

BT GROUP PLC
Form 6-K
May 30, 2007

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 1934

Report on Form 6-K dated May 30, 2007

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 of Form 20-F or Form 40-F.

Form 20-F 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

Enclosure: Shareholder Magazine

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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

By: /s/ Alan Scott

Name: Alan Scott

Title: Assistant Secretary

Date: May 30, 2007

Forward

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Shareholder magazine May 2007

We're in this together

Life in a converging world...

Simply better for everyone

The better faster cheaper network – AKA21CN...

From Trolley Dolly to Techno Classroom

Inventing the future with the next generation...

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10 things to know about BT

Chief Executive Ben Verwaayen's
view from the top

Making a positive impact on society
From giving young people a voice

to tackling climate change...

Simply better for everyone

Our 21st Century Network is up
and running in Cardiff and heading your way

**Customer service,
our number one priority**

How we put customers at the
heart of everything we do

Wake up. get out of bed...

A day in the converged life
of Dave

Helping to make the seas safer

Spotlight on our work for the
Maritime and Coastguard Agency

**Inventing the future with
the next generation**

Working together with students
to develop new product ideas

The front cover features Adam and Jane from our TV advertising campaign, which has established BT as a leading broadband provider, and provided memorable and amusing insights into how communications fits into many families.

All information and prices are correct at time of going to print, 16 May 2007, but may be modified without notice from time to time. Services and equipment are provided subject to British Telecommunications plc's standard conditions of contract. Nothing in this publication forms any part of any contract. Offers are for UK residents only.

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A world of opportunities

From phoning an old friend on the other side of the planet for a videochat to phoning a new Chinese restaurant around the corner for a home delivery it's a small world these days. And a huge world, too. Take business, for example. Gone are the days when growing a business internationally always took a lot of time, effort and money. Nowadays, a good idea can become a global success pretty much overnight.

Time and distance are shrinking. Choice and opportunities are expanding. But we all continue to want the same basic things things like simplicity, good service, a fair deal, to feel valued, to be able to realise our ambitions and dreams. Together, we can achieve them.

In the following pages we take a look at this world of opportunities what's going on and what's going to happen, both further afield and closer to home. Crispy duck anyone?

Small is beautiful... this year we've reduced the size of Forward from A4 to A5 to save on paper and postage costs.

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View from the top

Ben Verwaayen

10 things we would like you to know about BT

Serving our customers

better is the way to deliver increasing value to our shareholders

We're not a phone company.
We're not an information,
communications and technology
(ICT) company. We're a customer
company. Nothing is more
important than offering a great
customer experience first time,
every time.

We make sure that the

local access network is open to all UK service providers on fair and equal terms

Openreach, a separate division of
BT, provides local access services
on fair and equal terms to all
competitors and to BT Retail and
BT Global Services.

Our 21st Century Network will improve things for everyone

Thanks to BT's investment, more
homes in Britain now have access
to broadband than have access
to mains water – more than
99.9% of the UK's homes and
businesses. And we now have over
11 million broadband connections.
Broadband transforms the way
in which we live, work and
communicate with each other.

We're at the heart

We re at the heart

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of broadband Britain

We re a global business

We re not just a UK company, we re a global business. From Austria to Australia all told, we have around 106,000 people in over 50 countries, delivering services to customers in more than 170 countries. We also provide networked IT services to major organisations around the world, through our BT Global Services division.

Delivering services in

customer time will help to keep us ahead of the game

Customers want new services when they want them not when companies choose to provide them. And you can only offer real-time customer experiences if you have outstanding software capabilities. BT is developing and delivering software-driven

Our 21st Century

Network will improve things for everyone

We re investing billions in a single 21st Century Network that will open the way for better, faster and more reliable services for all our customers from individuals to multinationals, and to other service providers. Take a look at page 6.

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We asked BT's Chief Executive Ben Verwaayen to highlight 10 key things he would like our shareholders to know about BT

products over broadband, using the power of our 21st Century Network. In future, not only will things happen more quickly, but new services will be more reliable and easier to use.

We're big on collaboration

Take innovation, for example. As you'll see from our feature on inventing the future with the next generation on page 16, the best innovations come from working closely together.

We're making communications better

From handy videophones to high quality, low cost phone calls over the internet we're giving customers better ways to stay in touch with friends, family and colleagues. We currently have over 1.4 million customers signed up to our calls over the internet service, often known as VoIP.

We are committed to leading the way in sustainability

For the last six years, BT has been rated No.1 in the Dow Jones Sustainability Index's telecommunications sector. BT has a positive role to play as individuals and organisations look for more sustainable ways of communicating, doing business and leading their lives. Teleconferencing and flexible working are reducing travelling and providing more flexible lifestyles.

**Our people make
all the difference**

In the last few years we've transformed BT, and we wouldn't have been able to do it without the remarkable skills and dedication of our people. Their ability to work together makes all the difference in bringing it all together for you, our shareholders. For example, our proposed full year dividend is 27% higher than last year.

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Help enable a more inclusive society

As part of our commitment to enabling a more inclusive society, we are looking at how ICT can help close the gap between the haves and the have-nots, the connected and the not connected, the advantaged and the disadvantaged. We are investigating how it can best help create a society where everyone gets a fair chance.

Tackling the big issues

In reviewing our strategy we decided that, given the big global issues facing society, we needed to raise our game and make a special effort to demonstrate how ICT can help make a real difference.

South Africa, followed by Brazil and China in subsequent years.

In 2007, our community investment was £21.8 million, 1% of UK pre-tax profits. As part of our Better World campaign we launched our first global development partnership with UNICEF. Working on community projects to bring education, ICT (information and communications technology) and communication skills to disadvantaged children, the projects will focus initially on

Maintaining and growing our positive impact

We will continue to implement and build on our well established policies and programmes in key areas, such as community

investment, health and safety, environmental management and supply chain. All these policies and programmes have a proven positive impact.

Calculate your footprint

You can now calculate your own carbon footprint on the BT website at www.btplc.com/climatechange

Our goal is to maximise BT's positive contribution to society, and thereby to support our long-term business success and deliver shareholder value. Our ultimate goal is to show how our business can help create a better, more sustainable world.

Rated No.1 in the Dow Jones Sustainability Index's telecommunications sector for the last six years, we take an enlightened long-term view, particularly when it comes to demonstrating how communications can benefit society. Being a responsible business is not a nice to have, it is a must do. It makes business, social and environmental sense. Long-term, it is the only option.

Making a positive impact on society

Responsibility

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Giving young people a voice

Through our Better World campaign we are helping to give young people a voice. We're ensuring young people most in need are heard and helped; developing young people's communication skills; and helping them create real social change. Since 2002, around £10 million in cash and gifts in kind have been donated to ChildLine, and 3 million pupils at more than 12,000 schools have been involved in our education programme. You can find out more at www.btbetterworld.com

Recycle your mobile phone

From June 2007 we will be recycling all our employee and customer mobile handsets for ChildLine. If you have a broken or redundant handset you no longer need, please help us to raise vital funds for ChildLine. Email us at charity.programme@bt.com and we will then send you a freepost recycling bag.

Enable sustainable economic growth

Ultimately we aim to achieve economic growth that benefits society within environmental limits. This is a new focus for us. We are concentrating on integrating sustainability into our business thinking, creating new products and services with sustainability benefits, exploring obsolescence in the industry and measuring our progress.

If you'd like to calculate how much CO2 you use, get some suggestions on what you can do to take action and find out more about what we're doing take a look at www.btplc.com/climatechange

So far, we have reduced our UK emissions by 60% since 1996.

Help tackle climate change

To play our part in tackling the world's No.1 environmental issue, we are committed to reducing our own CO2 emissions by 80% by 2016 (from our 1996 baseline) and to helping our employees, our suppliers, other businesses and customers to cut carbon emissions through better use of ICT. We have now embarked on a major programme to understand better and accelerate the roll out of carbon-reducing communications solutions.

Through EverybodyOnline, we're creating a network of public internet access points to help people in disadvantaged areas take advantage of computers and the internet.

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21st Century Network (21CN)

Simply better

for everyone

To make that first call possible, we have rebuilt 10% of the national core network, completed 1,500 man years of IT development, laid 2,300km of optical fibre in South Wales and performed around half a million different tests. We have also worked closely with our wholesale customers on areas of common interest and potential disagreement. This collaboration is a continuing feature of 21CN.

By early 2008, the entire core network will be in place and around 350,000 people will be up and running on it. By the end of the decade pretty much everyone in the UK will be enjoying the benefits of 21CN.

What will these benefits be?

For a big business looking for a managed-network solution that can keep pace with its fast-changing requirements or a small boy wanting to stay in touch with his grandma on the other side of the world, the benefits of 21CN are essentially the same. An ability to carry on using existing services in exactly the same way as today – pick up a phone and make a call – and an ability to

enjoy exciting new services – pick and play movies on a laptop – anyone? Services will not only be more varied but also more reliable, simpler, better value – more in tune with how people want to live their lives. So the overall experience will improve.

We are leading the way in establishing a single network for the 21st century, which enables computers to talk to each other over the internet. We are applying our experience and expertise to help others around the world do the same thing.

The prospect is simply a better way to bring all of us together, no matter who or where in the world we are.

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On Tuesday 28 November 2006, Laura Wess, a pupil at Wick and Marcross Church in Wales Primary School, made the first customer phone call over our new 21st Century Network (21CN). Behind that brief call lay billions of pounds of investment by BT; ahead of it extends a world of opportunity for all of us.

Switched on

Like to know when your line will be switched on to the new network? You can find this out, together with other useful 21CN information, at www.switchedonuk.org, a site developed and run collaboratively by the industry.

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**Customer service,
our number
one priority**

From a multinational company operating around the world to an individual living on their own, we want all of our customers to have a consistently positive experience with us. This is our number one priority because getting it right is the best way to deliver real shareholder value.

Customer experience

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Special offers
for BT shareholders

Also available in orange

BT Mango

Digital Cordless Phone
& Answer Machine

Shareholder price twin £63.99

BT's normal price £79.99 Single also available

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answer machine record time Caller Display
255 name & number directory SMS Text

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& Answer Machine

Shareholder price

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BT's normal price £59.99

Twin, Trio & Quad also available

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Caller Display Up to 11.5
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& number directory SMS Text

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BT Verve 500

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Machine

Shareholder price twin £79.99

BT's normal price £99.99 Single also available

SIM card reader & writer Up to 28 mins
answer machine record time Handsfree Caller
Display 7 Polyphonic ringtones 255 name
& number directory SMS Text

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Save 20%

on the normal price of **all** BT products
at the BT Shop

BT Paragon 500

Digital Corded Phone & Answer Machine

Shareholder price £31.99

BT's normal price £39.99

- Up to 36 mins answer machine record time
- Caller Display • 6 Polyphonic ringtones • 200 name & number directory • SMS Text

BT Big Button 100

Digital Corded Phone

Shareholder price £19.99

BT's normal price £24.99

- Large easy to read buttons • Call indicator light
- Speech amplification • Hearing aid compatible
- 13 number directory.

BT Freestyle 610

Digital Cordless Phone

Shareholder Price single £23.99

BT's normal price £29.99

Shareholder price twin £39.99

BT's normal price £49.99

- Large buttons for ease of use on handset
- Caller Display • 30 name & number directory

More offers online

For the full range of offers available
to BT shareholders, just visit

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Don't forget to enter the
promotional code **AGM07** at the
checkout stage to claim your BT
shareholder discount.

Offer ends 30 June 2007

Save 20% at the BT Online Shop on any BT branded product. Does not apply to any BT Services or other BT Shops such as dabs.com. One promotional code per transaction. Promotional code can only be redeemed online at the BT Online Shop. Prices are correct at the time of going to print and are subject to change. Offer available whilst stocks last or before 30 June 2007, whichever is the sooner. Terms and conditions apply **www.shop.bt.com/page/**

termsconditions#promo. Refunds apply to the amount of money actually spent – no cash refunds on discounts. Promotional code is not redeemable against delivery charges (but delivery is free when you spend over £89.99).

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BT Fusion mobile service – FREE for 3 months

- 4 for 1 inclusive minutes²
- FREE Internet surfing offer³
- Range of call plans and handsets
- From just £19 per month

Call **0800 783 2326**
or visit [www.bt.com/
btfusion/shareholder](http://www.bt.com/btfusion/shareholder)
Offer ends 30 June 2007

Samsung P200

1. New primary account BT Fusion Plus customers only, subject to status, 18 month term and 11 month tariff commitment. Full tariff price payable from month 4. BT Broadband required. 2. 4 for 1 minutes within range of the BT Home Hub/BT hotspots. Applies to 01 or 02 numbers, excluding Channel Islands, and UK mobile numbers starting 07 (whilst caller and recipient both within UK). 3. 20Mb mobile internet surfing a month, unused allowance cannot be carried forward. Additional usage charged at 0.391p per kb. Conditions apply.

Computer or technical frustrations?

Now there's somewhere to turn to. Get expert help and advice from Bt Home IT Support

BT Home IT Call*

Straightforward, jargon free advice on a range of home IT topics. Subscribe to our ongoing support service or pay as you go. Either way help is only a phone call away.

BT Home IT Visit

If you would prefer someone to fix the problem for you in person, you can now set up an appointment for one of our engineers to visit you at home.

BT Home IT Install

You can now make an appointment for a BT engineer to set up your BT Total Broadband, BT Broadband Talk and give you a brief tutorial.

*3 month minimum term for subscription service. Available to BT Line customers only. Lines are open between 8am and 11pm, 7 days a week. Fair Usage Policy and conditions apply.

For straightforward help and advice call **0800 432 0230** or visit www.bt.com/itadvice

Great deals from dabs.com

Part of the BT Group, online computing and technology retailer dabs.com has put together a selection of the hottest products around – all with special discounts for all BT shareholders. Visit www.dabs.com/btshareholderoffers to view them all today! Deals are updated regularly.

Designed for entertainment, this notebook works hard and plays hard too!

- HP Pavilion dv6299ea T5500
- Intel® Core™ 2 Duo processor
- 2048Mb RAM, 120Gb HDD
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- Includes remote control and HP QuickPlay for better enjoyment of music and films

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BT Total Broadband

BT Total Broadband from **£8.95*** a month for the first six months.

To find out more visit www.bt.com/shareholders/broadband

Receive a Welcome Cheque of up to £50**

when you sign up to
BT Total Broadband

offer ends 31 August 2007

Claiming your Welcome Cheque

Step one Order BT Total Broadband
Order your preferred BT Total Broadband Option at
www.bt.com/shareholders/broadband

Step two Claim your
Welcome Cheque
Go to www.btshareholder.onlinerebates.com
and complete the online form.

Please supply **all** the details and remember
to press **submit** .

Failure to supply all the requested information may
invalidate your claim. You will need to supply:

1. The **telephone number** of your broadband line
2. Your **order reference number**
3. Your **shareholder reference number**

If all the correct information is supplied and your claim is
validated, then you will receive your Welcome Cheque
within 28 days of activation.

*Introductory price achieved via £54.24 credit on your first bill. £17.99 a month from month 7. 18 month term.
Payment by Direct Debit. Excludes
upgrades/regrades. BT Total Broadband is subject to availability. BT line or similar required. Indoor range of Hub up
to 50m. **£50 Welcome Cheque
offer ends 31 August 2007. New customers only. Activation is required on or before 14 September 2007. Complete
the online form and BT will send a
cheque (£50 for Options 2 or 3 or £30 for Option 1) within 28 days. This is in addition to any introductory offer

available on www.bt.com/broadband.

Proof of BT Total Broadband purchase required (order reference number and the telephone number of your broadband enabled line). Hub £30

online/£50 by telephone Option 1 only. Handset £49.99.

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Customer experience

Customers are at the heart of everything we do

Customers are at the heart of everything we do, and we are doing everything we can to ensure that all our customers enjoy a consistently positive experience with us, no matter who or where they are. To this end, we are focusing on the three key stages in the customer experience story: when we want to create something new for customers; when customers want to buy something from us; and when customers want us to fix something.

Getting it right and doing it quickly

At each stage, we are focusing our efforts on improving two key things that we know all our customers value: getting it right

Getting it right and doing it quickly

At each stage, we are focusing our efforts on improving two key things that we know all our customers value: getting it right

first time; and doing it as quickly as possible. So, for example, we're working on ways to speed up our development of new products that customers really want (see hothousing on page 16), to make it quick and easy for them to choose and buy those products, and to fix any faults with them before they notice there's a problem.

We know that we have a lot to do and a fair way to go before we realise our ambition of delivering a consistently positive experience for all our many different customers, but we

know how to go about it and
are wholeheartedly committed
to making it happen.

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Convergence

Wake up, get out of bed

At home, in the office, out and about – these days you can talk, walk, rest and play in a way that fits in with how you want to live your life. To give you an idea of the potential, here’s a day in the life of Dave

BT Total Broadband

BT Fusion

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Office Anywhere

BT Openzone Wireless

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Convergence

1.30pm

Head back home, or should that be back to the office? It's a happy blur for me.

2.00pm

Time to chill. I can look at those emails that have just come through when I pop upstairs to the 'Office' and read them on my laptop.

BT Home IT Support

3.15pm

Pick the kids up from school. A quick game of footie, then home. Take a call from Grandma. She's thinking of finally taking the plunge with "this internet-thingy". I mention that BT's Home IT Install and Home IT Visit services will make the whole thing easy for her.

www.bt.com/itadvice

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Global Services

Helping to make the seas safer

The next time you're enjoying a bracing clifftop walk or messing about in boats or just relaxing on a beach in a deckchair, spare a thought for us

From John O Groats to Land's End, from Llandudno to Lindisfarne, the Maritime and Coastguard Agency (MCA) keeps a watchful eye on every inch of the UK's 10,500 miles of coastline and more than 22 million square miles of sea. Meanwhile behind the scenes, we're keeping a watchful eye on the MCA's network to make sure it never lets them down.

Safer Lives, Safer Ships, Cleaner Seas

The MCA is responsible for every aspect of marine safety, including co-ordinating search and rescue, maintaining the quality of shipping in UK territorial waters and preventing coastal pollution. As its motto says: Safer Lives, Safer Ships, Cleaner Seas.

Super-reliable, no matter how remote

We provide and manage the network linking over 500 mainly coastal locations and 19 Maritime Rescue Co-ordination Centres. Many of these locations are ship-to-shore radio stations in some of the most remote areas of the UK. Given the nature of the MCA's task, the network needs to be super-reliable. BT

really understands what the MCA is all about and this is reflected in the high quality of service we

One of the benefits that we have found with BT is that we work in partnership and I truly mean partnership.

Richard Parkes, Director of Technical Services, MCA

receive, says James Findlay, Head of IT Services, MCA. BT consistently exceeds its 99.95% network availability target.

The availability and resilience of the network is tested around the coast around the clock, and on occasion to extremes. When severe flooding in Boscastle and Carlisle created major emergencies, for example, the network remained unaffected, allowing the MCA to participate fully in the rescue operations.

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MCA is just one of many major organisations we're working with around the world. Here are a few other snapshots of our global services in action:

-
-
-

A managed network for Financial Times journalists in 55 countries to share ideas, stories and insights with each other and the London headquarters.

Super-secure networks for NATO and the Ministry of Defence.

A mobile Crime Scene Investigation lab for the Forensic Science Service.

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Innovation

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Innovation

Inventing the future with the next generation

When we worked together with students from Stoke High School and St. Joseph's College, Suffolk, on developing new product ideas, the results were phenomenal

Hothousing, for better faster innovation

We invited the students to take part in a series of hothouses at Adastral Park, home to BT's research and development labs. Hothousing (where people with different skills gather to compete on their ideas) is one of the ways in which we are increasing the speed and effectiveness of innovation across BT.

From an intelligent supermarket trolley to a mobile that grows

Four teams of students and BT people worked on four ideas over three three-hour hothouses. Together, they produced four remarkable prototypes for the 21st century: Driving Force, an intelligent transport solution;

**I thought BT was
just phones and
broadband, but the
things I have seen
are across a whole
range of uses and
it is amazing.**

Student

iVine, a mobile device that grows; Trolley Dolly, an intelligent supermarket trolley; and Techno Classroom, a high tech learning

product. All four prototypes have been taken forward. Driving Force, for example, is being evaluated as a major growth initiative and Trolley Dolly is being further developed as part of our Future Store showcase.

Working with bright sparks around the world

So successful and enjoyable was the experience for all concerned that we are rolling out the Young Customer Hothouse programme across the UK and around the world. We can't wait to see, for example, what new and exciting innovations our student co-creators in other parts of the world will come up with. It's quite possible that we'll all be enjoying the results in the not too distant future.

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Switch now at www.bt.com/signup it's very easy

We have special offers for e-shareholders who handle their BT shareholding online and have dividends paid directly to a bank or building society account (or join the BT Dividend investment plan). e-shareholding enables you to receive all your shareholder communications electronically, and build, view and manage a full share portfolio online.

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9-day cruise for two people in a Grade 1 Cabin PLUS £750 cash. E-shareholders will be automatically entered into this free prize draw, holiday offered courtesy of Apollo Travel Direct.

Switch to e-shareholding by 31 July 2007. The prize draw winners will be notified within a month.

Whether you win or not, you can download a free £150 discount holiday voucher.

Terms and conditions apply. See website below for details.

Sign up & win a Notebook

E-shareholders who also sign up for email alerts by 31 July 2007 will be entered in the prize draw to win an HP 510 Notebook, courtesy of dabs.com and HP. The lucky prize winner will be notified within a month.

dabs.com are also offering e-shareholders 100 HP Pavilion Notebooks and 100 HP Photosmart AIO printers at a 10% discount.

*Model HP Pavilion dv6331eu AMD 64 2048MB 160GB VH Prem. Terms and conditions apply.

Find out more about these exclusive e-shareholder offers at www.bt.com/shareholderplus

BT Group plc

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Shareholder offers

