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BT GROUP PLC  
Form 6-K  
February 10, 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

10 February, 2005

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- \_\_\_\_\_

Enclosures: 1. 3rd Quarter Results announcement made on 10 February, 2005

February 10, 2005

THIRD QUARTER AND NINE MONTHS RESULTS TO DECEMBER 31, 2004

THIRD QUARTER HIGHLIGHTS

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- Group turnover up 3 per cent, excluding the impact of mobile termination rate reductions, at GBP4,584 million. Turnover was marginally up including the impact of mobile termination rate reductions
- New wave turnover of GBP1,135 million, up 35 per cent, representing 25 per cent of group turnover
- Profit before taxation, goodwill amortisation and exceptional items of GBP545 million, up 4 per cent
- Earnings per share before goodwill amortisation and exceptional items, up 9 per cent at 4.8 pence
- Net debt of GBP7,940 million, 10 per cent lower than previous year  
Broadband end users of 4.1 million at December 31, 2004 with a record 813,000 DSL connections in the quarter

The full profit and loss account, cash flow statement and balance sheet, drawn up in accordance with UK generally accepted accounting principles, from which this information is extracted are set out on pages 12 to 17.

### Chief Executive's statement

Ben Verwaayen, Chief Executive, commenting on the third quarter results, said:

"Our transformation strategy has now delivered underlying revenue growth in four consecutive quarters, a significant milestone. We have seen new wave growth of 35 per cent.

"Broadband DSL connections were more than 800,000 in the quarter, a new connection every 10 seconds of every day. We expect to achieve 5 million broadband DSL connections a year ahead of target.

"Our global ICT presence is building strongly and our Global Services revenues grew by 10 per cent in the quarter.

"Earnings per share before goodwill amortisation and exceptional items grew by 9 per cent to 4.8 pence.

"These results justify the confidence we have in our strategy which is transforming BT and delivering long-term growth in shareholder value."

### RESULTS FOR THE THIRD QUARTER AND NINE MONTHS TO DECEMBER 31, 2004

|                | Third quarter |       |   | Nine months |        | Better<br>(worse)<br>% |
|----------------|---------------|-------|---|-------------|--------|------------------------|
|                | 2004          | 2003  |   | 2004        | 2003   |                        |
|                | GBPm          | GBPm  |   | GBPm        | GBPm   | %                      |
| Group turnover | 4,584         | 4,578 | - | 13,753      | 13,732 | -                      |

EBITDA  
- before

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|   |       |       |      |       |       |      |
|---|-------|-------|------|-------|-------|------|
| exceptional items and leaver costs - before exceptional items   | 1,450 | 1,499 | (3)  | 4,343 | 4,454 | (2)  |
|   | 1,438 | 1,473 | (2)  | 4,221 | 4,401 | (4)  |
| Profit before taxation - before goodwill, exceptional items and leaver costs - before goodwill and exceptional items - after goodwill and exceptional items | 557   | 551   | 1    | 1,650 | 1,607 | 3    |
|   | 545   | 525   | 4    | 1,528 | 1,554 | (2)  |
|   | 790   | 518   | 53   | 1,773 | 1,522 | 16   |
| Earnings per share - before goodwill, exceptional items and leaver costs - before goodwill and exceptional items - after goodwill and exceptional items     | 4.9p  | 4.6p  | 7    | 14.3p | 13.4p | 7    |
|   | 4.8p  | 4.4p  | 9    | 13.3p | 13.0p | 2    |
|   | 7.7p  | 4.5p  | 71   | 16.2p | 12.9p | 26   |
| Capital expenditure   | 770   | 699   | (10) | 2,267 | 1,829 | (24) |
| Free cash flow  | 387   | 49    | n/m  | 1,138 | 1,252 | (9)  |
| Net debt  |       |       |      | 7,940 | 8,795 | 10   |

The commentary focuses on the results before goodwill amortisation and exceptional items. This is consistent with the way that financial performance is measured by management and we believe allows a meaningful comparison to be made of the trading results of the group.

As noted in the first quarter, the results have been restated to reflect the requirements of UITF Abstract 38 'Accounting for ESOP trusts' and the related amendments to UITF Abstract 17 (revised 2003) 'Employee Share Schemes' which the group has adopted (see note 1). This restatement results in an additional operating profit charge of GBP3 million for the nine months and GBP1 million for the quarter ended December 31, 2003.

The full profit and loss account, cash flow statement and balance sheet are provided on pages 12 to 17. A reconciliation of EBITDA to group operating profit

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is provided on page 25.

### GROUP RESULTS - THIRD QUARTER ENDED DECEMBER 31, 2004

These results show that the business has grown for the fourth consecutive quarter. Turnover was marginally higher at GBP4,584 million with the strong growth of new wave turnover more than offsetting the decline in traditional turnover. Excluding the impact of regulatory reductions to mobile termination rates, which have no impact on profitability, the underlying turnover increased by 3 per cent. Earnings per share before goodwill amortisation and exceptional items increased by 9 per cent to 4.8 pence.

The strong growth in new wave turnover continued and at GBP1,135 million was 35 per cent higher than last year. This is the fifth consecutive quarter of growth in excess of 30 per cent. New wave turnover now accounts for one quarter of the group's turnover compared to 18 per cent in the third quarter of last year. New wave turnover is mainly generated from Information and Communications Technology (ICT) solutions and managed services, broadband and mobility. ICT turnover grew by 21 per cent to GBP738 million. Broadband turnover increased by 98 per cent to GBP253 million. Mobility turnover at GBP55 million achieved growth of 112 per cent.

Turnover from the group's traditional businesses declined by 8 per cent (4 per cent excluding the impact of reductions to mobile termination rates). This decline reflects regulatory intervention, competition, price reductions and also technological changes that we are using to drive customers from traditional services to new wave services, such as broadband and Internet Protocol Virtual Private Networks (IPVPN's).

Total consumer turnover in the third quarter was 6 per cent lower (5 per cent lower excluding the impact of reductions to mobile termination rates). New wave consumer turnover increased by 97 per cent, driven by the continuing growth of broadband and mobility. Residential broadband connections increased by 90 per cent and mobility connections increased to 179,000 at December 31, 2004 from 24,000 last year.

Traditional consumer turnover declined 11 per cent year on year. This decline reflects the impact of Carrier Pre-Selection (CPS) and broadband substitution. There are now 17.6 million BT Together customers and within this, the number of customers on the frequent user packages of BT Together Option 2 increased by 6 per cent to 1.3 million and Option 3 increased by 103 per cent to 556,000. The underlying 12 month rolling average revenue per consumer customer household (net of mobile termination charges) of GBP259 declined by GBP3 compared to last quarter with increased broadband volumes more than offset by lower call revenues and broadband price reductions. Contracted revenues increased by 1 percentage point to 61 per cent compared to last quarter, and is 4 percentage points higher than last year.

Turnover from smaller and medium sized businesses declined by 5 per cent (3 per cent excluding the impact of reductions to mobile termination rates). The continued expansion of the BT Business Plan portfolio has extended its reach. The number of business locations increased by 94 per cent against last year to 421,000 by December 31, 2004, an increase of 31 per cent in the quarter. This, together with our 82 BT Local Businesses, defended against some of the decline in the traditional turnover. New wave turnover grew by 42 per cent in this customer segment supported by the 50 per cent growth in Business Broadband customers.

Major Corporate (UK and international) turnover increased by 5 per cent with the strong growth in new wave turnover (21 per cent) more than offsetting the decline in traditional services. There is a continued migration from traditional

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voice only services to managed ICT solutions contracts and an increase in mobility and broadband turnover. New wave turnover represents almost half of all Major Corporate turnover. ICT contract wins were GBP1.2 billion in the third quarter, including a seven year IP based services contract with Barclays, which results in orders of GBP5.7 billion over the last twelve months.

Our estimate of market share by volume of fixed to fixed voice minutes is based on our actual minutes, market data provided by Ofcom and an extrapolation of the historical trends. BT's estimated consumer market share declined by 1.3 percentage points compared to last quarter to around 63 per cent whilst the estimated business market share declined by 0.5 percentage points to around 42 per cent.

Wholesale (UK and Global Carrier) turnover increased by 7 per cent (16 per cent excluding the impact of reductions to mobile termination rates). UK Wholesale new wave turnover increased by 80 per cent to GBP180 million mainly driven by broadband.

At December 31, 2004 there was an installed base of 4.1 million wholesale broadband DSL lines, an increase of 134 per cent over last year, with a new connection every 10 seconds of every day in the quarter. We expect to reach 5 million broadband DSL lines in the spring, a year ahead of our target. The group has an extensive market research programme conducted by external agencies which focuses on the level and causes of customer dissatisfaction. BT has achieved a 12 per cent year to date reduction in the level of customer dissatisfaction.

Group operating costs before goodwill amortisation and exceptional items were flat year on year at GBP3,888 million. Leaver costs were GBP12 million in the quarter (GBP26 million last year). Net staff costs increased by GBP22 million to GBP914 million due to the additional staff required to service ICT contracts. Payments to other telecommunication operators were GBP43 million (5 per cent) lower than last year mainly reflecting the impact of the mobile termination rate reductions offset by higher volumes. Other operating costs (excluding goodwill amortisation and exceptional items) increased by GBP73 million, in line with our expectations. This reflects not only the costs of supporting new ICT contracts, but also investment in new wave activities, including strengthening our ICT delivery capabilities outside the UK, higher marketing costs and higher subscriber acquisition costs. These were partly offset by cost savings from our efficiency programmes.

Depreciation was GBP37 million lower than last year at GBP694 million reflecting shorter life assets becoming fully depreciated.

Group operating profit before goodwill amortisation and exceptional items was maintained at GBP744 million. Operating profit margins remained steady at 16.2 per cent.

Net interest payable before exceptional items was GBP200 million, an improvement of GBP23 million against last year reflecting the reduction in the level of net debt.

Profit before taxation, goodwill amortisation and exceptional items of GBP545 million increased by 4 per cent compared to last year.

The effective tax rate on the profit before goodwill amortisation and exceptional items was 25.7 per cent (27.4 per cent last year). The effective tax rate reflects tax efficient investment of surplus cash and greater tax efficiency in the group.

Earnings per share before goodwill amortisation and exceptional items increased by 9 per cent to 4.8 pence.

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### Exceptional items and goodwill

There was a net exceptional profit before taxation in the quarter of GBP249 million. This included the GBP284 million profit on disposal of certain group investments, including Eutelsat and Starhub. This was partly offset by an exceptional impairment charge of GBP25 million, being BT's share of a write down of Albacom's fixed assets and an exceptional property rationalisation charge of GBP10 million in relation to the group's provincial office portfolio. This rationalisation programme is expected to continue throughout the current financial year and beyond giving rise to additional rationalisation costs. Goodwill amortisation was GBP4 million (GBP3 million last year).

Earnings per share after goodwill amortisation and exceptional items were 7.7 pence compared to 4.5 pence last year.

### Cash flow and net debt

Cash inflow from operating activities amounted to GBP1,205 million compared to GBP1,038 million last year. Last year's cash inflow was net of special and deficiency contributions to the BT Pension Scheme totalling GBP362 million. The adverse working capital movement this quarter mainly reflects the timing impact of supplier payments.

Return on investments and servicing of finance is a net cash outflow of GBP380 million compared to GBP216 million last year. This movement was mainly due to the receipt of funds in the third quarter of last year on restructuring a significant part of the group's hedging swap portfolio.

The net cash outflow on fixed asset purchases and sales was GBP305 million in the quarter which compares to GBP599 million last year mainly reflecting the consideration from the disposal of fixed asset investments in Eutelsat (GBP357 million) and Starhub (GBP76 million). The net cash outflow on tangible fixed asset purchases and sales was GBP755 million in the quarter, compared to GBP665 million last year, reflecting investment in broadband rollout, ICT contracts and transformational expenditure on the network.

BT's plans for the implementation of its 21st century network (21CN) continue to make progress. The first external customers are connected to the 21CN access fibre trial and live trials to test the migration of voice calls from BT's traditional public switched telecommunications network (PSTN) to a dedicated Internet Protocol (IP) based platform are progressing with the first calls being successfully made across the IP network.

Free cash flow was a net inflow of GBP387 million compared to GBP49 million last year.

The share buyback programme continued with the repurchase of 18 million shares for GBP36 million, with a net cash outflow in the quarter of GBP31 million. Net debt continued to improve and was GBP7,940 million at December 31, 2004, 10 per cent below the level at December 31, 2003.

### Post balance sheet events

In December BT agreed to acquire the 74 per cent interest in Albacom not already held, giving BT full ownership for a minimum price of EUR116 million (GBP82 million). The transaction completed on February 4, 2005.

The integration of Albacom will allow BT to provide an unmatched service to corporate and public sector customers in Italy and to international businesses with operations in Italy.

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The previously announced acquisition of Infonet is subject to Infonet shareholder approval and regulatory clearances and is expected to complete in the fourth quarter.

These acquisitions mark a significant step forward in BT's strategy of addressing the IT and networking services needs of multi-site companies and organisations.

In February the disposal of Intelsat completed and BT received US\$120 million proceeds from the disposal of its investment.

### International Financial Reporting Standards

Our financial statements for the year ending March 31, 2006 will be prepared in accordance with International Financial Reporting Standards (IFRS). Our project to manage the transition from UK GAAP to IFRS is well advanced.

The fourth quarter and preliminary results of BT Group are expected to be announced on May 19, 2005.

### BT Retail

|   | Third quarter ended December 31 |               |                |              | Nine months ended December 31 |               |
|---|---------------------------------|---------------|----------------|--------------|-------------------------------|---------------|
|   | 2004<br>GBPm                    | 2003*<br>GBPm | Better<br>GBPm | (worse)<br>% | 2004<br>GBPm                  | 2003*<br>GBPm |
| Group turnover                          | 3,104                           | 3,190         | (86)           | (3)          | 9,341                         | 9,564         |
| Gross margin                            | 820                             | 888           | (68)           | (8)          | 2,462                         | 2,641         |
| Sales, general and administration costs | 518                             | 529           | 11             | 2            | 1,546                         | 1,552         |
| EBITDA                                  | 302                             | 359           | (57)           | (16)         | 916                           | 1,089         |
| Depreciation                            | 28                              | 38            | 10             | 26           | 96                            | 126           |
| Operating profit                        | 274                             | 321           | (47)           | (15)         | 820                           | 963           |
| Operating profit before leaver costs    | 279                             | 341           | (62)           | (18)         | 872                           | 993           |
| Capital expenditure                     | 40                              | 32            | (8)            | (25)         | 104                           | 72            |

\*Restated to reflect changes in intra-group trading arrangements.

New wave turnover grew strongly by 38 per cent and was offset by the traditional turnover decline of 10 per cent. Overall turnover declined by 3 per cent (1 per cent excluding the impact of reductions to mobile termination rates).

| BT Retail turnover | Third quarter ended December 31 |               |                |              | Nine months ended December 31 |               |
|--------------------|---------------------------------|---------------|----------------|--------------|-------------------------------|---------------|
|                    | 2004<br>GBPm                    | 2003*<br>GBPm | Better<br>GBPm | (worse)<br>% | 2004<br>GBPm                  | 2003*<br>GBPm |
|                    |                                 |               |                |              |                               |               |

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|                |              |              |             |            |              |              |
|----------------|--------------|--------------|-------------|------------|--------------|--------------|
| Voice Services | 1,972        | 2,221        | (249)       | (11)       | 6,129        | 6,741        |
| Intermediate   | 433          | 464          | (31)        | (7)        | 1,303        | 1,403        |
| Products       |              |              |             |            |              |              |
| Traditional    | 2,405        | 2,685        | (280)       | (10)       | 7,432        | 8,144        |
| ICT            | 485          | 390          | 95          | 24         | 1,347        | 1,140        |
| Broadband      | 145          | 81           | 64          | 79         | 378          | 206          |
| Mobility       | 50           | 21           | 29          | 138        | 133          | 50           |
| Other          | 19           | 13           | 6           | 46         | 51           | 24           |
| New Wave       | 699          | 505          | 194         | 38         | 1,909        | 1,420        |
| <b>Total</b>   | <b>3,104</b> | <b>3,190</b> | <b>(86)</b> | <b>(3)</b> | <b>9,341</b> | <b>9,564</b> |

Sales to other BT  
businesses incl.

|       |     |    |    |    |     |     |
|-------|-----|----|----|----|-----|-----|
| above | 117 | 77 | 40 | 52 | 310 | 198 |
|-------|-----|----|----|----|-----|-----|

=====  
\*Restated to reflect changes in intra-group trading arrangements.

Turnover from voice services was 11 per cent lower than last year (9 per cent excluding the impact of reductions to mobile termination rates). The reduction reflects the migration to broadband, with a 28 per cent fall in dial up internet minutes, reductions in market share and a decline in the overall fixed to fixed calls market.

Turnover from intermediate products decreased by 7 per cent compared to last year mainly driven by the continued decline in private circuits and ISDN as customers migrate to new wave products including broadband and IPVPN.

BT Retail's new wave turnover increased by 38 per cent compared to last year, an increase in the rate of growth from last quarter. New wave turnover accounted for 23 per cent of BT Retail total turnover in the quarter, up from 16 per cent last year. ICT turnover increased by 24 per cent, reflecting strong growth compared to the overall market.

The growth of broadband continues with 1,491,000 BT Retail connections at December 31, 2004, an increase of 16 per cent in the quarter. Net additions of 208,000 were a 26 per cent share of the DSL market additions. Broadband turnover grew by 79 per cent to GBP145 million.

BT Mobile now has over 340,000 post pay contract mobile connections at December 31, 2004, increasing the number of connections in the quarter by 12 per cent and more than treble the December 31, 2003 base. Turnover from mobility services more than doubled to GBP50 million.

Gross margin decreased by 1.4 percentage points to 26.4 per cent compared to last year primarily reflecting costs associated with the change from traditional business to new wave services. As the broadband and mobility customer base grows, the additional subscriber acquisition costs are written off as incurred. In addition, the creation and development of new value added services resulted in increased development costs.

In total GBP26 million more was invested in new wave activities (including new entertainment products and bluephone) compared to last year. However, in the traditional business, cost transformation programmes contributed to savings of GBP22 million. Leaver costs of GBP5 million were incurred in the quarter, a decrease of GBP15 million over last year.

Overall these results led to an operating profit in the quarter of GBP274

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million which is 15 per cent lower than last year.

### BT Wholesale

|                                      | Third quarter ended December 31 |       |        |         | Nine months<br>ended December 31 |       |
|--------------------------------------|---------------------------------|-------|--------|---------|----------------------------------|-------|
|                                      | 2004                            | 2003* | Better | (worse) | 2004                             | 2003* |
|                                      | GBPm                            | GBPm  | GBPm   | %       | GBPm                             | GBPm  |
| External turnover                    | 954                             | 865   | 89     | 10      | 2,847                            | 2,602 |
| Internal turnover                    | 1,297                           | 1,339 | (42)   | (3)     | 3,894                            | 4,062 |
| Group turnover                       | 2,251                           | 2,204 | 47     | 2       | 6,741                            | 6,664 |
| Variable cost of sales               | 544                             | 518   | (26)   | (5)     | 1,653                            | 1,571 |
| Gross variable profit                | 1,707                           | 1,686 | 21     | 1       | 5,088                            | 5,093 |
| Network and SG&A costs               | 725                             | 739   | 14     | 2       | 2,212                            | 2,220 |
| EBITDA                               | 982                             | 947   | 35     | 4       | 2,876                            | 2,873 |
| Depreciation                         | 472                             | 481   | 9      | 2       | 1,425                            | 1,428 |
| Operating profit                     | 510                             | 466   | 44     | 9       | 1,451                            | 1,445 |
| Operating profit before leaver costs | 511                             | 468   | 43     | 9       | 1,493                            | 1,449 |
| Capital expenditure                  | 513                             | 489   | (24)   | (5)     | 1,533                            | 1,265 |

\*Restated to reflect changes in intra-group trading arrangements.

Wholesale turnover for the quarter of GBP2,251 million was 2 per cent higher and gross variable profit of GBP1,707 million was 1 per cent higher than last year. EBITDA and operating profit have increased by 4 per cent and 9 per cent, respectively.

At GBP954 million external turnover increased by 10 per cent with the underlying growth being 21 per cent (excluding the impact of regulatory reductions to mobile termination rates). The growth continues to be driven by the increase in new wave turnover, mainly broadband, up 80 per cent to GBP180 million. The growth in underlying traditional turnover is mainly driven by interconnect traffic and wholesale access.

The impact of further regulatory reductions to interconnect prices and private circuits for mobile operators has reduced external turnover by GBP19 million. Internal turnover declined by 3 per cent to GBP1,297 million reflecting the impact of lower volumes of calls, lines and private circuits, and lower regulatory prices being reflected in internal charges.

Gross variable profit of GBP1,707 million is 1 per cent higher than the same quarter last year reflecting volume increases, offset by a change in sales mix and regulatory price reductions.

The EBITDA increase of 4 per cent and operating profit increase of 9 per cent

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has been achieved through cost reductions in addition to the higher turnover. Network and SG&A costs are GBP14 million (2 per cent) lower than last year despite higher activity levels in the network driven by broadband growth.

Capital expenditure increased by 5 per cent to GBP513 million when compared to last year. This reflects expenditure to support the rapid growth in broadband and on transforming the group's network.

### BT Global Services

|   | Third quarter ended December 31 |               |                |              | Nine months ended December 31 |               |
|---|---------------------------------|---------------|----------------|--------------|-------------------------------|---------------|
|   | 2004<br>GBPm                    | 2003*<br>GBPm | Better<br>GBPm | (worse)<br>% | 2004<br>GBPm                  | 2003*<br>GBPm |
| Group turnover                                    | 1,543                           | 1,407         | 136            | 10           | 4,453                         | 4,133         |
| EBITDA  | 148                             | 133           | 15             | 11           | 379                           | 345           |
| Operating profit<br>(loss)                        | 9                               | (22)          | 31             | n/m          | (40)                          | (112)         |
| Operating profit<br>(loss) before<br>leaver costs | 11                              | (16)          | 27             | n/m          | (22)                          | (93)          |
| Capital<br>expenditure                            | 146                             | 115           | (31)           | (27)         | 464                           | 319           |

\*Restated to reflect changes in intra-group trading arrangements.  
See note 2 for additional detail.

Turnover for the quarter rose by 10 per cent to GBP1,543 million. Solutions turnover grew by 17 per cent reflecting the conversion of the strong order book from recent quarters. Consulting and Systems Integration (C&SI) produced strong turnover growth for another quarter, with the NHS contracts contributing towards the growth of 27 per cent. Solutions and C&SI achieved orders of GBP1.2 billion in the quarter which results in orders of GBP5.7 billion over the last twelve months. Global Products turnover grew by 3 per cent having benefited from continuing growth in Multi Protocol Label Switching (MPLS) products. Global Carrier turnover fell by 3 per cent reflecting the anticipated decline in AT&T revenues plus a reduction in mobile termination rates throughout Europe.

The increase in turnover, together with lower network and SG&A costs and lower depreciation, has generated an operating profit of GBP9 million in the quarter, a GBP31 million improvement over last year. The GBP9 million operating profit shows a consistent improvement from the operating losses of GBP36 million and GBP13 million in the first and second quarter, respectively. Operating costs included the expected increase in resources associated with strengthening the overseas network centric solutions delivery capabilities. We expect the underlying cost efficiency in Global Services will continue to improve.

Capital expenditure in the quarter at GBP146 million increased by GBP31 million mainly due to expenditure on the NHS contracts. Operating free cash flow was positive at GBP2 million, having been negative in the two previous quarters.

GROUP PROFIT AND LOSS ACCOUNT

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for the three months ended December 31, 2004

| (unaudited)  | Notes | Before goodwill<br>amortisation and<br>exceptional items<br><br>GBPm | Goodwill<br>amortisation and<br>exceptional items<br>(note 4)<br><br>GBPm | Total<br><br>GBPm |
|--|-------|--|---|-------------------|
| Group turnover   | 2     | 4,584  | -   | 4,584             |
| Other operating<br>income  |       | 48   | -   | 48                |
| Operating costs  | 3     | (3,888)  | (14)  | (3,902)           |
| Group operating<br>profit (loss)   | 2     | 744  | (14)  | 730               |
| Group's share of<br>operating losses<br>of associates and<br>joint ventures  |       | (6)  | (25)  | (31)              |
| Total operating<br>profit (loss)   |       | 738  | (39)  | 699               |
| Profit on sale<br>of fixed asset<br>investments<br>and group<br>undertakings |       | -  | 284   | 284               |
| Profit on sale<br>of property<br>fixed assets                                |       | 7  | -   | 7                 |
| Net interest<br>payable  | 5     | (200)  | -   | (200)             |
| Profit before<br>taxation  |       | 545  | 245   | 790               |
| Taxation   |       | (140)  | 3   | (137)             |
| Profit after<br>taxation and<br>attributable to<br>shareholders              |       | 405  | 248   | 653               |
| Earnings per share   | 6     |  |   |                   |
| - basic  |       | 4.8p   |   | 7.7p              |
| - diluted  |       | 4.7p   |   | 7.6p              |

### GROUP PROFIT AND LOSS ACCOUNT

for the three months ended December 31, 2003

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|  |   | Before goodwill<br>amortisation and<br>exceptional items | Goodwill<br>amortisation and<br>exceptional items<br>(note 4) | Total   |
|--|---|--|---|---------|
|  | (unaudited, restated Notes<br>- see note 1) | GBPm   | GBPm  | GBPm    |
| -----  |   |  |   |         |
| Group turnover   | 2   | 4,578  | -   | 4,578   |
| Other operating<br>income  |   | 37   | -   | 37      |
| Operating costs  | 3   | (3,873)  | (3)   | (3,876) |
| Group operating<br>profit (loss)   | 2   | 742  | (3)   | 739     |
| Group's share of<br>operating profit<br>of associates and<br>joint ventures  |   | 5  | -   | 5       |
| Total operating<br>profit (loss)   |   | 747  | (3)   | 744     |
| Profit on sale<br>of fixed asset<br>investments<br>and group<br>undertakings |   | -  | 33  | 33      |
| Profit on sale<br>of property<br>fixed assets                                |   | 1  | -   | 1       |
| Net interest<br>payable  | 5   | (223)  | (37)  | (260)   |
| Profit (loss)<br>before<br>taxation  |   | 525  | (7)   | 518     |
| Taxation   |   | (144)  | 11  | (133)   |
| Profit after<br>taxation and<br>attributable to<br>shareholders              |   | 381  | 4   | 385     |
| Earnings per share   | 6   |  |   |         |
| - basic  |   | 4.4p   |   | 4.5p    |
| - diluted  |   | 4.4p   |   | 4.4p    |
| -----  |   |  |   |         |

GROUP PROFIT AND LOSS ACCOUNT  
for the nine months ended December 31, 2004

|       | Before goodwill<br>amortisation and<br>exceptional items | Goodwill<br>amortisation and<br>exceptional items<br>(note 4) | Total |
|-------|--|---|-------|
| ----- |  |   |       |

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| (unaudited)  | Notes | GBPm     | GBPm  | GBPm     |
|--|-------|----------|-------|----------|
| -----  | ----- | -----    | ----- | -----    |
| Group turnover   | 2     | 13,753   | -     | 13,753   |
| Other operating income   |       | 132      | -     | 132      |
| Operating costs  | 3     | (11,760) | (42)  | (11,802) |
| Group operating profit (loss)                                      | 2     | 2,125    | (42)  | 2,083    |
| Group's share of operating losses of associates and joint ventures |       | (8)      | (25)  | (33)     |
| Total operating profit (loss)                                      |       | 2,117    | (67)  | 2,050    |
| Profit on sale of fixed asset investments and group undertakings   |       | -        | 312   | 312      |
| Profit on sale of property fixed assets                            |       | 22       | -     | 22       |
| Net interest payable   | 5     | (611)    | -     | (611)    |
| Profit before taxation   |       | 1,528    | 245   | 1,773    |
| Taxation   |       | (396)    | 8     | (388)    |
| Profit after taxation  |       | 1,132    | 253   | 1,385    |
| Minority interests   |       | 1        | -     | 1        |
| Profit attributable to shareholders                                |       | 1,133    | 253   | 1,386    |
| Dividends  |       |          |       | (332)    |
| Retained profit for the period                                     |       |          |       | 1,054    |
| Earnings per share   | 6     |          |       |          |
| - basic  |       | 13.3p    |       | 16.2p    |
| - diluted  |       | 13.2p    |       | 16.1p    |

GROUP PROFIT AND LOSS ACCOUNT  
for the nine months ended December 31, 2003

| ----- | -----  | -----   | ----- |
|-------|--|---|-------|
|       | Before goodwill<br>amortisation and<br>exceptional items | Goodwill<br>amortisation and<br>exceptional items<br>(note 4) | Total |

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| (unaudited, restated Notes<br>- see note 1)                        |   | GBPm     | GBPm  | GBPm     |
|--|---|----------|-------|----------|
| -----  |   | -----    | ----- | -----    |
| Group turnover   | 2 | 13,732   | -     | 13,732   |
| Other operating income   |   | 133      | -     | 133      |
| Operating costs  | 3 | (11,647) | (9)   | (11,656) |
| Group operating profit (loss)                                      | 2 | 2,218    | (9)   | 2,209    |
| Group's share of operating losses of associates and joint ventures |   | (2)      | -     | (2)      |
| Total operating profit (loss)                                      |   | 2,216    | (9)   | 2,207    |
| Profit on sale of fixed asset investments and group undertakings   |   | -        | 32    | 32       |
| Profit on sale of property fixed assets                            |   | 2        | -     | 2        |
| Net interest payable   | 5 | (664)    | (55)  | (719)    |
| Profit (loss) before taxation                                      |   | 1,554    | (32)  | 1,522    |
| Taxation   |   | (445)    | 27    | (418)    |
| Profit (loss) after taxation                                       |   | 1,109    | (5)   | 1,104    |
| Minority interests   |   | 7        | -     | 7        |
| Profit (loss) attributable to shareholders                         |   | 1,116    | (5)   | 1,111    |
| Dividends  |   |          |       | (278)    |
| Retained profit for the period                                     |   |          |       | 833      |
| Earnings per share   | 6 |          |       |          |
| - basic  |   | 13.0p    |       | 12.9p    |
| - diluted  |   | 12.9p    |       | 12.8p    |
| -----  |   | -----    | ----- | -----    |

GROUP CASH FLOW STATEMENT  
for the three months and nine months ended December 31, 2004

|               |             |
|---------------|-------------|
| -----         | -----       |
| Third quarter | Nine months |

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|  | ended December 31 |         | ended December 31 |         |
|--|-------------------|---------|-------------------|---------|
|  | 2004              | 2003    | 2004              | 2003    |
| (unaudited)  | GBPm              | GBPm    | GBPm              | GBPm    |
| Net cash inflow from operating activities* (note 7)                    | 1,205             | 1,038   | 3,824             | 3,821   |
| Dividends from associates and joint ventures                           | -                 | 2       | 1                 | 3       |
| Net cash outflow for returns on investments and servicing of finance** | (380)             | (216)   | (777)             | (675)   |
| Taxation paid  | (133)             | (176)   | (175)             | (185)   |
| Purchase of tangible fixed assets                                      | (774)             | (680)   | (2,312)           | (1,882) |
| Net sale of fixed asset investments                                    | 450               | 66      | 475               | 127     |
| Sale of tangible fixed assets  | 19                | 15      | 102               | 43      |
| Net cash outflow for capital expenditure and financial investments     | (305)             | (599)   | (1,735)           | (1,712) |
| Free cash inflow before acquisitions, disposals and dividends          | 387               | 49      | 1,138             | 1,252   |
| Acquisitions   | (12)              | (23)    | (35)              | (28)    |
| Disposals  | 1                 | -       | 35                | 1       |
| Net cash outflow for acquisitions and disposals                        | (11)              | (23)    | -                 | (27)    |
| Equity dividends paid  | -                 | -       | (454)             | (368)   |
| Cash inflow before use of liquid resources and financing               | 376               | 26      | 684               | 857     |
| Management of liquid resources   | 465               | (235)   | 554               | 266     |
| Repurchase of ordinary share capital                                   | (31)              | (58)    | (130)             | (58)    |
| New loans  | -                 | 1,320   | -                 | 1,320   |
| Repayment of loans   | (895)             | (1,001) | (1,171)           | (2,152) |
| Net cash (outflow) inflow from financing                               | (926)             | 261     | (1,301)           | (890)   |
| (Decrease) increase in cash  | (85)              | 52      | (63)              | 233     |
| Decrease (increase) in net debt from cash flows (note 8)               | 345               | (32)    | 554               | 799     |

\* Net of deficiency and special

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|   |      |       |      |       |
|---|------|-------|------|-------|
| pension contributions   | -    | (362) | (6)  | (362) |
| ** Including interest<br>(payments) receipts on<br>restructuring currency swap<br>portfolio | (31) | 117   | (67) | 117   |

GROUP BALANCE SHEET  
at December 31, 2004

|  | December 31 |        | March 31    |
|--|-------------|--------|-------------|
|  | 2004        | 2003   | 2004        |
|  | (unaudited) |        | (restated*) |
|  | (restated*) |        | (restated*) |
|  | GBPm        | GBPm   | GBPm        |
| Fixed assets   |             |        |             |
| Intangible assets  | 202         | 184    | 204         |
| Tangible assets  | 15,633      | 15,460 | 15,487      |
| Investments  | 120         | 349    | 324         |
|  | 15,955      | 15,993 | 16,015      |
| Current assets   |             |        |             |
| Stocks   | 119         | 95     | 89          |
| Debtors  | 5,199       | 5,301  | 5,189       |
| Investments  | 4,466       | 6,236  | 5,163       |
| Cash at bank and in hand                                   | 132         | 124    | 109         |
|  | 9,916       | 11,756 | 10,550      |
| Creditors: amounts falling due within<br>one year          |             |        |             |
| Loans and other borrowings                                 | 2,322       | 2,372  | 1,271       |
| Other creditors  | 6,759       | 6,831  | 7,252       |
|  | 9,081       | 9,203  | 8,523       |
| Net current assets   | 835         | 2,553  | 2,027       |
| Total assets less current liabilities                      | 16,790      | 18,546 | 18,042      |
| Creditors: amounts falling due after<br>more than one year |             |        |             |
| Loans and other borrowings                                 | 10,216      | 12,783 | 12,426      |
| Provisions for liabilities and charges                     | 2,470       | 2,325  | 2,504       |
| Minority interests   | 49          | 50     | 46          |

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Capital and reserves (note 9)

|                                  | -----  | -----  | -----  |
|----------------------------------|--------|--------|--------|
| Called up share capital          | 432    | 432    | 432    |
| Reserves                         | 3,623  | 2,956  | 2,634  |
|                                  | -----  | -----  | -----  |
| Total equity shareholders' funds | 4,055  | 3,388  | 3,066  |
|                                  | -----  | -----  | -----  |
|                                  | 16,790 | 18,546 | 18,042 |
|                                  | -----  | -----  | -----  |

\*See note 1 for details of restatement.

### NOTES

#### 1 Basis of preparation

The unaudited interim results of BT Group, which are not statutory accounts, have been prepared on the basis of the accounting policies as set out in the Report and Accounts of BT Group plc for the year ended March 31, 2004, except that during the year ending March 31, 2005, the group has adopted UITF Abstract 38 'Accounting for ESOP trusts' and the related amendments to UITF Abstract 17 (revised 2003) 'Employee Share Schemes'. UITF 38 changes the presentation of an entity's own shares held in an ESOP trust from previously being held as assets to being deducted in arriving at shareholders' funds. UITF 17 (revised 2003) requires the amounts recognised in the profit and loss account in respect of share awards to be based on the fair value of shares at the date the award is made rather than the previous treatment of being based on the book value of shares held in the ESOP trusts.

An additional charge of GBP3 million for the year ended March 31, 2004 and of GBP3 million for the nine months and GBP1 million for the quarter ended December 31, 2003 has been made to the group profit and loss account. The effect on the group's balance sheet at March 31, 2004 has been to reduce fixed assets by GBP53 million, to reduce other creditors by GBP25 million and to reduce shareholders' funds by GBP28 million. The effect at December 31, 2003 has been to reduce fixed assets by GBP53 million, to reduce other creditors by GBP21 million and to reduce shareholders' funds by GBP32 million.

The group accounts for the year ended March 31, 2004, on which the auditors issued an unqualified report which did not contain a statement under Section 237 (2) or (3) of the Companies Act 1985, were approved by the Board of Directors on May 19, 2004, published on June 2, 2004 and have been delivered to the Registrar of Companies.

#### 2 Results of businesses

##### (a) Operating results

|  | External<br>turnover | Internal<br>turnover | Group<br>turnover | Group<br>operating<br>profit (loss)<br>(ii) | EBITDA<br><br>(ii) |
|--|----------------------|----------------------|-------------------|---|--------------------|
|  | GBPm                 | GBPm                 | GBPm              | GBPm  | GBPm               |
| Third quarter ended<br>December 31, 2004 |                      |                      |                   |   |                    |
| BT Retail                                | 2,987                | 117                  | 3,104             | 274   | 302                |
| BT Wholesale                             | 954                  | 1,297                | 2,251             | 510   | 982                |

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|                       |       |         |         |      |       |
|-----------------------|-------|---------|---------|------|-------|
| BT Global             |       |         |         |      |       |
| Services              | 637   | 906     | 1,543   | 9    | 148   |
| Other                 | 6     | -       | 6       | (49) | 6     |
| Intra-group items (i) | -     | (2,320) | (2,320) | -    | -     |
| Total                 | 4,584 | -       | 4,584   | 744  | 1,438 |

Third quarter ended  
December 31, 2003  
(restated - see page 20)

|                       |       |         |         |      |       |
|-----------------------|-------|---------|---------|------|-------|
| BT Retail             | 3,113 | 77      | 3,190   | 321  | 359   |
| BT Wholesale          | 865   | 1,339   | 2,204   | 466  | 947   |
| BT Global             |       |         |         |      |       |
| Services              | 591   | 816     | 1,407   | (22) | 133   |
| Other                 | 9     | -       | 9       | (23) | 34    |
| Intra-group items (i) | -     | (2,232) | (2,232) | -    | -     |
| Total                 | 4,578 | -       | 4,578   | 742  | 1,473 |

Nine months ended  
December 31, 2004

|                       |        |         |         |       |       |
|-----------------------|--------|---------|---------|-------|-------|
| BT Retail             | 9,031  | 310     | 9,341   | 820   | 916   |
| BT Wholesale          | 2,847  | 3,894   | 6,741   | 1,451 | 2,876 |
| BT Global             |        |         |         |       |       |
| Services              | 1,856  | 2,597   | 4,453   | (40)  | 379   |
| Other                 | 19     | -       | 19      | (106) | 50    |
| Intra-group items (i) | -      | (6,801) | (6,801) | -     | -     |
| Total                 | 13,753 | -       | 13,753  | 2,125 | 4,221 |

Nine months ended  
December 31, 2003  
(restated - see page 20)

|                       |        |         |         |       |       |
|-----------------------|--------|---------|---------|-------|-------|
| BT Retail             | 9,366  | 198     | 9,564   | 963   | 1,089 |
| BT Wholesale          | 2,602  | 4,062   | 6,664   | 1,445 | 2,873 |
| BT Global             |        |         |         |       |       |
| Services              | 1,745  | 2,388   | 4,133   | (112) | 345   |
| Other                 | 19     | 1       | 20      | (78)  | 94    |
| Intra-group items (i) | -      | (6,649) | (6,649) | -     | -     |
| Total                 | 13,732 | -       | 13,732  | 2,218 | 4,401 |

(i) Elimination of intra-group turnover between businesses, which is included in the total turnover of the originating business

(ii) Before goodwill amortisation and exceptional items.

There is extensive trading between BT's lines of business and the line of business profitability is dependent on the transfer price levels. The intra-group trading arrangements are subject to review and were changed with effect from April 1, 2004 in certain circumstances to reflect simplification of internal trading flows and reorganisations within the group. The comparative figures for the lines of business have been restated to reflect these changes but there is no impact at a group level. In addition, the group adopted UITF 38 and UITF 17 (revised 2003) which impacted the comparative figures and is discussed further in note 1.

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### (b) BT Global Services analysis

|                              | -----<br>Third quarter ended<br>December 31<br>----- |       |                |      | -----<br>Nine months<br>ended December 31<br>----- |       |
|------------------------------|--|-------|----------------|------|--|-------|
|                              | 2004   | 2003  | Better (worse) |      | 2004   | 2003  |
|                              | GBPm   | GBPm  | GBPm           | %    | GBPm   | GBPm  |
| Group turnover               |  |       |                |      |  |       |
| Solutions                    | 786  | 673   | 113            | 17   | 2,235  | 1,932 |
| C&SI                         | 206  | 162   | 44             | 27   | 590  | 468   |
| Global Products              | 482  | 468   | 14             | 3    | 1,391  | 1,344 |
| Global Carrier               | 237  | 244   | (7)            | (3)  | 727  | 710   |
| Other and eliminations       | (168)  | (140) | (28)           | (20) | (490)  | (321) |
|                              | 1,543  | 1,407 | 136            | 10   | 4,453  | 4,133 |
| EBITDA                       |  |       |                |      |  |       |
| Solutions                    | 84   | 80    | 4              | 5    | 229  | 218   |
| C&SI                         | 12   | 11    | 1              | 9    | 24   | 20    |
| Global Products              | 40   | 29    | 11             | 38   | 107  | 77    |
| Global Carrier               | 41   | 40    | 1              | 3    | 125  | 112   |
| Other (i)                    | (29)   | (27)  | (2)            | (7)  | (106)  | (82)  |
|                              | 148  | 133   | 15             | 11   | 379  | 345   |
| Operating profit (loss) (ii) |  |       |                |      |  |       |
| Solutions                    | 64   | 61    | 3              | 5    | 170  | 161   |
| C&SI                         | 10   | 9     | 1              | 11   | 18   | 14    |
| Global Products              | (50)   | (68)  | 18             | 26   | (166)  | (212) |
| Global Carrier               | 20   | 18    | 2              | 11   | 61   | 45    |
| Other (i)                    | (35)   | (42)  | 7              | 17   | (123)  | (120) |
|                              | 9  | (22)  | 31             | n/m  | (40)   | (112) |
| Capital expenditure          | 146  | 115   | (31)           | (27) | 464  | 319   |

(i) Other is after charging leaver costs of GBP2m in the third quarter (GBP6m last year) and GBP18m in the nine months ended December 31, 2004 (GBP19m last year).

(ii) Before goodwill amortisation.

### (c) Group turnover analysis

|             | -----<br>Third quarter ended<br>December 31<br>----- |       |                |     | -----<br>Nine months<br>ended December 31<br>----- |        |
|-------------|--|-------|----------------|-----|--|--------|
|             | 2004   | 2003  | Better (worse) |     | 2004   | 2003   |
|             | GBPm   | GBPm  | GBPm           | %   | GBPm   | GBPm   |
| Traditional | 3,449  | 3,740 | (291)          | (8) | 10,649   | 11,423 |

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|                   |       |       |      |      |        |        |
|-------------------|-------|-------|------|------|--------|--------|
| New wave          | 1,135 | 838   | 297  | 35   | 3,104  | 2,309  |
|                   | 4,584 | 4,578 | 6    | -    | 13,753 | 13,732 |
| Consumer          | 1,409 | 1,505 | (96) | (6)  | 4,255  | 4,500  |
| Business          | 606   | 636   | (30) | (5)  | 1,858  | 1,940  |
| Major Corporate   | 1,473 | 1,407 | 66   | 5    | 4,341  | 4,236  |
| Wholesale/Carrier | 1,090 | 1,021 | 69   | 7    | 3,280  | 3,037  |
| Other             | 6     | 9     | (3)  | (33) | 19     | 19     |
|                   | 4,584 | 4,578 | 6    | -    | 13,753 | 13,732 |

Note: New wave includes the external new wave turnover of BT Retail (ICT, broadband, mobility and classified directories), BT Wholesale (broadband and managed services), the external turnover of Global Solutions and C&SI.

Consumer includes the external turnover of BT Retail from consumer customers. Business includes the external turnover of BT Retail from SME customers. Major Corporate includes the external turnover of BT Retail from major corporate customers and the external turnover of BT Global Services, with the exception of Global Carrier.

Wholesale/Carrier includes the external turnover of BT Wholesale and Global Carrier.

(d) Capital expenditure on plant, equipment and motor vehicle additions

|   | Third quarter ended |      | Nine months       |       |
|---|---------------------|------|-------------------|-------|
|   | December 31         |      | ended December 31 |       |
|   | 2004                | 2003 | 2004              | 2003  |
|   | GBPm                | GBPm | GBPm              | GBPm  |
| BT Retail                                     | 40                  | 32   | 104               | 72    |
| BT Wholesale                                  |                     |      |                   |       |
| Access  | 269                 | 270  | 812               | 717   |
| Switch  | 31                  | 37   | 86                | 70    |
| Transmission                                  | 73                  | 49   | 168               | 149   |
| Products/systems support                      | 140                 | 133  | 467               | 329   |
|   | 513                 | 489  | 1,533             | 1,265 |
| BT Global Services                            |                     |      |                   |       |
| C&SI and Solutions                            | 66                  | 19   | 174               | 80    |
| UK Networks                                   | 24                  | 33   | 96                | 92    |
| Other   | 56                  | 63   | 194               | 147   |
|   | 146                 | 115  | 464               | 319   |
| Other (including fleet vehicles and property) | 71                  | 63   | 166               | 173   |
| Total   | 770                 | 699  | 2,267             | 1,829 |

3 Operating costs

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|  | Third quarter<br>ended December 31 |                    | Nine months<br>ended December 31 |                    |
|--|------------------------------------|--------------------|----------------------------------|--------------------|
|  | 2004                               | 2003<br>(restated) | 2004                             | 2003<br>(restated) |
|  | GBPm                               | GBPm               | GBPm                             | GBPm               |
| Net staff costs before leaver costs                      | 902                                | 866                | 2,608                            | 2,661              |
| Leaver costs   | 12                                 | 26                 | 122                              | 53                 |
| Net staff costs  | 914                                | 892                | 2,730                            | 2,714              |
| Depreciation   | 694                                | 731                | 2,095                            | 2,181              |
| Payments to telecommunication operators                  | 881                                | 924                | 2,834                            | 2,990              |
| Other operating costs                                    | 1,399                              | 1,326              | 4,101                            | 3,762              |
| Total before goodwill amortisation and exceptional items | 3,888                              | 3,873              | 11,760                           | 11,647             |
| Goodwill amortisation                                    | 4                                  | 3                  | 12                               | 9                  |
| Exceptional items  | 10                                 | -                  | 30                               | -                  |
| Total  | 3,902                              | 3,876              | 11,802                           | 11,656             |

#### 4 Exceptional items and goodwill amortisation

|  | Third quarter ended<br>December 31 |      | Nine months<br>ended December 31 |      |
|--|------------------------------------|------|----------------------------------|------|
|  | 2004                               | 2003 | 2004                             | 2003 |
|  | GBPm                               | GBPm | GBPm                             | GBPm |
| Exceptional operating costs                                      | (10)                               | -    | (30)                             | -    |
| Impairment of fixed assets of joint ventures                     | (25)                               | -    | (25)                             | -    |
| Profit on sale of fixed asset investments and group undertakings | 284                                | 33   | 312                              | 32   |
| Net interest payable   | -                                  | (37) | -                                | (55) |
| Goodwill amortisation  | (4)                                | (3)  | (12)                             | (9)  |
| Net credit (charge) before tax and minority interests            | 245                                | (7)  | 245                              | (32) |

#### 5 Net interest payable

|                               | Third quarter ended<br>December 31 |      | Nine months<br>ended December 31 |       |
|-------------------------------|------------------------------------|------|----------------------------------|-------|
|                               | 2004                               | 2003 | 2004                             | 2003  |
|                               | GBPm                               | GBPm | GBPm                             | GBPm  |
| Group                         | 259                                | 315  | 786                              | 955   |
| Joint ventures and associates | 5                                  | 4    | 14                               | 14    |
| Total interest payable        | 264                                | 319  | 800                              | 969   |
| Interest receivable           | (64)                               | (59) | (189)                            | (250) |
| Net interest payable          | 200                                | 260  | 611                              | 719   |

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Analysed:

|                          |     |     |     |     |
|--------------------------|-----|-----|-----|-----|
| Before exceptional items | 200 | 223 | 611 | 664 |
| Exceptional items        | -   | 37  | -   | 55  |
| Total                    | 200 | 260 | 611 | 719 |

### 6 Earnings per share

The basic earnings per share are calculated by dividing the profit attributable to shareholders by the average number of shares in issue after deducting the company's shares held by employee share ownership trusts and treasury shares. In calculating the diluted earnings per share, share options outstanding and other potential ordinary shares have been taken into account.

The average number of shares in the periods were:

|         | Third quarter ended<br>December 31 |       | Nine months<br>ended December 31 |       |
|---------|------------------------------------|-------|----------------------------------|-------|
|         | 2004                               | 2003  | 2004                             | 2003  |
|         | millions of shares                 |       | millions of shares               |       |
| Basic   | 8,512                              | 8,629 | 8,535                            | 8,629 |
| Diluted | 8,579                              | 8,682 | 8,591                            | 8,686 |

### 7 Reconciliation of operating profit to operating cash flow

|  | Third quarter ended<br>December 31 |                    | Nine months<br>ended December 31 |                    |
|--|------------------------------------|--------------------|----------------------------------|--------------------|
|  | 2004                               | 2003<br>(restated) | 2004                             | 2003<br>(restated) |
|  | GBPm                               | GBPm               | GBPm                             | GBPm               |
| Group operating profit                       | 730                                | 739                | 2,083                            | 2,209              |
| Depreciation and amortisation                | 698                                | 734                | 2,108                            | 2,192              |
| Changes in working capital                   | (240)                              | (58)               | (441)                            | (279)              |
| Provision movements, pensions<br>and other   | 17                                 | (377)              | 74                               | (301)              |
| Net cash inflow from operating<br>activities | 1,205                              | 1,038              | 3,824                            | 3,821              |

### 8 Net debt

(a) Analysis

| At December 31 |      | At March 31 |
|----------------|------|-------------|
| 2004           | 2003 | 2004        |
| GBPm           | GBPm | GBPm        |

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Long-term loans and other borrowings falling due

|  |         |         |         |
|--|---------|---------|---------|
| after more than one year   | 10,216  | 12,783  | 12,426  |
| Short-term borrowings and long-term loans and other borrowings falling due within one year | 2,322   | 2,372   | 1,271   |
| Total debt   | 12,538  | 15,155  | 13,697  |
| Short-term investments   | (4,466) | (6,236) | (5,163) |
| Cash at bank   | (132)   | (124)   | (109)   |
| Net debt at end of period  | 7,940   | 8,795   | 8,425   |

(b) Reconciliation of net cash flow to movement in net debt

|   | Third quarter ended |       | Nine months       |       |
|---|---------------------|-------|-------------------|-------|
|   | December 31         |       | ended December 31 |       |
|   | 2004                | 2003  | 2004              | 2003  |
|   | GBPm                | GBPm  | GBPm              | GBPm  |
| Net debt at beginning of period                           | 8,267               | 8,768 | 8,425             | 9,573 |
| (Decrease) increase in net debt resulting from cash flows | (345)               | 32    | (554)             | (799) |
| Currency and other movements                              | -                   | (13)  | -                 | (11)  |
| Other non-cash movements                                  | 18                  | 8     | 69                | 32    |
| Net debt at end of period                                 | 7,940               | 8,795 | 7,940             | 8,795 |

9 Share capital and reserves

|  | Share capital | Reserves   | Total      |
|--|---------------|------------|------------|
|  | GBPm          | (restated) | (restated) |
|  | GBPm          | GBPm       | GBPm       |
| Balances at April 1, 2004                          | 432           | 2,634      | 3,066      |
| Profit for the nine months ended December 31, 2004 | -             | 1,386      | 1,386      |
| Dividends  | -             | (332)      | (332)      |
| Currency movements                                 | -             | 47         | 47         |
| Other  | -             | (112)      | (112)      |
| Balances at December 31, 2004                      | 432           | 3,623      | 4,055      |

10 Earnings before interest, taxation, depreciation and amortisation (EBITDA)

|  | Third quarter ended |            | Nine months       |            |
|--|---------------------|------------|-------------------|------------|
|  | December 31         |            | ended December 31 |            |
|  | 2004                | 2003       | 2004              | 2003       |
|  | GBPm                | (restated) | GBPm              | (restated) |
|  | GBPm                | GBPm       | GBPm              | GBPm       |

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|                                 |       |       |       |       |
|---------------------------------|-------|-------|-------|-------|
| Group operating profit          | 730   | 739   | 2,083 | 2,209 |
| Exceptional items               | 10    | -     | 30    | -     |
| Depreciation                    | 694   | 731   | 2,096 | 2,183 |
| Goodwill amortisation           | 4     | 3     | 12    | 9     |
| EBITDA before exceptional items | 1,438 | 1,473 | 4,221 | 4,401 |

### 11 United States Generally Accepted Accounting Principles

The results set out above have been prepared in accordance with accounting principles generally accepted in the United Kingdom. The table below sets out the results calculated in accordance with United States Generally Accepted Accounting Principles.

|  | Third quarter ended<br>December 31 |      | Nine months<br>ended December 31 |      |
|--|------------------------------------|------|----------------------------------|------|
|  | 2004                               | 2003 | 2004                             | 2003 |
| Net income attributable to<br>Shareholders including |                                    |      |                                  |      |
| exceptional items (GBPm)                             | 503                                | 132  | 983                              | 510  |
| Earnings per ADS (GBP)                               |                                    |      |                                  |      |
| - basic  | 0.59                               | 0.15 | 1.15                             | 0.59 |
| - diluted  | 0.58                               | 0.15 | 1.14                             | 0.59 |

Each American Depositary Share (ADS) represents 10 ordinary shares of BT Group plc.

Shareholders' equity, calculated in accordance with United States Generally Accepted Accounting Principles, is a GBP1,304m deficit at December 31, 2004 (December 31, 2003 - GBP2,484m, March 31, 2004 - GBP1,455m).

### Forward-looking statements - caution advised

Certain statements in this results release are forward-looking and are made in reliance on the safe harbour provisions of the US Private Securities Litigation Reform Act of 1995. These statements include, without limitation, those concerning: continued growth in new wave turnover from broadband, ICT solutions, mobility and managed services growth; expectations regarding broadband DSL line connections; implementation of BT's 21st century network; completion of the acquisition of Infonet; expectations regarding cost transformation and cost efficiency; and delivery of long-term growth in shareholder value.

Although BT believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to have been correct. Because these statements involve risks and uncertainties, actual results may differ materially from those expressed or implied by these forward-looking statements.

Factors that could cause differences between actual results and those implied by the forward-looking statements include, but are not limited to: material adverse changes in economic conditions in the markets served by BT; future regulatory actions and conditions in BT's operating areas, including competition from

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others; selection by BT and its lines of business of the appropriate trading and marketing models for its products and services; fluctuations in foreign currency exchange rates and interest rates; technological innovations, including the cost of developing new products, networks and solutions and the need to increase expenditures for improving the quality of service; conditions, including regulatory clearances, to completion of the acquisition of Infonet not being satisfied; prolonged adverse weather conditions resulting in a material increase in overtime, staff or other costs; developments in the convergence of technologies; the anticipated benefits and advantages of new technologies, products and services, including broadband and other new wave initiatives, not being realised; and general financial market conditions affecting BT's performance. BT undertakes no obligation to update any forward-looking statements whether as a result of new information, future events or otherwise.

### 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. Head of Shareholder Services

Date 10 February, 2005