

AGM admission card/proxy card



BT Group plc Annual General Meeting

When
10:30am
Wednesday
13 July 2016

Where
Motorpoint Arena Cardiff
Mary Ann Street
Cardiff
CF10 2EQ

Dear Shareholder,

The BT Group plc 2016 Annual General Meeting (AGM) takes place at 10:30am on Wednesday 13 July 2016. You can find full details of the resolutions to be proposed at the meeting, with explanatory notes, in the Notice of meeting 2016 which is available online at www.bt.com/annualreport

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

Our Registrars, Equiniti, must receive online or postal proxy appointment and voting instructions by 10:30am on Monday 11 July 2016.

Sir Michael Rake
Chairman
4 May 2016

+ Voting ID Task ID Shareholder Reference Number +

Please read the notes overleaf before completing this Card.

If you're 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're not attending the AGM, you can appoint another person (a proxy) to attend the meeting, speak, and/or vote on your behalf. You'll 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 Registrars, Equiniti, must receive online or postal proxy appointment and voting instructions by 10:30am on Monday 11 July 2016.

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 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

	For	Against	Withheld
1. Report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Annual remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-elect Sir Michael Rake	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-elect Gavin Patterson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-elect Tony Ball	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-elect Iain Conn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-elect Isabel Hudson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-elect Karen Richardson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Re-elect Nick Rose	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Re-elect Jasmine Whitbread	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Elect Mike Inglis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Elect Tim Höttges	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Elect Simon Lowth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Auditors' re-appointment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Authority to allot shares for cash*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. Authority to purchase own shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. 14 days' notice of meeting*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. Political donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* Special resolution



AGM admission card/proxy card notes

Our Registrars, Equiniti, must receive online or postal proxy appointment and voting instructions by 10:30am on Monday 11 July 2016.

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. You may, if you prefer, return this card free of charge in a sealed envelope to FREEPOST RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing BN99 8LU.
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 10:30am on Monday 11 July 2016. 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'll be treated as having accepted this arrangement. This also applies to joint holders.

If you aren't 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

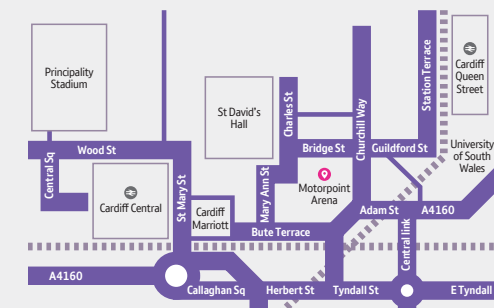
Business Reply Plus
Licence Number
RRHE - THZU - TCUB

Equiniti
Aspect House
Spencer Road
LANCING
BN99 6GN

BT Group plc Annual General Meeting

At the end of the meeting we'll ask you to vote on the resolutions set out, with explanatory notes, in the Notice of meeting 2016. If you didn't receive that document, it's available online at www.bt.com/annualreport You may find it useful to bring it with you to the meeting. You don't need to bring any other documents except your AGM admission card/proxy card or email notification. We'll give you the opportunity to ask questions about any of the resolutions.

We'll have tea and coffee available before, but not during, the meeting. We'll provide light refreshments after the meeting and you'll be handed a voucher on arrival for these. 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'll admit to the meeting anyone accompanying a shareholder who is in a wheelchair, or is otherwise in need of assistance.



When
13 July 2016
Where
Motorpoint Arena Cardiff
Mary Ann Street
Cardiff CF10 2EQ

Programme
09:30am: Doors open to shareholder helpdesk and reception area.
10:30am: Meeting commences.
12:30pm approx: Meeting ends.

