BT Group plc
ANNUAL GENERAL MEETING

BT Bringing it all together

TO BE HELD AT 11 AM, ON WEDNESDAY 13 JULY 2011 AT
OLD BILLINGSGATE, 1 OLD BILLINGSGATE WALK, LONDON EC3R 6DX

Dear Shareholder,

The BT Group plc 2011 Annual General Meeting (AGM) takes place on Wednesday 13 July 2011. Full details of the resolutions to be proposed at the meeting, with explanatory notes, are set out in the Summary financial statement & notice of meeting 2011.

Please read the notes overleaf before completing the AGM Admission Card/Proxy Card.

If you are coming to the AGM, please bring this Card with you to help with identification, and keep it until the end of the AGM. If you are not coming to the AGM you can appoint another person (a proxy) to attend the meeting on your behalf, who can speak and vote there. This can be done online by going to **www.sharevote.co.uk** or by completing and returning this Card by post.

For convenience, we have already included the appointment of the Chairman as proxy. To appoint someone else, delete 'Sir Michael Rake or failing him the correctly appointed Chairman of the meeting' and insert the name and address of your proxy in the box provided. Your proxy does not need to be a shareholder.

Proxy appointment and voting instructions, whether online or by post, must be received by our Registrars, Equiniti, by 11 am on Monday 11 July 2011.

Sir Michael Rake
Chairman
11 May 2011

AGM ADMISSION CARD/PROXY CARD

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Voting ID	Task ID	Shareholder Reference Number

Please read the notes overleaf before completing this Card.

You can appoint your proxy and give that proxy voting instructions online at **www.sharevote.co.uk**

Alternatively to appoint your proxy by post, please complete this Card in black ink, sign and date it and then return it to our Registrars' (Equiniti's) **FREEPOST** address over the page (or in the envelope provided, from outside the UK).

Appointing a proxy will not prevent you from coming to and voting at the AGM.

Proxy appointment and voting instructions, whether online or by post, must be received by our Registrars, Equiniti, by 11 am on Monday 11 July 2011.

I/we appoint Sir Michael Rake or failing him the correctly appointed Chairman of the meeting

(Insert name and address of proxy)

to act as my/our proxy at this year's AGM (or any adjournment) and vote as indicated on this Card. To appoint more than one proxy, you can get extra proxy card(s) by calling our Registrars, Equiniti on **Freefone 0808 100 4141** (or +44 121 415 7178 from outside the UK) or you can copy this Card. If you decide to appoint more than one proxy, please write above, against the proxy's name, the number of shares they can vote as your proxy.

Please show how your proxy should vote by placing a cross in the appropriate boxes in black ink like this ☒ Please mark inside the boxes.

A vote withheld is not a vote in law and will not be counted in calculating the proportion of votes for or against a resolution.

Resolutions	For	Against	Vote withheld
1. Report and accounts	☐	☐	☐
2. Remuneration report	☐	☐	☐
3. Final dividend	☐	☐	☐
4. Re-elect Sir Michael Rake	☐	☐	☐
5. Re-elect Ian Livingston	☐	☐	☐
6. Re-elect Tony Chanmugam	☐	☐	☐
7. Re-elect Gavin Patterson	☐	☐	☐
8. Re-elect Tony Ball	☐	☐	☐
9. Re-elect J Eric Daniels	☐	☐	☐
10. Re-elect Rt Hon Patricia Hewitt	☐	☐	☐
11. Re-elect Phil Hodkinson	☐	☐	☐
12. Re-elect Carl Symon	☐	☐	☐
13. Elect Nick Rose	☐	☐	☐
14. Elect Jasmine Whitbread	☐	☐	☐
15. Reappointment of auditors	☐	☐	☐

Resolutions	For	Against	Vote withheld
16. Remuneration of auditors	☐	☐	☐
17. Authority to allot shares	☐	☐	☐
18. Authority to allot shares for cash*	☐	☐	☐
19. Authority for purchase of own shares*	☐	☐	☐
20. 14 days' notice of meetings*	☐	☐	☐
21. Authority for political donations	☐	☐	☐
22. Renewal of the employee sharesave scheme	☐	☐	☐
23. Renewal of the international employee sharesave scheme	☐	☐	☐
24. Renewal of the employee share investment plan	☐	☐	☐
25. Renewal of the employee stock purchase plan	☐	☐	☐
26. Renewal of the executive portfolio	☐	☐	☐

* Special resolution

Signature

Date

Business Reply Plus
Licence Number
RRHE-THZU-TCUB

Equiniti
Aspect House
Spencer Road
LANCING
BN99 6GN

AGM ADMISSION CARD/PROXY CARD NOTES

Proxy appointment and voting instructions, whether online or by post, must be received by our Registrars, Equiniti, by 11 am on Monday 11 July 2011.

1. If you do not indicate how your proxy is to vote on a particular resolution, your proxy can decide whether, and if so, how they vote. Your proxy can vote, or abstain from voting, as they decide on any other business which may validly come before the meeting.

2. Before returning this Card, please sign and date it, and initial any alterations. In the case of joint holders, any one of you may sign. If someone signs on your behalf, the authority under which it is signed (or a copy of the authority certified by a solicitor or notary) must be returned with this Card.

3. Where it is a company appointing the proxy, this Card must either be sealed, or signed by an officer of the company or an authorised attorney, and returned together with the appropriate authority or power of attorney.

4. You can return this Card by FREEPOST. The return address is printed on the back of this Card. If you do not wish this Card to be seen by anyone except the Company and the Registrars, post it in an envelope to: Equiniti (2450) FREEPOST (SEA10846), Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL. There is no postage to be paid if posted in the UK.

5. If your address is outside the UK, you should reply using the return-addressed envelope provided. If you live in a country covered by the International Business Reply Service, we have prepaid postage on the envelope.

6. CREST Electronic Proxy Appointment. To appoint one or more proxies or give an instruction to a proxy (whether previously appointed or not) via the CREST system, you will need to send a CREST message. In order to be valid it must be transmitted so that our Registrars, Equiniti, (ID RA19) receive it by 11 am on Monday 11 July 2011. The time of receipt will be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. For more information please refer to the CREST Manual (available at **www.euroclear.com/CREST**). The Company can treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

7. BT Group EasyShare ('EasyShare') participants are able to attend, speak and vote at the AGM. These shares are held through Equiniti Corporate Nominees Limited ('NomineeCo') and you may attend as NomineeCo's proxy. If you attend the AGM, you will be treated as having accepted this arrangement. This also applies to joint holders.

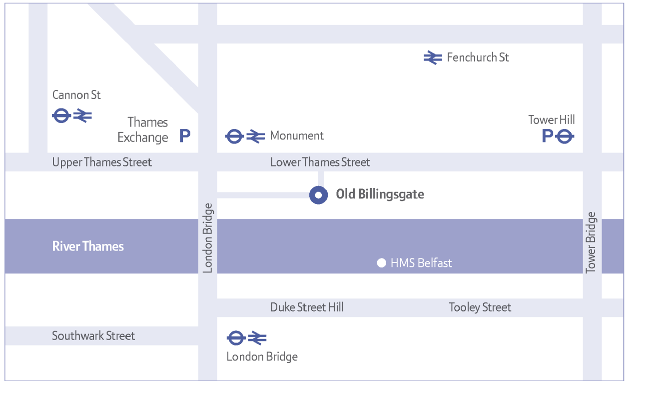
If you are not attending the meeting, NomineeCo has agreed that you (or any other person named jointly with you on this Card) may use this Card to instruct NomineeCo to appoint the proxy of your choice to attend and vote at the AGM on your behalf. Your instructions will apply to all your BT shares, whether or not held through EasyShare. You can give your voting instructions online at **www.sharevote.co.uk**

8. BT Group Employee Share Investment Plan ('ESIP') participants (allshare and directshare). As an ESIP participant, you do not have the right to attend the AGM, but you can instruct the Trustee of the ESIP, Equiniti Share Plan Trustees Limited (The Trustees), to vote the shares they hold on your behalf. The Trustees have advised you separately how you can give instructions for these shares to be voted.

BT Group plc
ANNUAL GENERAL MEETING

13 JULY 2011

Old Billingsgate,
1 Old Billingsgate Walk,
London EC3R 6DX



Programme

10.00 am Doors open to shareholders helpdesk and reception area

11.00 am Meeting commences

1.00 pm approx. Meeting ends

At the meeting you will be asked to vote on the resolutions set out, with explanatory notes, in the Summary financial statement & notice of meeting 2011. If you did not receive this document, it is available online at **www.bt.com/annualreport**

You may find it helpful to bring this with you to the meeting. You do not need to bring any other documents, except your AGM Admission Card/Proxy Card or email notification.

You will be given the opportunity to ask questions about any of the resolutions.

Tea and coffee will be available before, but not during, the meeting. We will hand you a voucher on arrival, which will entitle you to light refreshments served after the meeting.

Only shareholders, or their appointed proxies or representatives, are entitled to attend the meeting. Non-shareholders (who are accompanying shareholders) will be admitted at the discretion of the Company. Anyone accompanying a shareholder who is in a wheelchair, or is otherwise in need of assistance, will be admitted to the meeting.