

Edgar Filing: BOC GROUP PLC - Form 6-K

BOC GROUP PLC
Form 6-K
December 01, 2005

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 for the month of November 2005

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
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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 2 November 2005 advising of the disposal by Ogier Trustee Limited, as trustee of The BOC Group plc Employee Share Trust (1995), of a total of 42,039 Ordinary shares in the Company in which the directors have a technical interest.

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2. A notification dated 2 November 2005 advising of the disposal by Ogier Trustee Limited, as trustee of The BOC Group plc Employee Share Trust (1995), of a total of 20,325 Ordinary shares in the Company in which the directors have a technical interest.
3. A notification dated 11 November 2005 advising that The BOC Group plc will be announcing its Preliminary Results on Thursday 17 November 2005.
4. A notification dated 17 November 2005 advising that Gist, the logistics arm of The BOC Group, has extended its contract with Marks and Spencer to manage the distribution of Marks and Spencer's chilled and ambient food to 2011.
5. A notification dated 21 November 2005 advising of the exercise of an option over 45,000 Ordinary shares in the Company and subsequent sale of the shares by N Deeming, a person discharging managerial responsibility within the BOC Group.
6. A notification dated 23 November 2005 advising of the disposal by Ogier Trustee (Jersey) Limited, as trustee of The BOC Group plc Employee Share Trust (1995), of a total of 123,138 Ordinary shares in the Company in which the directors have a technical interest.
7. A notification dated 23 November 2005 advising of the disposal by Ogier Trustee (Jersey) Limited, as trustee of The BOC Group plc Employee Share Trust (1995), of a total of 17,226 Ordinary shares in the Company in which the directors have a technical interest.
8. A notification dated 24 November 2005 advising of the disposal by Ogier Trustee (Jersey) Limited, as trustee of The BOC Group plc Employee Share Trust (1995), of a total of 6,860 Ordinary shares in the Company in which the directors have a technical interest.
9. A notification dated 25 November 2005 advising of the exercise of options over 15,000 Ordinary shares in the Company and subsequent sale of the shares by S J Dempsey, a person discharging managerial responsibility within the BOC Group.
10. A notification dated 25 November 2005 advising of the disposal by Ogier Trustee (Jersey) Limited, as trustee of The BOC Group plc Employee Share Trust (1995), of a total of 47,858 Ordinary shares in the Company in which the directors have a technical interest.
11. A notification dated 30 November 2005 advising of the disposal by Ogier Trustee (Jersey) Limited, as trustee of The BOC Group plc Employee Share Trust (1995), of a total of 27,726 Ordinary shares in the Company in which the directors have a technical interest.
12. A notification dated 30 November 2005 advising of the exercise of options over 153,500 Ordinary shares in the Company and subsequent sale of the shares by M J Nichols, a person discharging managerial responsibility within the BOC Group.
13. A notification dated 30 November 2005 advising of the exercise of options over 180,000 Ordinary shares in the Company and subsequent sale of the shares by J K Masters, a director of the Company.

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 2 NOVEMBER 2005
AT 15.11 HRS UNDER REF: PRNUK-0211051510-2215

2 November 2005

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

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The BOC Group plc (the Company) has been notified of the disposal on 1 November 2005 of 42,039 Ordinary shares of 25p each in the Company at an exercise price of 982p per share by Ogier Trustee Limited (the Trustee) as trustee of The BOC Group plc Employee Share Trust (1995) (the Trust). These Ordinary shares have been transferred, following exercise of options, to participants in the Company's senior executive share incentive plans.

Following this disposal of 42,039 Ordinary shares, the Trustee now holds 5,207,117 Ordinary shares.

Each of the executive Directors of the Company is a potential beneficiary under the Trust and therefore for Companies Act purposes is regarded as interested in all of these 5,207,117 Ordinary shares. Despite this technical interest, each executive Director will only be entitled to receive Ordinary shares from the Trust in satisfaction of options granted to him in respect of these Ordinary shares.

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 2 NOVEMBER 2005
AT 15.15 HRS UNDER REF: PRNUK-0211051512-6B9B

2 November 2005

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 1 November 2005 of 20,325 Ordinary shares of 25p each in the Company at a sale price of 1111.2511p per share by Ogier Trustee Limited (the Trustee) as trustee of The BOC Group plc Employee Share Trust (1995) (the Trust). These Ordinary shares have been transferred, following exercise of options, to participants in the Company's senior executive share incentive plans.

Following this disposal of 20,325 Ordinary shares, the Trustee now holds 5,186,792 Ordinary shares.

Each of the executive Directors of the Company is a potential beneficiary under the Trust and therefore for Companies Act purposes is regarded as interested in all of these 5,186,792 Ordinary shares. Despite this technical interest, each executive Director will only be entitled to receive Ordinary shares from the Trust in satisfaction of options granted to him in respect of these Ordinary shares.

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 11 NOVEMBER 2005
AT 09.27 HRS UNDER REF: PRNUK-1111050926-97F5

11 November 2005

The BOC Group plc - Preliminary Results

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The BOC Group plc will be announcing its results for the year ended 30 September 2005 on Thursday 17 November 2005.

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

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 17 NOVEMBER 2005
AT 07.04 HRS UNDER REF: PRNUK-1711050701-1324

17 November 2005

Gist, BOC's distribution business, extends major food logistics contract
with Marks & Spencer

Gist, the logistics arm of The BOC Group, has extended its contract with Marks & Spencer to manage the distribution of the retailer's chilled and ambient food in the UK until 2011, confirming it as one of the largest food distribution contracts in the UK.

The partnership between M&S and Gist started in 1970. Gist now delivers to around 420 M&S stores as far apart as Inverness and Falmouth. Among the products it delivers are over 100 million sandwiches every year and 6,500 tonnes of loose bananas. Gist already has six distribution centres dedicated to M&S and is adapting an existing site at Thornbury near Bristol to accommodate the growth in M&S's food business.

Ian Mumby, Marks & Spencer's Head of Food Supply Chain, said: "This contract extension builds on our existing relationship with Gist. It will allow us to drive further improvements in service and efficiency within the food supply chain, as we continue to grow our food business."

Martin Gwynn, managing director of Gist, said: "For thirty five years Gist has been a partner in the growth of Marks & Spencer's food business. We have already built one of the world's most sophisticated logistics operations to serve them and the assurance of this valuable long-term contract means that we can continue to develop it further."

Contact: Christopher Marsay, Director - Investor Relations

Tel: 01276 477222 (International +44 1276 477222)

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 21 NOVEMBER 2005
AT 09.50 HRS UNDER REF: PRNUK-2111050949-C754

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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.

| | |
|---|--|
| <p>1. Name of the issuer</p> <p style="text-align: center;">THE BOC GROUP plc</p> | <p>2. State whether the notification relates to a transaction notified in accordance with section 3.1.4R(1) (a); or</p> <p style="padding-left: 20px;">(ii) DR 3.1.4(R) (1) (b) a disclosure in accordance with section 324 (as extended by section 328) of the Companies Act 2006;</p> <p style="padding-left: 20px;">(iii) both (i) and (ii)</p> <p style="text-align: center;">IN ACCORDANCE WITH (i) ABOVE</p> |
| <p>3. Name of person discharging managerial responsibilities/director</p> <p style="text-align: center;">NICHOLAS DEEMING</p> | <p>4. State whether notification relates to a transaction connected with a person discharging managerial responsibilities/director named in 3 above and identify the connected person</p> <p style="text-align: center;">N/A</p> |
| <p>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</p> <p style="text-align: center;">IN RESPECT OF A HOLDING OF THE PERSON DISCHARGING MANAGERIAL RESPONSIBILITY IN 3 ABOVE</p> | <p>6. Description of shares (including debentures or derivatives or financial instruments relating to shares)</p> <p style="text-align: center;">ORDINARY SHARES OF 25P EACH</p> |
| <p>7. Name of registered shareholders(s) and, if more than one, the number of shares held by each of them</p> | <p>8. State the nature of the transaction</p> |

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NICHOLAS DEEMING

EXERCISE OF 45,000 ESOS 1995 OPTIO
FEBRUARY 2002 AND SUBSEQUENT SALE

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| | | ACQUIRED UPON EXERCISE. | |
|-----|---|------------------------------|--|
| 9. | Number of shares, debentures or financial instruments relating to shares acquired | 45,000 | 10. Percentage of issued class acquire (treasury shares of that class sho taken into account when calculatin |
| | | | 0.01% |
| 11. | Number of shares, debentures or financial instruments relating to shares disposed | 45,000 | 12. Percentage of issued class dispose shares of that class should not be account when calculating percentag |
| | | | 0.01% |
| 13. | Price per share or value of transaction | 1016P PER SHARE - EXERCISE | 14. Date and place of transaction |
| | | 1143.2779P PER SHARE - SALE | 18 NOVEMBER 2005, LONDON |
| 15. | Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage) | NIL SHARES / 200,788 OPTIONS | 16. Date issuer informed of transactio |
| | | | 18 NOVEMBER 2005 |

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 whi be exercised |
| 19. | Total amount paid (if any) for grant of the option | 20. | Description of shares or debenture (class and number) |

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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 which options held following notification

23. Any additional information

24. Name of contact and telephone number for queries

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

KAREN WESTON, COMPANY SECRETARIAL ADMINISTRATOR

Date of notification 21 NOVEMBER 2005

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 23 NOVEMBER 2005
AT 17.42 HRS UNDER REF: PRNUK-2311051741-FCCE

23 November 2005

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 23 November 2005 of 123,138 Ordinary shares of 25p each in the Company at a sale price of 1134.886p per share by Ogier Trustee (Jersey) Limited (the Trustee) as trustee of The BOC Group plc Employee Share Trust (1995) (the Trust). These Ordinary shares have been transferred, following exercise of options, to participants in the Company's senior executive share incentive plans.

Following this disposal of 123,138 Ordinary shares, the Trustee now holds 5,063,654 Ordinary shares.

Each of the executive Directors of the Company is a potential beneficiary under the Trust and therefore for Companies Act purposes is regarded as interested in all of these 5,063,654 Ordinary shares. Despite this technical interest, each executive Director will only be entitled to receive Ordinary shares from the Trust in satisfaction of options granted to him in respect of these Ordinary shares.

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 23 NOVEMBER 2005
AT 17.55 HRS UNDER REF: PRNUK-2311051753-1C3A

23 November 2005

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 23 November 2005 of 17,226 Ordinary shares of 25p each in the Company at a sale price of 1134.329p per share by Ogier Trustee (Jersey) Limited (the Trustee) as trustee of The BOC Group plc Employee Share Trust (1995) (the Trust). These Ordinary shares have been transferred, following exercise of options, to participants in the Company's senior executive share incentive plans.

Following this disposal of 17,226 Ordinary shares, the Trustee now holds 5,046,428 Ordinary shares.

Each of the executive Directors of the Company is a potential beneficiary under the Trust and therefore for Companies Act purposes is regarded as interested in all of these 5,046,428 Ordinary shares. Despite this technical interest, each executive Director will only be entitled to receive Ordinary shares from the Trust in satisfaction of options granted to him in respect of these Ordinary shares.

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 24 NOVEMBER 2005
AT 16.43 HRS UNDER REF: PRNUK-2411051642-6A03

24 November 2005

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 24 November 2005 of 6,860 Ordinary shares of 25p each in the Company at a sale price of 1133p per share by Ogier Trustee (Jersey) Limited (the Trustee) as trustee of The BOC Group plc Employee Share Trust (1995) (the Trust). These Ordinary shares have been transferred, following exercise of options, to participants in the Company's senior executive share incentive plans.

Following this disposal of 6,860 Ordinary shares, the Trustee now holds 5,039,568 Ordinary shares.

Each of the executive Directors of the Company is a potential beneficiary under the Trust and therefore for Companies Act purposes is regarded as interested in all of these 5,039,568 Ordinary shares. Despite this technical interest, each executive Director will only be entitled to receive Ordinary shares from the Trust in satisfaction of options granted to him in respect of these Ordinary shares.

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE

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ON 25 NOVEMBER 2005
AT 16.16 HRS UNDER REF: PRNUK-2511051615-1B4F

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 a transaction notified in accordance with section 3.1.4R(1) (a); or (ii) DR 3.1.4(R) (1) (b) a disclosure in accordance with section 324 (as extended by section 328) of the Companies Act 2006; (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 transaction connected with a person discharging managerial responsibilities/director named in 3 above or to a transaction connected with a person named in 3 above. If so, 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 debentures or derivatives or financial instruments relating to shares) |
| 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 A TOTAL OF 15,000 ESOP |

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GRANTED IN FEBRUARY 1996, 1997 AND
SUBSEQUENT SALE OF SHARES ACQUIRED

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| | | EXERCISE. | |
|-----|---|-----------|--|
| 9. | Number of shares, debentures or financial instruments relating to shares acquired | 10. | Percentage of issued class acquire shares of that class should not be account when calculating percentag |
| | 15,000 | | 0.01% |
| 11. | Number of shares, debentures or financial instruments relating to shares disposed | 12. | Percentage of issued class dispose shares of that class should not be account when calculating percentag |
| | 15,000 | | 0.01% |
| 13. | Price per share or value of transaction | 14. | Date and place of transaction |
| | 5,000 AT 919P (EXERCISE), 5,000 AT 980P (EXERCISE) AND 5,000 AT 914P (EXERCISE) | | 24 NOVEMBER 2005, LONDON |
| | 15,000 AT 1142.908P (SALE) | | |
| 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 transactio |
| | 4,421 SHARES / 288,169 OPTIONS | | 25 NOVEMBER 2005 |

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 whi be exercised |
| 19. | Total amount paid (if any) for grant of the option | 20. | Description of shares or debenture (class and number) |

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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 which options held following notification

23. Any additional information

24. Name of contact and telephone number for queries

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

KAREN WESTON, COMPANY SECRETARIAL ADMINISTRATOR

Date of notification 25 NOVEMBER 2005

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 25 NOVEMBER 2005
AT 17.10 HRS UNDER REF: PRNUK-2511051708-1E50

25 November 2005

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 25 November 2005 of 47,858 Ordinary shares of 25p each in the Company at a sale price of 1134p per share by Ogier Trustee (Jersey) Limited (the Trustee) as trustee of The BOC Group plc Employee Share Trust (1995) (the Trust). These Ordinary shares have been transferred, following exercise of options, to participants in the Company's senior executive share incentive plans.

Following this disposal of 47,858 Ordinary shares, the Trustee now holds 4,991,710 Ordinary shares.

Each of the executive Directors of the Company is a potential beneficiary under the Trust and therefore for Companies Act purposes is regarded as interested in all of these 4,991,710 Ordinary shares. Despite this technical interest, each executive Director will only be entitled to receive Ordinary shares from the Trust in satisfaction of options granted to him in respect of these Ordinary shares.

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 30 NOVEMBER 2005
AT 16.40 HRS UNDER REF: PRNUK-3011051638-3A08

30 November 2005

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the following disposals:-

29 November 2005 - 18,695 Ordinary shares of 25p each at a sale price of 1146p per share

30 November 2005 - 9,031 Ordinary shares of 25p each at a sale price of 1145p per share

by Ogier Trustee (Jersey) Limited (the Trustee) as trustee of The BOC Group plc Employee Share Trust (1995) (the Trust). These Ordinary shares have been transferred, following exercise of options, to participants in the Company's senior executive share incentive plans.

Following this disposal of a total of 27,726 Ordinary shares, the Trustee now holds 4,963,984 Ordinary shares.

Each of the executive Directors of the Company is a potential beneficiary under the Trust and therefore for Companies Act purposes is regarded as interested in all of these 4,963,984 Ordinary shares. Despite this technical interest, each executive Director will only be entitled to receive Ordinary shares from the Trust in satisfaction of options granted to him in respect of these Ordinary shares.

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 30 NOVEMBER 2005
AT 16.35 HRS UNDER REF: PRNUK-3011051633-D543

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.

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| | | | |
|-----|---|-----|--|
| 1. | Name of the issuer | 2. | State whether the notification relates to a transaction notified in accordance with section 3.1.4R(1) (a); or |
| | THE BOC GROUP plc | | (ii) DR 3.1.4(R) (1) (b) a disclosure notified in accordance with section 324 (as extended by section 328) of the Companies Act 2006 |
| | | | (iii) both (i) and (ii) |
| | | | IN ACCORDANCE WITH (i) ABOVE |
| 3. | Name of person discharging managerial responsibilities/director | 4. | State whether notification relates to a person discharging managerial responsibilities/director named in 3 above and identify the connected person |
| | MARK JAMES NICHOLS | | 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 ordinary shares, debentures or derivatives or financial instruments relating to shares) |
| | 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 |
| | MARK JAMES NICHOLS | | EXERCISE OF A TOTAL OF 153,500 ESCROWED SHARES AND 153,500 ESCROWED OPTIONS GRANTED IN FEBRUARY 1996, MAY 1998, FEBRUARY 1999, MAY 2000, FEBRUARY 2001 AND 2002 AND SUBSEQUENT ESCROWED SHARES ACQUIRED UPON EXERCISE. |
| 9. | Number of shares, debentures or financial instruments relating to shares acquired | 10. | Percentage of issued class acquired that should not be taken into account when calculating percentage of issued class acquired |
| | 153,500 | | 0.03% |
| 11. | Number of shares, debentures or financial instruments relating to shares disposed | 12. | Percentage of issued class disposed that should not be taken into account when calculating percentage of issued class disposed |

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account when calculating percentage

| | | | |
|-----|--|-----|-------------------------------------|
| | 153,500 | | 0.03% |
| 13. | Price per share or value of transaction | 14. | Date and place of transaction |
| | 10,000 AT 919P (EXERCISE), 12,000 AT 980P (EXERCISE), 19,000 AT 914P (EXERCISE), 25,000 AT 972P (EXERCISE), 15,000 AT 851P (EXERCISE), 37,500 AT 937P (EXERCISE), 15,000 AT 993P (EXERCISE) AND 20,000 AT 1016P (EXERCISE) | | 29 NOVEMBER 2005, LONDON |
| | 153,500 AT 1135.3693P (SALE) | | |
| 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 |
| | NIL SHARES / 101,609 OPTIONS | | 30 NOVEMBER 2005 |

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 to be exercised |
| 19. | Total amount paid (if any) for grant of the option | 20. | Description of shares or debenture (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 to which options held following notification |

| | | | |
|-----|----------------------------|-----|--|
| 23. | Any additional information | 24. | Name of contact and telephone number for queries |
|-----|----------------------------|-----|--|

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

KAREN WESTON, COMPANY SECRETARIAL ADMINISTRATOR_
Date of notification 30 NOVEMBER 2005

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THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE
ON 30 NOVEMBER 2005
AT 17.34 HRS UNDER REF: PRNUK-3011051731-1D50

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

THE BOC GROUP plc

2. State whether the notification relates to a transaction notified in accordance with section 3.1.4R(1) (a); or

(ii) DR 3.1.4(R) (1) (b) a disclosure in accordance with section 324 (as amended by section 328) of the Companies Act 2006

(iii) both (i) and (ii)

IN ACCORDANCE WITH BOTH (i) AND (ii)

3. Name of person discharging managerial responsibilities/director

4. State whether notification relates to a transaction notified in accordance with section 3.1.4R(1) (a); or

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responsibilities/director named in
identify the connected person

| | | | |
|--------------------|--|--|---|
| JERRY KENT MASTERS | | 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 debentures or derivatives or financial instruments relating to shares |
| | 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 |
| Page 21 of 24 | | | |
| JERRY KENT MASTERS | | EXERCISE OF A TOTAL OF 180,000 EXERCISE GRANTED IN FEBRUARY 1996, 1997, 1998, 1999, 2000 AND FEBRUARY 2001 AND 2002 AND SUBSEQUENT SALE OF 180,000 SHARES EXERCISE | |
| 9. | Number of shares, debentures or financial instruments relating to shares acquired | 10. | Percentage of issued class acquire shares of that class should not be account when calculating percentage |
| | 180,000 | | 0.03% |
| 11. | Number of shares, debentures or financial instruments relating to shares disposed | 12. | Percentage of issued class dispose shares of that class should not be account when calculating percentage |
| | 180,000 | | 0.03% |
| 13. | Price per share or value of transaction | 14. | Date and place of transaction |
| | 5,000 AT 919P (EXERCISE), 7,000 AT 980P (EXERCISE), 11,000 AT 914P (EXERCISE), 18,000 AT 851P (EXERCISE), 54,000 AT 937P (EXERCISE), 35,000 AT 993P (EXERCISE), 50,000 AT 1016P (EXERCISE) | | 30 NOVEMBER 2005, LONDON |
| | 180,000 AT 1124.780P (SALE) | | |
| 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 |

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2,356 SHARES / 139,195 OPTIONS

30 NOVEMBER 2005

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 to be exercised

19. Total amount paid (if any) for grant of the option

20. Description of shares or debenture (class and number)

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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 debenture 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 30 NOVEMBER 2005

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SIGNATURE

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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: December 1, 2005

By: /s/ Sarah Larkins

Name: Sarah Larkins

Title: Assistant Company Secretary

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