BT Group plc Annual General Meeting

When
11:00am
Thursday 16 July 2020

Where
BT Centre,
81 Newgate Street,
London
EC1A 7AJ

Dear Shareholder,

The BT Group plc 2020 Annual General Meeting (AGM) will take place at 11:00am on Thursday 16 July 2020. Due to the current UK Government restrictions on public gatherings and the associated social distancing measures, our AGM will be a closed meeting. A recording and transcript of the meeting will be available on our website **bt.com/agm** as soon as practicable after the AGM. To allow for shareholders to hear from both the Chief Executive and myself, video messages and transcripts will also be available on our website on the day and for a period of 30 days after the AGM.

As shareholders cannot attend in person, we encourage all shareholders to vote in advance by appointing a proxy. Furthermore, we strongly recommend that you appoint the Chair of the AGM to act as your proxy to ensure your vote is counted. Details of how to submit a proxy are set out opposite.

You can find full details of the resolutions to be proposed for approval at the AGM, with explanatory notes, in the Notice of meeting 2020, which is available online along with our Annual Report 2020, at **bt.com/annualreport**

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

Our Registrars, Equiniti, must receive your online or postal proxy appointment and voting instructions by 11:00am on Tuesday 14 July 2020.

Jan du Plessis
Chairman
26 May 2020

AGM proxy card

Voting ID | Task ID | Shareholder Reference Number

Please read the notes overleaf before completing this Card.

As shareholders cannot attend the AGM in person, they will only be able to vote by appointing a proxy in advance.

The Chair of the AGM will be appointed as your proxy unless you delete the words 'Jan du Plessis or failing him the correctly appointed Chair of the AGM' and insert the name and address of your proxy in the box below. To ensure your vote is counted, we strongly recommend you appoint the Chair of the AGM to act as your proxy.

Please submit your proxy appointment and voting instructions online (or by post) to our Registrars, Equiniti, by 11:00am on Tuesday 14 July 2020.

I/we appoint Jan du Plessis or failing him the correctly appointed Chair of the AGM

(Please leave this box blank if you have selected the Chair of the AGM. Do not insert your own name(s).)

to act as my/our proxy at this year's AGM (or any adjournment) and vote as indicated on this Card.

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 ☒ 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	With held
1. Annual Report and Accounts	☐	☐	☐
2. Annual remuneration report	☐	☐	☐
3. Directors' Remuneration Policy	☐	☐	☐
4. Re-elect Jan du Plessis	☐	☐	☐
5. Re-elect Philip Jansen	☐	☐	☐
6. Re-elect Simon Lowth	☐	☐	☐
7. Re-elect Iain Conn	☐	☐	☐
8. Re-elect Isabel Hudson	☐	☐	☐
9. Re-elect Mike Inglis	☐	☐	☐
10. Re-elect Matthew Key	☐	☐	☐
11. Re-elect Allison Kirkby	☐	☐	☐
12. Elect Adel Al-Saleh	☐	☐	☐
13. Elect Sir Ian Cheshire	☐	☐	☐
14. Elect Leena Nair	☐	☐	☐
15. Elect Sara Weller	☐	☐	☐
16. Auditors' re-appointment	☐	☐	☐
17. Auditors' remuneration	☐	☐	☐
18. Authority to allot shares	☐	☐	☐
19. **Disapplication of pre-emption rights***	☐	☐	☐
20. **Further disapplication of pre-emption rights***	☐	☐	☐
21. **Authority to purchase own shares***	☐	☐	☐
22. **14 days' notice of meeting***	☐	☐	☐
23. Authority for political donations	☐	☐	☐
24. BT Group plc Employee Saveshare Plan rules	☐	☐	☐
25. BT Group plc International Employee Saveshare Plan rules	☐	☐	☐
26. BT Group plc Employee Stock Purchase Plan rules	☐	☐	☐
27. BT Group plc Restricted Share Plan rules	☐	☐	☐
28. BT Group plc Deferred Bonus Plan rules	☐	☐	☐
29. **Articles of Association***	☐	☐	☐

* Special resolution

BTAGM20P0520

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AGM proxy card notes

Our Registrars, Equiniti, must receive your online or postal proxy appointment and voting instructions by 11:00am on Tuesday 14 July 2020.

1. **The simplest way to appoint your proxy is online at www.sharevote.co.uk**
   If you want to appoint your proxy by post, complete this Card in black ink, sign and date it and then return it to our Registrars (Equiniti) using the enclosed business reply envelope.
2. **If you do not indicate how your proxy is to vote on a particular resolution, your proxy can decide whether, and 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 11:00am on Tuesday 14 July 2020. 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 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 vote at the AGM.** These shares are held through Equiniti Corporate Nominees Limited ('NomineeCo').

   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 vote at the AGM on your behalf. You can give your voting instructions online at **www.sharevote.co.uk**

BT Group plc
Annual General Meeting

Further information relating to pre-registering questions or availability of recordings/transcripts from the AGM can be found in the Notice of meeting 2020 and/or on our website **bt.com/agm**