BT Group plc
Annual General Meeting

When
11am
Wednesday
16 July 2014

Where
Old Billingsgate
1 Old Billingsgate Walk
London
EC3R 6DX

Dear Shareholder,

The BT Group plc 2014 Annual General Meeting (AGM) takes place at 11am on Wednesday 16 July 2014. You can find full details of the resolutions to be proposed at the meeting, with explanatory notes, in the Notice of meeting 2014 which is available online at **www.bt.com/annualreport**

Please read the notes overleaf before completing the AGM admission card/proxy card.

Online or postal proxy appointment and voting instructions must be received by our Registrars, Equiniti, by 11am on Monday 14 July 2014.

Sir Michael Rake
Chairman

7 May 2014

AGM admission card/proxy card

Voting ID | Task ID | Shareholder Reference Number

Please read the notes overleaf before completing this Card.

If you are attending the AGM, please bring this Card with you to help with identification and keep it until the end of the AGM to vote.

If you are not attending the AGM, you can appoint another person (a proxy) to attend the meeting, speak, and/or vote on your behalf. You will find details on how to appoint a proxy overleaf. Your proxy does not need to be a shareholder and appointing a proxy will not prevent you from attending and voting at the AGM.

The Chairman of the meeting will be appointed as your proxy unless you delete the words '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.

Our Registars, Equiniti, must receive online or postal proxy appointment and voting instructions by 11am on Monday 14 July 2014.

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 additional proxy cards 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 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 so X Please mark inside the boxes.

A vote withheld is not a vote in law. We will not count a vote withheld in calculating the proportion of votes for or against a resolution.

Signature:

Date:

Resolutions

	Resolutions	For	Against	Withheld
1.	Report and accounts	☐	☐	☐
2.	Annual remuneration report	☐	☐	☐
3.	Remuneration policy	☐	☐	☐
4.	Final dividend	☐	☐	☐
5.	Re-elect Sir Michael Rake	☐	☐	☐
6.	Re-elect Gavin Patterson	☐	☐	☐
7.	Re-elect Tony Chanmugam	☐	☐	☐
8.	Re-elect Tony Ball	☐	☐	☐
9.	Re-elect Phil Hodkinson	☐	☐	☐
10.	Re-elect Karen Richardson	☐	☐	☐
11.	Re-elect Nick Rose	☐	☐	☐
12.	Re-elect Jasmine Whitbread	☐	☐	☐
13.	Elect Iain Conn	☐	☐	☐
14.	Elect Warren East	☐	☐	☐
15.	Auditors' re-appointment	☐	☐	☐
16.	Auditors' remuneration	☐	☐	☐
17.	Authority to allot shares	☐	☐	☐
18.	**Authority to allot shares for cash***	☐	☐	☐
19.	**Authority to purchase own shares***	☐	☐	☐
20.	**14 days' notice of meetings***	☐	☐	☐
21.	Political donations	☐	☐	☐

*** Special resolution**

AGM admission card/proxy card notes

Online or postal proxy appointment and voting instructions must be received by our Registrars, Equiniti, by 11am on Monday 14 July 2014.

1. You can appoint your proxy online at **www.sharevote.co.uk** If you wish to appoint your proxy by post, complete this Card in black ink, sign and date it and then return it to our Registrars (Equiniti) by FREEPOST. The return address is printed on the back of this Card.

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

3. 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, they must return with this Card the authority under which it is signed (or a copy of the authority certified by a solicitor or notary).

4. 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.

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 the postage on the envelope. If you live outside the countries covered by the International Business Reply Service, you will need to pay postage.

6. CREST Electronic Proxy Appointment. To appoint one or more proxies or give instructions 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 11am on Monday 14 July 2014. The time of receipt will be the time (as determined by 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**) 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.

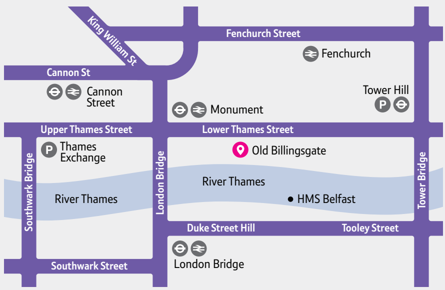
7. BT Group EasyShare ('EasyShare') participants are able to attend, speak and vote at the AGM. These shares are held through Equiniti Corporate Nominees Limited ('NomineeCo') and you may attend as NomineeCo's proxy. If you attend the AGM, you will be treated as having accepted this arrangement. This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

If you are not attending the AGM, 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**

BT Group plc
Annual General Meeting

At the end of the meeting we will ask you to vote on the resolutions set out, with explanatory notes, in the Notice of meeting 2014. If you did not receive that document, it is available online at **www.bt.com/annualreport** You may find it useful to bring it with you to the meeting. You do not need to bring any other documents, except your AGM admission card/proxy card or email notification. We will give you the opportunity to ask questions about any of the resolutions.

We will have tea and coffee available before, but not during, the meeting. We will hand you a voucher on arrival, which you can use to obtain light refreshments after the meeting. Only shareholders, or their appointed proxies or representatives, are entitled to attend the meeting. We may, at our discretion, admit guests who are accompanying shareholders. We will admit to the meeting anyone accompanying a shareholder who is in a wheelchair, or is otherwise in need of assistance.



When
16 July 2014

Where
Old Billingsgate
1 Old Billingsgate Walk
London EC3R 6DX

Programme

10am: Doors open to shareholder helpdesk and reception area.

11am: Meeting commences.

1pm approx: Meeting ends.

Business Reply Plus
Licence Number
RRHE-THZU-TCUB

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Equiniti
Aspect House
Spencer Road
LANCING
BN99 6GN