

BT GROUP PLC  
Form 6-K  
August 03, 2009

**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**

Date of Announcement: 03 August 2009

**BT Group plc**

(Translation of registrant's name into English)

**BT Centre  
81 Newgate Street  
London  
EC1A 7AJ  
England**

(Address of principal executive offices)

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

Form 20-F..X...      Form 40-F.....

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 ..X..

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-  
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Enclosures 1: Result of AGM announcement made on 16 July 2009

Enclosures 2: BT and Vodafone Ireland Agreement announcement made on 22 July 2009

Enclosures 3: Disposal of German consulting service announcement made on 31 July 2009

Enclosures 4: Total Voting Rights announcement made on 31 July 2009

Enclosure 1

**BT Group plc  
Announcement of AGM Poll Results  
16  
July 2009**

Following the Annual General Meeting held  
on 15 July 2009

, BT Group plc announces the results of the poll vote for each resolution as follows:

<b>Annual General Meeting Resolutions</b>	<b>For</b>	<b>%</b>	<b>Against</b>	<b>%</b>	<b>Votes withheld</b>
<b>Ordinary Business</b>					
<b>Resolution 1</b> That the accounts and reports of the directors and the auditors for the year ended 31 March 2009 be received.	4,491,395,133	99.81	8,449,594	0.19	14,999,682
<b>Resolution 2</b> That the directors' remuneration report for the year ended 31 March 2009 be approved.	3,758,110,206	88.81	473,353,695	11.19	283,380,508
<b>Resolution 3</b> That the final dividend of 1.1 pence per share	4,487,722,809	99.72	12,379,576	0.28	14,742,024

recommended by the directors be declared to be payable on 7 September 2009 to holders of ordinary shares registered at the close of business on 14 August 2009.

4,440,836,602 98.76 55,668,796 1.24 18,339,011

**Resolution 4**

That Clayton Brendish be re-elected as a director.

4,387,488,180 97.58 109,017,217 2.42 18,339,012

**Resolution 5**

That Phil Hodgkinson be re-elected as a director.

**Resolution 6**

That Tony Chanmugam be elected as a director.

4,443,114,963 98.81 53,514,797 1.19 18,214,649

**Resolution 7**

That PricewaterhouseCoopers LLP be reappointed

4,490,029,772 99.78 10,007,695 0.22 14,806,942

auditors of the Company, to hold office until the end of the next general meeting at which accounts are laid

before the Company.

**Resolution 8**

That the directors be authorised to decide the auditors'

4,487,891,811 99.75 11,064,926 0.25 15,887,672

remuneration.

**Special Business**

**Resolution 9**

That the directors are authorised generally and without conditions under Section 80 of the Companies Act 1985 ('1985 Act') to allot relevant securities:

4,295,883,882 96.19 170,100,608 3.81 48,859,919

(a) up to an amount of £127 million;

(b) comprising equity securities up to a further amount of £127 million in connection with a rights issue.

These authorities supersede any previous ones under Section 80 of the 1985 Act and expire at the end of the next AGM. The Board can make offers, or enter into agreements which would, or might, need relevant securities to be allotted after that expiry. In this Resolution 'relevant securities' and 'equity securities' are as defined in the 1985 Act; 'amounts' refer to the face value (which is the nominal value) of the relevant securities; and 'rights issue' is as defined in Article 74 of

the Company's articles of association.

**Resolution 10**

That subject to the passing of Resolution 9, the directors have power to allot equity securities (within the meaning of Section

4,471,116,712 99.18 36,976,437 0.82 6,751,260

94 of the 1985 Act) entirely paid for in cash

(a) under the authority given by paragraph (a) of Resolution 9:

in connection with a pre-emptive offer; except in connection with a pre-emptive offer, up to an aggregate nominal amount of £20 million; and

(b) under the authority given by paragraph (b) of Resolution 9 in connection with a rights issue as if Section 89(1) of the 1985 Act did not apply to any such allotment. This power expires at the end of the next AGM but the Board can make offers, or enter into agreements which would, or might, need equity securities to be allotted after that expiry. In this Resolution all the words defined in Resolution 9 have the same meaning and:

'pre-emptive offer' means an offer of equity securities open for a period fixed by the Board to holders (other than the Company) of ordinary shares in proportion to their holdings, subject to the limits or restrictions which the directors think are necessary;

references to an allotment of equity securities include a sale of treasury shares; and

in working out any maximum amounts of securities, the face value of rights to subscribe for shares, or to convert any securities into shares, will be taken as the face value of the shares which would be allotted if the subscription or conversion takes place.

**Resolution 11**

4,482,337,897 99.66 15,094,484 0.34 17,412,028

That the Company has general and unconditional authority to make market purchases as defined in section 163 of the Companies Act 1985 of shares of 5p each in the Company, subject to the following conditions:

(a) the maximum number of shares which may be purchased is 774 million shares;

(b) the minimum price (excluding expenses) which may be paid for each share is 5p;

(c) the maximum price (excluding expenses) which the Company may pay for each share cannot be more than the higher of:

(i) 105% of the average market value of a share in the Company for the five business days prior to the day the purchase is made; and

(ii) the value of a share in the Company calculated on the basis of the higher of the price quoted for: (a) the last independent trade of; or (b) the highest current independent bid for, any number of shares in the Company on the trading venues where the purchase is carried out; and

(d) this authority will expire at the end of the next AGM of the Company held in 2010, or if earlier, 14 October 2010, except in relation to the purchase of shares, the contract for which was concluded before the expiry of this authority and which might be executed wholly or partly after that expiry.

**Resolution 12**

4,398,665,313 97.63 106,615,703 2.37 9,563,393

That with effect from 1 October 2009 the Company:

(a) amends its articles of association ('Current Articles') by deleting the provisions of the Company's memorandum of association ('Memorandum') which, due to section 28 Companies Act 2006 ('2006 Act'), would be treated as provisions of the Current Articles; and

(b) adopts new articles of association ('New Articles').

**Resolution 13**

4,375,428,608 97.04 133,458,923 2.96 5,956,878

That the Company may call a general meeting (but not an AGM) on at least 14 clear days' notice.

**Resolution 14**

4,355,818,005 97.29 121,360,273 2.71 37,666,131

That British Telecommunications plc, a wholly-owned subsidiary of the Company, be authorised to make political donations to political:

(a) parties and/or independent election candidates not exceeding £75,000 in total; and

(b) organisations other than political parties not exceeding £25,000 in total during the period beginning with the date of the 2009 AGM and ending at the conclusion of the day on which the 2010 AGM is held.

In accordance with Listing Rule 9.6.2

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copies of all the resolutions passed, other than ordinary business, will be submitted to the UK Listing Authority ("UKLA") and will be available for inspection at the UKLA  
,

s Document Viewing Facility, which is situated at Financial Services Authority, 25 The North Colonnade, Canary Wharf, London E14 5HS.

Enclosure 2

NEWS RELEASE

DC09-234

22 July 2009

**BT AND VODAFONE  
AGREEMENT  
TO SIGNIFICANTLY BOOST COMPETITION AND NETWORK INVESTMENT  
IN  
REPUBLIC  
OF  
IRELAND**

- **BT to develop broadband infrastructure with speeds of up to 24Mbps for approximately two thirds of available broadband lines**
- **Agreement positions Vodafone as the clear no 2 in the fixed market with over 170,000 fixed customers and a 15% market share of the fixed broadband market**

- **Increased competition and greater choice for customers as wholesale access**

**to  
BT  
's advanced network  
enables Vodafone to launch differentiated suite of fixed products**

**Dublin**

,

**Wednesday  
22nd**

**July  
2009:**

Consumers and small businesses in Ireland will benefit from greater competition and choice, following a strategic partnership agreed between BT and Vodafone today. The landmark contract will also result in the creation of an alternative, competitive telecoms network in Ireland.

Under the terms of the agreement, which is subject to approval from the Irish Competition Authority, BT will transfer its consumer and small business broadband and voice customer base to Vodafone and will also provide wholesale network services to underpin Vodafone's business over a seven-year period. BT will continue to focus on becoming the number one provider of networked IT services to mid and large sized businesses and the public sector in Ireland

.

BT will also be committing significant investment towards building an advanced network infrastructure and improving broadband speeds in Ireland. It will provide a platform for the delivery of up to 24Mbps broadband services to approximately two thirds of Ireland's available broadband lines by unbundling up to 58 additional exchanges. To date, BT has already unbundled 22 exchanges in the Republic of Ireland.

Today's announcement combines Vodafone's strength in sales, marketing and distribution with BT's expertise in the successful delivery of managed network services. Over 84,000 consumers and 3,000 small businesses currently with BT will transfer to Vodafone over the next several months, where they will benefit from access to a wide range of innovative converged services from a leading total telecommunications company

.

Chris Clark, CEO, BT Ireland said "This is a very positive chapter in Ireland's telecoms history and will open up the market to greater competition and choice. BT has made remarkable strides in Ireland in recent years in securing landmark managed services deals with corporate customers, the public sector and other communications providers. We will aggressively focus on growing our impressive share of these market segments, while investing in the network access that customers and Ireland Inc. need to compete

effectively

."

Charles Butterworth,  
CEO

, Vodafone Ireland said "Today's announcement will give

Vodafone the ability to launch an exciting and innovative roadmap of fixed products and services that are strongly differentiated from those available in the market today, giving customers more choice and better value.

This deal strongly positions Vodafone as the no 2 player in the fixed

broadband  
market

.  
Our strategy is to compete aggressively in the fixed market to deliver real value, bring best-in-class products to market and build a sizeable fixed base to rival other participants in this market. We guarantee that BT customers who are transferring to Vodafone will be better off

a  
s a  
result of this  
agreement

:"

The value of the gross assets

that  
are the sub

j  
ect of this transaction was €4.8  
million  
at 31 March 2009.

## Ends

### For further information please contact:

Priscilla O'Regan, BT: 086 633 5398  
Rosemary Steen, Vodafone: 087 050 5050  
Christine Heffernan, Vodafone 087 050 5555

### Notes to Editor:

1  
. This  
transaction  
is subject to approval from the Irish Competition Authority

2  
. Small  
businesses  
are those with

6 telephone lines  
or less

3.  
A small number of BT employees are expected to transition to Vodafone under the terms of the agreement.

**About BT  
Ireland**

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BT is one of the world's leading providers of communications solutions and services operating in 170 countries. Its principal activities include the provision of networked IT services globally; local, national and international telecommunications services; broadband and internet products and services and converged fixed/mobile products and services.

BT Ireland is headquartered in  
Belfast  
and  
Dublin  
and employs close to 2,800 people in offices across the island.

In the year ended 31 March 2009, BT Ireland's revenue was  
£800.8 million.

For more information visit  
[www.btireland.ie](http://www.btireland.ie)

**About Vodafone  
Ireland**

Vodafone is  
Ireland  
's leading  
total telecoms  
provider with a customer base of over 2.  
18  
million comprising business and personal subscribers and a market share of over 41  
.5  
%.

In November 2007, Vodafone  
Ireland

acquired Perlico,  
bringing the company's total customer  
base to 2.

26  
million as at 31  
st

March  
200  
9  
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In  
2001 the Irish company offic  
ially became a subsidiary of  
Vodafone Group  
P  
lc,  
the world's leading international mobile  
telecommunications company,  
with equity interests in 31 countries and Partner Markets in approximately 40 countries. As of 31 March  
2009, Vodafone had 303 million proportionate customers worldwide. For further information, please visit  
[www.vodafone.com](http://www.vodafone.com)  
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Enclosure 3

July  
31  
, 2009

**BT GLOBAL SERVICES DISPOSES OF  
BUSINESS**

**SIMULATION AND CONSULTING  
ACTIVITIES  
IN  
GERMANY**

Today BT  
Global Services  
announces th  
e sale of  
its  
German  
business

simulation and consulting  
activities for  
clients in  
the energy sector to the existing manager, Dr. Heiko Spitzer, in a management buy-out  
transaction  
. The newly formed company acquiring the business is called  
intellgenio GmbH

and  
will honour the contractual obligations of BT so that existing customers can continue to enjoy their usual  
outstanding  
support.

The unaudited gross assets of the business  
being  
sold are  
€  
0.2m

as  
at  
30 June 2009

\*\*\* ends \*\*\*

### **About BT**

BT is one of the world's leading providers of communications solutions and services operating in 170 countries. Its principal activities include the provision of networked IT services globally; local, national and international telecommunications services to our customers for use at home, at work and on the move; broadband and internet products and services and converged fixed/mobile products and services. BT consists principally of four lines of business: BT Global Services, Openreach, BT Retail and BT Wholesale.

In the year ended 31 March 2009, BT Group's revenue was £21,390 million.

British Telecommunications plc (BT) is a wholly-owned subsidiary of BT Group plc and encompasses virtually all businesses and assets of the BT Group. BT Group plc is listed on stock exchanges in  
London  
and  
New York

For more information, visit  
:  
[www.bt.com/aboutbt](http://www.bt.com/aboutbt)

### **About intelligenio:**

intelligenio GmbH is a newly formed consulting specialist focusing on two main activities: Asset Simulation for the German-speaking Utilities market (Germany, Austria, Switzerland) through the development of sustainable investment and maintenance strategies, and comprehensive consulting services around the network business, covering issues such as control concepts, benchmarking and the analysis of carbon emissions.

Enclosure 4

Friday 31 July 2009

BT GROUP PLC

TOTAL VOTING RIGHTS – MONTH-END DISCLOSURE

BT Group plc confirms that on 31 July 2009, its capital consisted of 8,151,227,029 ordinary shares with voting rights. On that date, BT Group plc held 405,622,520 ordinary shares as treasury shares and therefore, the total number of voting rights in BT Group plc on that date was 7,745,604,509.

The above figure (7,745,604 ,509 ) may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, BT Group plc under the FSA's Disclosure and Transparency Rules.

**-: Ends :-**

**Signatures**

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

**BT Group PLC**  
(Registrant)

By: /s/ Patricia Day  
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Patricia Day, Assistant Secretary.

Date 03 August 2009