

Edgar Filing: BOC GROUP PLC - Form 6-K

BOC GROUP PLC  
Form 6-K  
May 03, 2004

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 April 2004

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 2 April 2004, confirming the sale of the US packaged gas business to Airgas Inc. has been agreed.

## Edgar Filing: BOC GROUP PLC - Form 6-K

2. A notification dated 20 April 2004, advising that conditional approval has been recommended by the Competition Commission for African Oxygen Limited to sell Afrox Healthcare Limited to Business Venture Investments No 790 (Pty) Ltd.
3. A notification dated 22 April 2004, of the disposal of 8,000 Ordinary shares in The BOC Group plc by Ogier Trustee Limited as a trustee of The BOC Group plc Employee Share Trust (1995).
4. A notification dated 28 April 2004, of the disposal of 7,965 Ordinary shares in The BOC Group plc by Ogier Trustee Limited as a trustee of The BOC Group plc Employee Share Trust (1995).
5. A notification dated 29 April 2004, advising of the appointment of A Quinn CBE and I Napier as non-executive directors of The BOC Group plc and the resignation of R Mendoza as a non-executive director of The BOC Group plc.
6. A notification dated 30 April 2004, advising that FMR Corp and Fidelity International Limited have a notifiable interest of 3.00% in the issued Ordinary share capital of The BOC Group plc.

Page 2 of 12

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 2 APRIL 2004  
AT 13.03 HRS UNDER REF: PRNUK-0204041302-61AE

Sale of US packaged gas business now agreed

Windlesham, UK, 2 April 2004 -- The BOC Group announced on 27 January 2004 that it had signed a letter of intent to sell its US packaged gases business to Airgas for up to USD 200 million in cash. Today it confirms that a formal asset purchase agreement has now been signed with Airgas and clearance has been given by the Federal Trade Commission as required under the Hart-Scott-Rodino Act. It is expected that the transaction will be completed by 31 July 2004.

The consideration will be \$175million in cash upon the closing of the transactions contemplated by the asset purchase agreement, with up to an additional \$25million to be paid on or about 15 November 2005. The proceeds will be applied initially to the reduction of group borrowings.

Airgas will acquire approximately 120 BOC locations in 21 states in the US involved in distributing packaged gases and welding equipment. These locations include cylinder-filling plants, retail stores and warehouse facilities. More than 1000 people are employed on these sites.

Contact: Nigel Abbott, Group Manager, Public Relations, The BOC Group  
Tel. 01276 477222 (International +44 1276 477222)

Notes to editors

The BOC Group (LSE: BOC), the worldwide industrial gases, vacuum technologies and distribution services company, serves two million customers in more than 50

## Edgar Filing: BOC GROUP PLC - Form 6-K

countries. It employs 44,500 people and had annual sales of more than GBP4.3 billion in 2003. Further information about The BOC Group may be obtained on the Internet at <http://www.boc.com/>.

### About Airgas, Inc.

Airgas, Inc. (NYSE: ARG) is the largest US distributor of industrial, medical and specialty gases, welding, safety and related products. Its integrated network of nearly 800 locations includes branches, retail stores, gas fill plants, specialty gas labs, production facilities and distribution centers. Airgas also distributes its products and services through eBusiness, catalog and telesales channels. Its national scale and strong local presence offer a competitive edge to its diversified customer base. For more information, please visit <http://www.airgas.com/>.

Page 3 of 12

The BOC Group plc Announcement released to a Regulatory Information Service at 14.35hrs on 20 April 2004 under ref no PRNUK-2004041433-1396

### COMPETITION COMMISSION RECOMMENDS CONDITIONAL APPROVAL OF BIDCO AND AFROX HEALTHCARE DEAL

African Oxygen Limited (Afrox) wishes to notify all its shareholders and interested parties that, on Friday 16 April 2004, the Competition Commission recommended to the Competition Tribunal that the merger of Business Venture Investments No 790 (Pty) Ltd (Bidco) and Afrox Healthcare Limited (Ahealth) be approved subject to certain conditions.

Bidco comprises a BEE consortium and Medi-Clinic Corporation Limited (Medi-Clinic). The BEE consortium comprises Brimstone Investment Corporation Limited, Mvelaphanda Strategic Investments (Pty) Ltd (Mvelaphanda), and broad based empowerment groupings.

The summary of the salient points of the conditions recommended by the Competition Commission are -

- o Disinvestment of Mvelaphanda's shareholding in Tshwane Private Hospitals (Pty) Ltd (Tshwane)
  - Mvelaphanda must disinvest its 32 percent shareholding in Tshwane.
- o Appointment of a non-executive director by Medi-Clinic to Bidco board
  - The non-executive director to be appointed by Medi-Clinic to the board of Bidco shall be an independent director and shall not be a serving member of the board of either Medi-Clinic or Remgro Limited.
- o Future hospital acquisitions by Medi-Clinic
  - Medi-Clinic must notify the Competition Commission of all future hospital acquisitions.

For further details please access the Competition Commission website at [www.compcom.co.za](http://www.compcom.co.za).

## Edgar Filing: BOC GROUP PLC - Form 6-K

The approval by the Competition Tribunal is the only outstanding condition precedent for the acquisition by Bidco of all the shares in Ahealth, including Afrox's 69 percent shareholding in Ahealth. Should the transaction be conditionally approved by the Competition Tribunal, Afrox shall be entitled to accept such conditional approval and by doing so, bring about the fulfillment of the last condition precedent.

Page 4 of 12

Ends

Issued by African Oxygen Limited

For further information

Chris Fieldgate (011) 490-0430 / 082 495 1481

Ros Beart (011) 490 0712 / 082 891 5149

Page 5 of 12

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 22 APRIL 2004  
AT 09.50 HRS UNDER REF: PRNUK-2204040950-5C7F

22 April 2004

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 20 April 2004 of 8,000 Ordinary shares of 25p each in the Company at a sale price of 924.21p 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 option plans.

Following this disposal of 8,000 Ordinary shares, the Trustee now holds 4,922,177 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 4,922,177 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.

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 28 APRIL 2004  
AT 17.18 HRS UNDER REF: PRNUK-2804041718-7CFE

THE BOC GROUP plc EMPLOYEE SHARE TRUST (1995)

The BOC Group plc (the Company) has been notified of the disposal on 28 April 2004 of 7,965 Ordinary shares of 25p each in the Company at a sale price of 939.89p 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 option plans.

Following this disposal of 7,965 Ordinary shares, the Trustee now holds 4,914,212 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 4,914,212 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.

Page 7 of 12

THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE  
ON 29 APRIL 2004  
AT 11.43 HRS UNDER REF: PRNUK-2904041138-9BD1

Board changes at The BOC Group plc

Anne Quinn CBE and Iain Napier appointed non-executive directors.  
Roberto Mendoza to resign as a non-executive director.

Anne Quinn CBE and Iain Napier are appointed non-executive directors of The BOC Group plc with effect from 1 May 2004.

Anne Quinn is group vice president of BP p.l.c.'s gas, power and renewables business stream. A New Zealander, she worked for Standard Oil of Ohio and joined BP in 1987 when it acquired Standard Oil.

## Edgar Filing: BOC GROUP PLC - Form 6-K

Iain Napier is chief executive of Taylor Woodrow plc and a non-executive director of Imperial Tobacco Group PLC. He was previously a director of Bass plc where he was chief executive of Bass Brewers and Bass International before joining Interbrew SA in 2000.

Roberto Mendoza, a non-executive director since 2002, will resign from the board with effect from 12 May 2004. He is scaling back his external commitments to concentrate on his role at Integrated Finance Ltd, of which he is a founding partner.

Rob Margetts, chairman of The BOC Group, said: "I am very pleased that we have been able to add the experience and skills of Anne Quinn and Iain Napier to our board. They each have knowledge of markets and technologies that are very important to us. Roberto Mendoza has made a valuable contribution to BOC during his time on the board and I fully understand his wish to concentrate more fully on his successful partnership".

There is no further information to be disclosed under the requirements of Listing Rule 16.4 in relation to the appointment of either Anne Quinn or Iain Napier.

Page 8 of 12

-----  
Contact: Christopher Marsay, Director - Investor Relations  
-----  
Tel: 01276 477222 (International +44 1276 477222)  
-----

Page 9 of 12

The BOC Group plc Announcement released to a Regulatory Information Service on  
30 April 2004 at 14.49 hrs under  
Ref: PRNUK-3004041448-9EBE

### 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                                       |
| The BOC Group plc  | FMR Corp and Fidelity International   |
| 3. Please state whether notification indicates that it is in respect of holding of the shareholder | 4. Name of the registered holder(s) and holder, the number of shares held b |
-

Edgar Filing: BOC GROUP PLC - Form 6-K

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

See additional information

Notification in respect of party named in 2 above.

---

5.	Number of shares/amount of stock acquired	6.	Percentage of issued class	7.	Number of shares/amount of stock disposed	8.	Pe
9.	Class of security Ordinary shares of 25p each	10.	Date of transaction 29 April 2004	11.	Da		30
12.	Total holding following this notification  14,914,788	13.	Total percentage holding of issued o notification  3.00%				
14.	Any additional information  In a letter dated 29 April 2004 and received on 30 April 2004 The BOC Group plc has been notified that FMR Corp and Fidelity Investments Limited have a 3.00% notifiable interest in the issued Ordinary share capital of the Company.  Neither FMR Corp nor Fidelity Investments Limited own shares for their own account. The shares are held by Fidelity on behalf of their clients.	15.	Name of contact and telephone number  Sarah Larkins Assistant Company Secretary 01276 807383				

---

Page 10 of 12

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

---

Date of notification 30 April 2004

---

Page 11 of 12

Edgar Filing: BOC GROUP PLC - Form 6-K

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 3, 2004

By: /s/ Sarah Larkins

-----  
Name: Sarah Larkins

Title: Assistant Company Secretary

Page 12 of 12