CUSIP055617609.

Each American Depositary Share of BOC represents two BOC Shares.

### Contacts:

The BOC Group plc

Christopher Marsay, Director Investor Relations 01276 477222

The Maitland Consultancy

Neil Bennett 0207 379 5151

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY  
 INFORMATION SERVICE ON 2 MAY 2006  
 AT 11.41 HRS UNDER REF: PRNUK-0205061141-5FDF

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

All relevant boxes should be completed in block capital letters.

All relevant boxes should be completed in block capital letters.

|   |   |
|---|---|
| 1. Name of company<br>-----<br>THE BOC GROUP plc<br>----- | 2. Name of shareholder having a major in<br>-----<br>BEAR STEARNS INTERNATIONAL TRADING LI<br>----- |
|---|---|

|   |  |
|---|--|
| 3. Please state whether notification indicates that<br>it is in respect of holding of the shareholder<br>named in 2 above or in respect of a non-beneficial<br>interest or in the case of an individual holder if<br>it is a holding of that person's spouse or children<br>under the age of 18<br>-----<br>NOTIFICATION IN RESPECT OF A PARTY NAMED IN 2<br>ABOVE<br>----- | 4. Name of the registered holder(s) and,<br>holder, the number of shares held by<br>-----<br>SEE ADDITIONAL INFORMATION<br>----- |
|---|--|

|   |   |  |                      |
|---|---|--|----------------------|
| 5. Number of<br>shares/amount of<br>stock acquired<br>----- | 6. Percentage of issued<br>class<br>----- | 7. Number of shares/amount<br>of stock disposed<br>----- | 8. Percenta<br>----- |
|---|---|--|----------------------|

|   |  |  |
|---|--|--|
| 9. Class of security<br>-----<br>ORDINARY SHARES OF 25P EACH<br>----- | 10. Date of transaction<br>-----<br>25 APRIL 2006<br>----- | 11. Date com<br>-----<br>28 APRIL<br>----- |
|---|--|--|

|   |   |
|---|---|
| 12. Total holding following this notification<br>-----<br>20,794,905<br>----- | 13. Total percentage holding of issued class<br>notification<br>-----<br>4.05%<br>----- |
|---|---|

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14. Any additional information

15. Name of contact and telephone number for

IN A LETTER DATED 26 APRIL 2006, RECEIVED ON  
28 APRIL, THE BOC GROUP plc HAS BEEN ADVISED THAT  
BEAR STEARNS INTERNATIONAL TRADING LIMITED HOLDS A  
4.05% (PREVIOUSLY 3.068%) INTEREST IN THE ORDINARY  
SHARE CAPITAL OF THE COMPANY.

SARAH LARKINS  
ASSISTANT COMPANY SECRETARY  
01276 807383

16. Name and signature of authorised company official responsible for making  
this notification

SARAH LARKINS

Date of notification 2 MAY 2006

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY  
INFORMATION SERVICE ON 3 MAY 2006  
AT 07.00 HRS UNDER REF: PRNUK-0305060650-DED9

3 May 2006

The BOC Group plc

RULE 2.10 ANNOUNCEMENT

The BOC Group plc ("BOC") announces, in accordance with Rule 2.10 of the City  
Code on Takeovers and Mergers, that as at the close of business on 2 May 2006 it  
had in issue 514,055,692 (including those represented by ADSs) ordinary shares  
of 25 pence each ("BOC Shares").

The ISIN reference number for the BOC Shares is GB0001081206 and for the  
American Depositary Shares of BOC is CUSIP055617609.

Each American Depositary Share of BOC represents two BOC Shares.

Contacts:

The BOC Group plc

Christopher Marsay, Director Investor Relations 01276 477222

The Maitland Consultancy

Neil Bennett 0207 379 5151

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY  
INFORMATION SERVICE ON 4 MAY 2006  
AT 07.00 HRS UNDER REF: PRNUK-0405060648-B6FD

4 May 2006

The BOC Group plc

RULE 2.10 ANNOUNCEMENT

The BOC Group plc ("BOC") announces, in accordance with Rule 2.10 of the City Code on Takeovers and Mergers, that as at the close of business on 3 May 2006 it had in issue 514,062,200 (including those represented by ADSs) ordinary shares of 25 pence each ("BOC Shares").

The ISIN reference number for the BOC Shares is GB0001081206 and for the American Depositary Shares of BOC is CUSIP055617609.

Each American Depositary Share of BOC represents two BOC Shares.

Contacts:

The BOC Group plc

Christopher Marsay, Director Investor Relations 01276 477222

The Maitland Consultancy

Neil Bennett 0207 379 5151

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY  
INFORMATION SERVICE ON 5 MAY 2006  
AT 12.22 HRS UNDER REF: PRNUK-0505061221-11A7

5 May 2006

The BOC Group plc

The BOC Group plc will be announcing its results for the half-year ended 31 March 2006 on Thursday 11 May 2006.

Contact: Christopher Marsay, Director - Investor Relations  
The BOC Group, Windlesham, UK  
Telephone 01276 477222 (International +44 1276 477222)

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY  
 INFORMATION SERVICE ON 5 MAY 2006  
 AT 14.34 HRS UNDER REF: PRNUK-0505061430-E3E4

FORM 8.1

DEALINGS BY OFFERORS, OFFEREE COMPANIES OR THEIR ASSOCIATES  
 FOR THEMSELVES OR FOR DISCRETIONARY CLIENTS  
 (Rules 8.1(a) and (b) (i) of the City Code on Takeovers and Mergers)

1. KEY INFORMATION

|  |                                  |
|--|----------------------------------|
| Name of person dealing (Note 1)  | See attached Schedule            |
| Company dealt in   | The BOC Group plc                |
| Class of relevant security to which the dealings being disclosed relate (Note 2) | Ordinary Shares of 25 pence each |
| Date of dealing  | See attached Schedule            |

2. INTERESTS, SHORT POSITIONS AND RIGHTS TO SUBSCRIBE

(a) Interests and short positions (following dealing) in the class of relevant security dealt in (Note 3)

|   | Long                  |     | Short             |
|---|-----------------------|-----|-------------------|
|   | Number                | (%) | Number            |
| (1) Relevant securities                     | See attached Schedule |     | See attached Sche |
| (2) Derivatives (other than options)        | N/A                   |     | N/A               |
| (3) Options and agreements to purchase/sell | N/A                   |     | N/A               |
| Total                                       | See attached Schedule |     | See attached Sche |

(b) Interests and short positions in relevant securities of the company, other than the class de  
 in (Note 3)

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| Class of relevant security:                 | Long   | Short |
|---|--------|-------|
|   | Number | (%)   |
| (1) Relevant securities                     | N/A    | N/A   |
| (2) Derivatives (other than options)        | N/A    | N/A   |
| (3) Options and agreements to purchase/sell | N/A    | N/A   |
| Total                                       | N/A    | N/A   |

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(c) Rights to subscribe (Note 3)

| Class of relevant security:      | Details               |
|----------------------------------|-----------------------|
| Ordinary Shares of 25 pence each | See attached Schedule |

3. DEALINGS (Note 4)

(a) Purchases and sales

| Purchase/sale         | Number of securities | Price per unit (Note 5) |
|-----------------------|----------------------|-------------------------|
| See attached Schedule |                      |                         |

(b) Derivatives transactions (other than options)

| Product name, e.g. CFD | Long/short (Note 6) | Number of securities (Note 7) | Price per unit |
|------------------------|---------------------|-------------------------------|----------------|
| N/A                    |                     |                               |                |

(c) Options transactions in respect of existing securities

(i) Writing, selling, purchasing or varying

| Product name, e.g. call option | Writing, selling, purchasing, varying etc. | Number of securities to which the option relates (Note 7) | Exercise price | Type, e.g. American, European etc. | Expiry date | Opti paid rece unit |
|--------------------------------|--|---|----------------|------------------------------------|-------------|---------------------|
| N/A                            | N/A  | N/A   | N/A            | N/A                                | N/A         | N/A                 |

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(ii) Exercising

| Product name, e.g. call option | Number of securities | Exercise price per unit |
|--------------------------------|----------------------|-------------------------|
| See attached Schedule          | N/A                  | N/A                     |

(d) Other dealings (including new securities) (Note 4)

| Nature of transaction (Note 8) | Details | Price per unit (if applicable) (Note 5) |
|--------------------------------|---------|---|
| N/A                            | N/A     | N/A                                     |

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4. OTHER INFORMATION

Agreements, arrangements or understandings relating to options or derivatives

Full details of any agreement, arrangement or understanding between the person disclosing and any other person relating to the voting rights of any relevant securities under any option referred to on this form or relating to the voting rights or future acquisition or disposal of any relevant securities to which any derivative referred to on this form is referenced. If none, this should be stated.

None

Is a Supplemental Form 8 attached? (Note 9) NO

|   |  |
|---|--|
| Date of disclosure  | 5 May 2006   |
| Contact name  | Carol Hunt   |
| Telephone number  | 01276 807759   |
| Name of offeree/offeror with which associated             | The BOC Group plc  |
| Specify category and nature of associate status (Note 10) | Category (3) - directors (together with their close relatives and related trusts) of The BOC Group plc and its subsidiaries and fellow subsidiaries and their associated companies |

Notes

The Notes on Form 8.1 can be viewed on the Takeover Panel's website at



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www.thetakeoverpanel.org.uk

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SCHEDULE  
Form 8.1 Aggregated Dealings Disclosure  
For category 3 associates the period 28 April to 5 May 2006

Part A - Purchases and Sales

| Name                  | Date of dealing | Purchase/Sale   | Number of shares | Price (( |
|-----------------------|-----------------|-----------------|------------------|----------|
| David Alexander BEECH | 2 May 2006      | Purchase (SAYE) | 270              | 698p     |
| Lesley Alice BRETT    | 2 May 2006      | Purchase (SAYE) | 270              | 698p     |
| Paul Jonathan CHAPMAN | 2 May 2006      | Purchase (SAYE) | 2,398            | 766p     |
| Gordon John BROWN     | 2 May 2006      | Purchase (SAYE) | 812              | 698p     |
| Roger Edward DIXON    | 2 May 2006      | Purchase (SAYE) | 959              | 766p     |
| Brian Simpson EMSLIE  | 2 May 2006      | Purchase (SAYE) | 541              | 698p     |
| James Alexander FORD  | 2 May 2006      | Purchase (SAYE) | 1,083            | 698p     |
| Leigh Andrew FRANKS   | 2 May 2006      | Purchase (SAYE) | 479              | 766p     |
| Susan GAFFNEY         | 2 May 2006      | Purchase (SAYE) | 162              | 698p     |
| Christopher GILL      | 2 May 2006      | Purchase (SAYE) | 479              | 766p     |
| Anthony John HAMMOND  | 2 May 2006      | Purchase (SAYE) | 335              | 766p     |
| Anthony John HAMMOND  | 2 May 2006      | Purchase (SAYE) | 377              | 894p     |
| Carol Anne HUNT       | 2 May 2006      | Purchase (SAYE) | 377              | 894p     |
| Paul James LITTMODEN  | 2 May 2006      | Purchase (SAYE) | 243              | 698p     |
| Jayne Susan MATTHEWS  | 2 May 2006      | Purchase (SAYE) | 604              | 894p     |
| Vivek PANDEY          | 2 May 2006      | Purchase (SAYE) | 108              | 698p     |
| Robert George STEVENS | 2 May 2006      | Purchase (SAYE) | 191              | 766p     |

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|                                  |            |                 |       |          |
|----------------------------------|------------|-----------------|-------|----------|
| Philip Alexander James STRUTHERS | 2 May 2006 | Purchase (SAYE) | 270   | 698p     |
| Philip Alexander James STRUTHERS | 2 May 2006 | Purchase (SAYE) | 95    | 766p     |
| Mark SWEENEY                     | 2 May 2006 | Purchase (SAYE) | 143   | 766p     |
| Mark SWEENEY                     | 2 May 2006 | Purchase (SAYE) | 151   | 894p     |
| Mark SWEENEY                     | 2 May 2006 | Purchase (SAYE) | 54    | 698p     |
| Philip Nigel THOMAS              | 2 May 2006 | Sale            | 5,460 | 1556.21p |
| Raymond WALKER                   | 2 May 2006 | Purchase (SAYE) | 191   | 766p     |

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Part B - Exercising Options

| Name                  | Date of exercise | Product name (e.g. option/award) | Number of shares acquired | Exercise price (( per share |
|-----------------------|------------------|----------------------------------|---------------------------|-----------------------------|
| David Alexander BEECH | 2 May 2006       | Option (SAYE)                    | 270                       | 698p                        |
| Lesley Alice BRETT    | 2 May 2006       | Option (SAYE)                    | 270                       | 698p                        |
| Paul Jonathan CHAPMAN | 2 May 2006       | Option (SAYE)                    | 2,398                     | 766p                        |
| Gordon John BROWN     | 2 May 2006       | Option (SAYE)                    | 812                       | 698p                        |
| Roger Edward DIXON    | 2 May 2006       | Option (SAYE)                    | 959                       | 766p                        |
| Brian Simpson EMSLIE  | 2 May 2006       | Option (SAYE)                    | 541                       | 698p                        |
| James Alexander FORD  | 2 May 2006       | Option (SAYE)                    | 1,083                     | 698p                        |
| Leigh Andrew FRANKS   | 2 May 2006       | Option (SAYE)                    | 479                       | 766p                        |
| Susan GAFFNEY         | 2 May 2006       | Option (SAYE)                    | 162                       | 698p                        |
| Christopher GILL      | 2 May 2006       | Option (SAYE)                    | 479                       | 766p                        |
| Anthony John HAMMOND  | 2 May 2006       | Option (SAYE)                    | 335                       | 766p                        |
| Anthony John HAMMOND  | 2 May 2006       | Option (SAYE)                    | 377                       | 894p                        |
| Carol Anne HUNT       | 2 May 2006       | Option (SAYE)                    | 377                       | 894p                        |
| Paul James LITTMODEN  | 2 May 2006       | Option (SAYE)                    | 243                       | 698p                        |
| Jayne Susan MATTHEWS  | 2 May 2006       | Option (SAYE)                    | 604                       | 894p                        |

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|                                  |            |               |     |      |
|----------------------------------|------------|---------------|-----|------|
| Vivek PANDEY                     | 2 May 2006 | Option (SAYE) | 108 | 698p |
| Robert George STEVENS            | 2 May 2006 | Option (SAYE) | 191 | 766p |
| Philip Alexander James STRUTHERS | 2 May 2006 | Option (SAYE) | 270 | 698p |
| Philip Alexander James STRUTHERS | 2 May 2006 | Option (SAYE) | 95  | 766p |
| Mark SWEENEY                     | 2 May 2006 | Option (SAYE) | 143 | 766p |
| Mark SWEENEY                     | 2 May 2006 | Option (SAYE) | 151 | 894p |
| Mark SWEENEY                     | 2 May 2006 | Option (SAYE) | 54  | 698p |
| Raymond WALKER                   | 2 May 2006 | Option (SAYE) | 191 | 766p |

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY  
INFORMATION SERVICE ON 5 MAY 2006  
AT 16.04 HRS UNDER REF: PRNUK-0505061603-911B

NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL  
RESPONSIBILITY OR CONNECTED PERSONS

This form is intended for use by an issuer to make a RIS notification required  
by DR 3.1.4R(1).

- (1) An issuer making a notification in respect of a transaction relating to the shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (2) An issuer making a notification in respect of a derivative relating the shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An issuer making a notification in respect of options granted to a director/person discharging managerial responsibilities should complete boxes 1 to 3 and 17 to 24.
- (4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes should in block capital letters.

|                       |    |  |
|-----------------------|----|--|
| 1. Name of the issuer | 2. | State whether the notification relates to (i) a transaction notified in accordance with DR 3.1.4R(1) (a); or |
|                       |    | (ii) DR 3.1.4(R) (1) (b) a disclosure made in  |

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accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

THE BOC GROUP plc

IN ACCORDANCE WITH (i) ABOVE

|    |   |    |  |
|----|---|----|--|
| 3. | Name of person discharging managerial responsibilities/director | 4. | State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person |
|    | STEPHEN JAMES DEMPSEY   |    | N/A  |

|    |   |    |  |
|----|---|----|--|
| 5. | Indicate whether the notification is in respect of a holding of the person referred to in 3 or 4 above or in respect of a non-beneficial interest | 6. | Description of shares (including class), debentures or derivatives or financial instruments relating to shares |
|----|---|----|--|

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IN RESPECT OF A HOLDING OF THE PERSON DISCHARGING MANAGERIAL RESPONSIBILITY IN 3 ABOVE

ORDINARY SHARES OF 25P EACH

|    |   |    |  |
|----|---|----|--|
| 7. | Name of registered shareholders(s) and, if more than one, the number of shares held by each of them | 8. | State the nature of the transaction                  |
|    | STEPHEN JAMES DEMPSEY   |    | EXERCISE OF 755 SAYE OPTIONS GRANTED ON 6 MARCH 2001 |

|    |   |     |  |
|----|---|-----|--|
| 9. | Number of shares, debentures or financial instruments relating to shares acquired | 10. | Percentage of issued class acquired (treasury shares of that class should not be taken into account when calculating percentage) |
|    | 755   |     | LESS THAN 0.01%  |

|     |   |     |  |
|-----|---|-----|--|
| 11. | Number of shares, debentures or financial instruments relating to shares disposed | 12. | Percentage of issued class disposed (treasury shares of that class should not be taken into account when calculating percentage) |
|     | N/A   |     | N/A  |

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|     |   |     |                                     |
|-----|---|-----|-------------------------------------|
| 13. | Price per share or value of   | 14. | Date and place of transaction       |
|     | 755 AT 894P PER SHARE   |     | 2 MAY 2006, WINDLESHAM              |
| 15. | Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage) | 16. | Date issuer informed of transaction |
|     | 5,176 SHARES / 309,627 OPTIONS  |     | 2 MAY 2006                          |

If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes

|     |  |     |  |
|-----|--|-----|--|
| 17. | Date of grant                                      | 18. | Period during which or date on which it can be exercised |
| 19. | Total amount paid (if any) for grant of the option | 20. | Description of shares or debentures involved             |

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|     |  |     |   |
|-----|--|-----|---|
|     |  |     | (class and number)  |
| 21. | Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise | 22. | Total number of shares or debentures over which options held following notification |
| 23. | Any additional information   | 24. | Name of contact and telephone number for queries                                    |

Name and signature of duly authorised officer of issuer responsible for making notification

KAREN WESTON, COMPANY SECRETARIAL ADMINISTRATOR

Date of notification 5 MAY 2006

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant, The BOC Group plc, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 8, 2006

By: /s/ Sarah Larkins

-----  
Name: Sarah Larkins

Title: Assistant Company Secretary

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