



BT

BT Group plc
Notice of meeting 2021

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Welcome to the BT Group plc Notice of meeting 2021

This document is important and
requires your immediate attention.

If you have any doubts about what action you need to take, you should consult your professional independent adviser. If you have sold or transferred all of your shares in BT Group plc (the company), you should pass this document and accompanying documents to the person through whom you sold or transferred them, to forward to the purchaser or transferee.

In this document, references to 'BT Group', 'BT', 'the group', 'the company', 'we' or 'our' are to BT Group plc (which includes the activities of British Telecommunications plc) and its subsidiaries and customer-facing units, internal corporate units, or any of them as the context may require.

A reference to a year expressed as 2020/21 is to the financial year ended 31 March 2021 and a reference to a year expressed as 2021 is to the calendar year. This convention applies similarly to any reference to a previous or subsequent year. References to 'this year', 'the year' and 'the current year' are to the financial year ended 31 March 2021. References to 'last year' and 'the prior year' are to the financial year ended 31 March 2020.

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Throughout the Notice of
meeting look out for this.

 **More reading online**

Participating in the Annual General Meeting (AGM)

Format of the AGM

The 2021 AGM will be a combined physical and electronic meeting. However, given the ongoing Covid-19 pandemic and the broader public health considerations, you are strongly encouraged to attend the AGM electronically.

Should you wish to attend the AGM in person, you will still be able to do so provided this is possible under the prevailing UK Government restrictions at the time of the meeting.

You are asked to register your intention to attend as soon as possible via our website bt.com/aggm, when you submit your vote online at www.sharevote.co.uk, or by ticking the box on your proxy card when returning it. This will allow us to properly implement social distancing and other health and safety measures given the pandemic.

For the safety of others, in line with UK Government guidance and legislation, you should not attend the AGM in person if you are experiencing any of the symptoms connected with Covid-19 or are otherwise required to isolate or quarantine. We will ask you to comply with any health and safety measures we put in place, which could include lateral flow tests before entering the venue, social distancing and wearing a face covering once inside. We will refuse entry if you are displaying any symptoms or are not complying with the health and safety measures that we have put in place.

How to attend the meeting

Details of how to attend the meeting electronically can be found on pages 24 to 27 of this document. Details on how to get to the venue can be found on page 28.

How to vote

Your vote is important to us and we encourage all shareholders to vote. You can vote in advance by appointing a proxy online or by completing, signing and returning your proxy card. Details of how to vote at the meeting can be found on pages 20 and 21 of this Notice of meeting.

How to ask questions

Details of how to ask questions at the meeting can be found on page 20 of this Notice of meeting.

We are continuing to monitor the impact of Covid-19, including the latest UK Government guidance and legislation, and how this may affect the arrangements for the AGM. If circumstances change that require us to adapt our proposed arrangements for the AGM as set out in this Notice of meeting, we will advise of this via our website bt.com/aggm and, where appropriate, by a stock exchange announcement.

We will hold our AGM at

Old Billingsgate,
1 Old Billingsgate Walk,
London EC3R 6DX
and web.lumiaggm.com
at 10:30am on
Thursday 15 July 2021

Chairman's letter



This has been a year like no other. Competitive pressures across all of BT's business areas have intensified, the pace of technological change has accelerated further and dependency on the connectivity we provide our customers has become absolute. To keep pace with this changing landscape, business transformation at BT has become a constant.

This year, though, the greatest driving force of transformation – whether temporary or permanent – at any organisation has been Covid-19. The pandemic has been gruelling for everybody and BT has more than played its part in the national and international effort to deal with its consequences.

The vital services we provide helped to improve things for those in their time of greatest need, keeping friends, families, businesses and crucial Government services – including the NHS – connected. We also undoubtedly played a role in helping the online retailers who have become so important to many of us.

The way BT has managed through the pandemic whilst progressing its business modernisation programme is a significant achievement. It is the commitment of the whole BT team that made this possible, best illustrated by the award of no fewer than eight MBEs to colleagues in recognition of their efforts during the pandemic.

Despite the resilience of our colleagues and our networks, and the dependency of our customers on the service we provide, our financial performance during the year has been impacted by the pandemic. Although in line with expectations, adjusted revenue and EBITDA were both down 6% compared to last year and normalised free cash flow was 27% lower than the previous year.

We know our investors and our customers understand that BT must modernise to maintain its leadership position and return to financial strength. Doing so will improve our offer to customers and in turn we will generate value for our shareholders. Modernising BT is a core part of the company's revised strategic framework which was launched this year – and on which you will find more detail in Philip Jansen's message in our Annual Report 2021.

Building our networks

At the heart of BT lie its networks. Investing in our broadband and mobile networks is investing in the future of BT. The 2020/21 financial year was of vital importance in this regard: we committed to make investments that will be the foundation of BT's success over the long-term and which will in turn underpin much of the UK's future economic prosperity.

In May 2020 we set out our target, subject to the right conditions – and critically the outcome of Ofcom's Wholesale Fixed Telecoms Market Review (WFTMR) – to build full fibre broadband to 20m premises across the UK by the mid- to late-2020s.

To facilitate this significant investment – and to help us navigate the uncertainties caused by the pandemic without compromising our credit rating – we took the tough but necessary decision last year to suspend the 2019/20 final dividend and all dividends for 2020/21 and rebase it. The Board expects to resume dividend payments in 2021/22 at 7.7 pence per share, with 30% payable at the interim stage later this year.

In March 2021, Ofcom published the outcome of the WFTMR. With it came the regulatory certainty we required on behalf of our shareholders to confirm our FTTP^a build investment and we have since further increased and accelerated our target from 20m to 25m premises by December 2026. This will be the single largest investment in the country's digital infrastructure for a generation and it will support the UK's transition to a gigabit economy.

Ofcom has clearly moved to a regulatory regime that encourages network builders to invest in the UK's digital infrastructure. This should be welcomed by everybody, including investors, given the importance of outstanding connectivity to the UK's future prosperity.

Climate pledge and digital skills

Investing for the future must also include the collective and individual steps we take on climate change and in supporting our society and communities. As we build back better from this awful pandemic, progress against both these imperatives couldn't be more important.

BT has pledged to be a net zero business by 2045 and we're working with our suppliers to help them reduce their carbon emissions by 42% by March 2031. In November, we reached the milestone of sourcing 100% of electricity, worldwide, from renewables. At the same time, we announced our ambition to move nearly all of BT Group's vehicles – the UK's second largest commercial fleet at almost 33,000 in total, including 28,000 Openreach vehicles – to electric and alternative fuels by 2030.

While climate change has been high on the agenda for many years, 2020 put digital inclusion at the heart of UK politics. Our Lockdown Learning and Standout Skills campaigns are examples of the support we provided customers on digital inclusion and skills training during the year.

These initiatives have been a success. This year – five years ahead of target – we hit our goal of reaching 10m people with help to improve their digital skills by 2026. We have now extended that target to a more stretching ambition to reach 25m people by the end of March 2026.

Board changes and directors' re-election

We welcomed two new directors during the year: Adel Al-Saleh joined on 15 May 2020 as a non-independent, non-executive director and Deutsche Telekom's nominated representative, and Sara Weller CBE joined on 16 July 2020, immediately before the 2020 AGM.

Mike Inglis has decided not to put himself forward for re-election as a non-executive director at this AGM. Our thanks go to Mike for his six years of service and as a highly active member of the Board, sitting at various times as a member of virtually all our committees – the *Audit & Risk, Nominations, Remuneration, BT Compliance and Digital Impact & Sustainability Committees*.

As announced on 1 March 2021, I will be retiring as chairman of the company later in the year. Chairing the Board of BT has been a tremendous privilege. Although it's a much over-used word, it really is true that BT is a unique business. With it come a unique set of challenges but navigating the complexity is as rewarding as it is demanding, because what this great company does, really matters to so many people. However, having served as chairman of significant FTSE companies for 17 years, I know that personally the time is now right for me to focus on other interests.

The search for my successor is being led by Iain Conn, the senior independent director, and shareholders should know that I have assured the Board that I am fully committed to serve as chairman as part of an orderly transition process until my successor is in place.

^a Fibre-to-the-premises, also known as full fibre.

Chairman's letter continued

Through the *Nominations Committee*, we have continued to review the composition of the Board to ensure we have the right balance of skills, independence, experience and diversity in line with the current and future needs of the group.

The Board believes that each director who is being put forward for re-election at this AGM brings considerable knowledge, wide-ranging skills and experience to the Board, makes an effective and valuable contribution and continues to demonstrate commitment to their role.

We consider all of the independent non-executive directors standing for re-election to be independent in accordance with the UK Corporate Governance Code 2018.

Prospects

If I wanted to reflect on events since I stepped up as chairman, there can be no denying the overall decline in our share price – a decline which in fact stretches back a full five years. I know shareholders will derive little comfort from the knowledge that much of this decline reflects trends seen across our sector, but I am pleased that our share price has performed much better over the last year, increasing by about 50% from the depressed levels at which we traded for much of last year.

Much of that recovery reflects the tremendous dedication and hard work of the management team in recent years, together with some real improvements in the fundamental prospects of our business.

Our relationship with Ofcom has improved significantly since 2017 and the business case for FFTP is now clearly positive. In a few short years, the number of premises passed

by Openreach has increased more than tenfold from 420,000 premises to 4.6m. And Openreach is now building at pace – aiming to ramp up its build rate to 4m homes and businesses a year.

Our Global business has fully recovered from its significant problems some years ago. A new leadership team with a new strategy has worked tirelessly to divest networks and operations in around 20 countries globally and are successfully executing their strategy to focus capabilities on today's software-defined world. Global is now fully stabilised and making a positive and valuable contribution to the group.

In our Consumer business we are seeing the benefits of some significant long-term investments aimed at improving customer experience. We have on-shored our customer service teams; we are levelling up the gap between new and existing customer pricing; and we are now starting to see the first wave of truly converged products that use the combined power of BT's fixed and mobile networks coming to market. We have now seen almost five years of consecutive improvements in our quarterly customer satisfaction surveys and, most recently, record Net Promoter Scores for both the BT and EE brands.

Looking to the future, the Board and management do not for a moment underestimate the scale of the challenge we face in further modernising BT to ensure that we can provide brilliant service to our customers in a highly competitive industry. At the same time, we are excited by the opportunities ahead of us.

BT has a strong and diverse Board at the helm, an outstanding leadership team under our chief executive, Philip Jansen, and a clear strategic purpose and vision that is being well executed. I am proud to have played a part in helping to achieve these strong building blocks and I have every confidence that BT is well placed for the next stage in its development towards consistent and sustainable growth over the long term.

Attendance and voting at the AGM

The 2021 AGM will be a combined physical and electronic meeting (hybrid meeting). At the date of this Notice of meeting, we expect that all restrictions on public gatherings will be lifted by the date of the AGM under the UK Government's Covid-19 Roadmap Out Of Lockdown. However, owing to the unpredictable nature of public gathering restrictions and broader public health considerations, we strongly encourage all shareholders to attend the meeting electronically. To attend the meeting electronically, shareholders are invited to participate via a live webcast which can be accessed through web.lumiagm.com (see pages 24 to 27).

As attendance in person is likely to be restricted in terms of numbers to allow for social distancing and other health and safety measures, shareholders who still wish to attend the AGM in person, should this be possible, are asked to register their intention to attend in person as soon as possible via our website bt.com/agm, when submitting their vote online at www.sharevote.co.uk, or by ticking the box on the proxy card when returning it.

For the safety of others, in line with UK Government guidance and legislation, shareholders should not attend the AGM in person if they are experiencing any of the symptoms connected with Covid-19 or are otherwise required to isolate or quarantine.

We will ask attendees to comply with any health and safety measures we put in place, which could include lateral flow tests before entering the venue, social distancing and wearing a face covering once inside. We will refuse entry to those displaying any symptoms or not complying with the health and safety measures that we have put in place.

We encourage all shareholders to vote in advance by appointing a proxy, regardless of whether or not they intend to attend the AGM either in person or electronically. Our share registrar, Equiniti, must receive a shareholder's

online or postal proxy appointment and voting instructions by 10:30am on 13 July 2021 at the latest to ensure that shareholder's vote is counted. Furthermore, we strongly recommend that shareholders appoint the Chair of the AGM to act as their proxy to ensure their votes are counted.

Further details about how shareholders can attend, ask questions and vote at the AGM can be found on pages 19 to 28.

We are continuing to monitor the impact of Covid-19, including the latest UK Government guidance and legislation, and how this may affect the arrangements for the AGM. If circumstances change that require us to adapt our proposed arrangements for the AGM as set out in this Notice of meeting, we will advise of this via our website bt.com/agm and, where appropriate, by a stock exchange announcement.

Resolutions

At this year's AGM we are proposing 22 resolutions. We provide details of these resolutions on pages 10 to 17 of this Notice of meeting. Voting on all resolutions on the day of the meeting will be by way of a poll.

The Board believes that the proposals described in this Notice of meeting are in the best interests of the company and its shareholders as a whole and unanimously recommends that shareholders vote in favour of all of the resolutions to be proposed at the AGM. All directors who own ordinary shares intend to vote in favour of the resolutions to be proposed at the AGM in this Notice of meeting.

Shareholders can find an audio version of this document at bt.com/annualreport together with our Annual Report 2021 and other shareholder information.

Jan du Plessis

Chairman
28 May 2021

 View this document online at:
bt.com/annualreport

Board of directors

Directors standing for re-election at the 2021 AGM

1.  <div>IP N D</div>	2.  <div>C E IP</div>	3.  <div>E</div>	4.  <div>N</div>
5.  <div>R C N</div>	6.  <div>A IP N R</div>	7.  <div>C C D N R</div>	8.  <div>A N R</div>
9.  <div>A C N</div>	10.  <div>D N R</div>	11.  <div>A C N D</div>	

Membership key

-  Committee chair
- A

 Audit & Risk Committee
- C

 BT Compliance Committee
- C

 Colleague Board
- D

 Digital Impact & Sustainability Committee
- E

 Executive Committee
- IP

 Investigatory Powers Governance Committee
- N

 Nominations Committee
- R

 Remuneration Committee

1. Jan du Plessis

Chairman

Appointed chairman in November 2017 and to the Board in June 2017. Age 67.

Experience

Jan was chairman of Rio Tinto from 2009 to 2018 and chairman of SABMiller from 2015 until 2016. He was also a director and later senior independent director of Marks & Spencer from 2008 until 2015. Before that he served as chairman or non-executive director of a number of public companies. Prior to that, until 2004, Jan was group finance director of Richemont.

Skills, contribution and reasons for re-election

Jan has significant experience serving as chairman and as a non-executive director on the boards of FTSE 100 international companies across varying sectors. He has the knowledge and insight to lead an effective board and an in-depth understanding of UK corporate governance requirements.

External appointments

None.

2. Philip Jansen

Chief executive

Appointed chief executive in February 2019 and to the Board in January 2019. Age 54.

Experience

From April 2013 until joining BT, Philip was CEO of Worldpay. Before that he was CEO and then chairman at Brakes Group between 2010 and 2015. Philip spent the previous six years at Sodexo where he was group chief executive, Europe, South Africa and India. Prior to that he was chief operating officer at MyTravel Group from 2002 to 2004 and managing director of Telewest Communications (now Virgin Media) from 2000 to 2002 after initially starting his career at Procter & Gamble.

Skills, contribution and reasons for re-election

Philip has extensive experience of leading and growing large private and publicly listed UK and international businesses, delivering transformational change and large technology programmes.

External appointments

Senior adviser at Bain Capital and trustee of Wellbeing of Women.

3. Simon Lowth

Chief financial officer

Appointed chief financial officer and to the Board in July 2016. Age 59.

Experience

Simon was CFO of BG Group before the takeover by Royal Dutch Shell in February 2016. Prior to that, he was CFO of AstraZeneca from 2007 to 2013. He was an executive director of ScottishPower from 2003 to 2007 having been appointed as the finance director in 2005. Before 2003, Simon was a director of McKinsey & Company.

Skills, contribution and reasons for re-election

Simon has a strong background in finance, accounting, risk, corporate strategy and mergers and acquisitions. His experience and track record of implementing cost transformation and performance improvement programmes provide valuable expertise.

External appointments

None.

4. Adel Al-Saleh

Non-independent, non-executive director

Appointed to the Board in May 2020. Age 57.

Experience

Adel has been chief executive officer of T-Systems International GmbH (a subsidiary of Deutsche Telekom AG) since 2017 and is a member of the Management Board of Deutsche Telekom AG. Adel was chief executive officer of Northgate Information Solutions from 2011 to 2017, and before that held a variety of senior posts at both IMS Health (IQVIA today) and IBM.

Skills, contribution and reasons for re-election

Adel has significant experience in managing global technology companies, enterprise transformation and digitalisation.

External appointments

Member of the Boston University, College of Engineering Advisory Board.

5. Sir Ian Cheshire

Independent non-executive director

Appointed to the Board in March 2020. Age 61.

Experience

Ian was chairman of Barclays Bank UK until December 2020 and a non-executive director of Barclays until May 2021. Ian was also previously group chief executive of Kingfisher and senior independent director and remuneration committee chair of Whitbread. Ian held a variety of posts whilst at Kingfisher from 1998 to 2014, including chief executive of B&Q from 2005 to 2008 and group chief executive from 2008 to 2014. He was also previously the chairman of Debenhams and the lead non-executive director for HM Government and former chairman of the Corporate Leaders Group on Climate Change.

Skills, contribution and reasons for re-election

Ian has a wealth of listed company experience, with a notable background in strategy, international retail and eCommerce.

External appointments

Ian is chairman of Spire Healthcare Group. He is also chairman of Menhaden, a UK investment trust.

Board of directors continued

6. Iain Conn

Senior independent non-executive director

Appointed to the Board in June 2014. Age 58.

Experience

Iain was group chief executive of Centrica for over five years from 2015 to 2020. Prior to that, Iain spent 29 years at BP and was a board director for ten years from 2004 to 2014 including as chief executive Downstream from 2007 to 2014, and a member of the executive committee from 2002 to 2014. Until May 2014, Iain was a non-executive director of Rolls-Royce for nine years and senior independent director. Iain also served as a member of Council of the Imperial College from 2010 to 2019 and was chairman of the advisory board of the Imperial College Business School from 2004 to 2020.

Skills, contribution and reasons for re-election

Iain has deep experience in the global energy markets, industrial operations, regulated consumer markets, and in finance, technology and engineering. He also has broad international experience.

External appointments

Senior adviser to Blackstone on energy, infrastructure and sustainability and to the Boston Consulting Group. Adviser to Oxford Sciences Innovation. Advisory Board member of Columbia University Center on Global Energy Policy.

7. Isabel Hudson

Independent non-executive director

Appointed to the Board in November 2014. Age 61.

Experience

Isabel was previously non-executive chair of National House Building Council until May 2020. Isabel was also previously senior independent director of RSA Insurance, non-executive director of The Pensions Regulator, MGM Advantage, QBE Insurance, Standard Life and an executive director of Prudential Assurance Company in the UK.

Skills, contribution and reasons for re-election

Isabel has a wealth of experience in financial services, in the life, non-life and pensions industries as well as risk, control, governance and international business. She has insight and expertise in regulatory, pensions and financial matters.

External appointments

Non-executive director and chair of the audit committee of Axa S.A. She is also chair of the remuneration committee and an advisory council member of University College Lady Margaret Hall, Oxford and an ambassador for the disability charity, SCOPE.

8. Matthew Key

Independent non-executive director

Appointed to the Board in October 2018. Age 58.

Experience

Matthew held various positions at Telefónica from 2007 to 2014 including as chairman and CEO of Telefónica Europe and chairman and CEO of Telefónica Digital. From 2002 to 2004 he was the CFO, strategy and regulation director of O2 UK before becoming CEO in 2004. Matthew has also served as finance director at Vodafone UK and chairman of Tesco Mobile. He has previously held positions at companies including Kingfisher, Coca-Cola and Schweppes Beverages and Grand Metropolitan.

Skills, contribution and reasons for re-election

Matthew has strong strategic skills and a wealth of experience in finance and the telecoms sector.

External appointments

Non-executive director and audit committee chair of Burberry and chairman of Dallaglio Rugbyworks.

9. Allison Kirkby

Independent non-executive director

Appointed to the Board in March 2019. Age 53.

Experience

Allison was appointed President & CEO of Telia Company in May 2020. Allison was previously President & Group CEO of TDC Group until October 2019, and President & Group CEO of Tele2 AB from 2015 to 2018, having been Tele2 AB's Group CFO from 2014. She was chair of the audit committee and a non-executive director of Greggs until May 2019. She has also held financial and operational roles within 21st Century Fox, Virgin Media, Procter & Gamble and Guinness.

Skills, contribution and reasons for re-election

Allison has valuable and recent experience in finance and the international telecoms and media sector, combined with strong experience in driving performance, improving customer service and delivering shareholder value.

External appointments

President & CEO of Telia Company.

10. Leena Nair**Independent non-executive director**

Appointed to the Board in July 2019. Age 51.

Experience

Since 2016, Leena has been the chief human resources officer at Unilever. She is responsible for Unilever's global people agenda, working across 160 markets to help deliver Unilever's business financial performance as well as its environmental and social impact objectives. Leena joined Unilever in 1992 and has held a wide variety of HR roles throughout her career, including senior vice president for leadership and organisational development and global head of diversity, executive director of Hindustan Unilever and vice president HR South Asia. Leena was previously a non-executive director at the Department for Business, Energy and Industrial Strategy until December 2020.

Skills, contribution and reasons for re-election

Leena has a deep understanding of the strategic and practical challenges of driving large-scale cultural transformation.

External appointments

Chief human resources officer at Unilever.

11. Sara Weller CBE**Independent non-executive director**

Appointed to the Board in July 2020. Age 59.

Experience

Sara's previous roles include managing director of Argos and various senior positions at J Sainsbury, including deputy managing director and serving on its board between 2002 and 2004. Sara was a non-executive director of Lloyds Banking Group until May 2021 and United Utilities Group until July 2020. She was also the lead non-executive director at the Department for Work and Pensions until April 2020. She has also previously been a non-executive director of Mitchells & Butlers and held senior management roles at Abbey National and Mars Confectionery.

Skills, contribution and reasons for re-election

Sara brings a broad perspective coming from a background in retail, fast moving consumer goods and financial services, as well strong board experience at both executive and non-executive level.

External appointments

None.

Notice of meeting

The 2021 Annual General Meeting (AGM) of BT Group plc (the company) will be held at Old Billingsgate, 1 Old Billingsgate Walk, London EC3R 6DX at 10:30am on Thursday 15 July 2021 to consider the following:

Ordinary business

Resolutions 1 to 15 will be proposed as ordinary resolutions.

Resolution 1: Annual Report and Accounts

That the accounts and reports of the directors and the auditor for the year ended 31 March 2021 be received.

By law, the directors have to present these accounts and reports contained in the company's Annual Report for the year ended 31 March 2021 (Annual Report 2021) to the meeting.

Resolution 2: Report on directors' remuneration

That the Report on directors' remuneration as set out on pages 88 to 104 of the Annual Report for the year ended 31 March 2021 be received and approved.

This vote is advisory and directors' entitlements to remuneration are not conditional on this resolution being passed.

The directors' remuneration policy was approved by ordinary resolution at the 2020 AGM.

Resolutions 3 to 13: Directors' re-election

In accordance with the UK Corporate Governance Code 2018, all directors will stand for re-election, except for Mike Inglis who will step down from the Board at the conclusion of the AGM.

Biographies of the directors standing for re-election are set out on pages 6 to 9 of this Notice of meeting.

Resolution 3

That Jan du Plessis be re-elected as a director.

Resolution 4

That Philip Jansen be re-elected as a director.

Resolution 5

That Simon Lowth be re-elected as a director.

Resolution 6

That Adel Al-Saleh be re-elected as a director.

Resolution 7

That Sir Ian Cheshire be re-elected as a director.

Resolution 8

That Iain Conn be re-elected as a director.

Resolution 9

That Isabel Hudson be re-elected as a director.

Resolution 10

That Matthew Key be re-elected as a director.

Resolution 11

That Allison Kirkby be re-elected as a director.

Resolution 12

That Leena Nair be re-elected as a director.

Resolution 13

That Sara Weller be re-elected as a director.

Resolution 14: Auditor's re-appointment

That KPMG LLP be re-appointed as the auditor of the company, to hold office until the conclusion of the next general meeting at which accounts are laid before the company.

At each general meeting at which the company's accounts are presented, the company is required to appoint an auditor to serve until the next general meeting at which accounts are presented.

The *Audit & Risk Committee* has recommended the re-appointment of KPMG LLP as the auditor.

Resolution 15: Auditor's remuneration

That the *Audit & Risk Committee* of the Board be authorised to decide the auditor's remuneration.

This resolution follows standard practice.

Special business

The following resolution will be proposed as an ordinary resolution.

Resolution 16: Authority to allot shares

That:

- (a) the directors be and are hereby generally and unconditionally authorised pursuant to, and in accordance with, section 551 of the Companies Act 2006 (2006 Act) to exercise all powers of the company to allot shares in the company and to grant rights to subscribe for, or to convert any security into, shares in the company:
 - (i) up to an aggregate nominal amount of £165,295,920; and
 - (ii) comprising equity securities, as defined in section 560 of the 2006 Act, up to an aggregate nominal amount

of £330,591,840 (including within such limit any shares issued or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue to:

- a. holders of ordinary shares in the company in proportion, as nearly as may be practicable, to their existing holdings; and
- b. holders of other equity securities as required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal, regulatory or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatsoever. This authority shall hereby take effect from the date of the passing of this resolution until the conclusion of the company's AGM in 2022, or the close of business on 30 September 2022, whichever is the earlier, provided that, in each case, the company may, before this authority expires, make offers and enter into agreements which would, or might, require shares in the company to be allotted or rights to subscribe for or convert any security into shares to be granted after this authority expires and the directors may allot shares in the company or grant rights under any such

Notice of meeting continued

offer or agreement as if this authority had not expired;

- (b) subject to paragraph (c) below, all existing authorities given to the directors pursuant to section 551 of the 2006 Act by way of the ordinary resolution of the company passed on 16 July 2020 be revoked by this resolution; and**
- (c) paragraph (b) above shall be without prejudice to the continuing authority of the directors to allot shares or grant rights to subscribe for, or convert any security into, shares pursuant to an offer or agreement made by the company before the expiry of the authority pursuant to which such offer or agreement was made.**

The Investment Association's (IA) guidelines state that IA members will permit, and treat as routine, (i) a request for authorisation to allot up to one-third of the current total issued share capital of the company, together with the number of shares required to be allotted in respect of share incentive schemes; and (ii) a request for authorisation to allot up to a further one-third of the company's current total issued share capital, provided that such additional allotment is only applied to fully pre-emptive rights issues. The Board considers it appropriate that the company should follow these guidelines. Accordingly, under Resolution 16(a)(i), the directors are seeking authority to allot shares and grant rights to subscribe for, or convert securities into, shares up to an aggregate nominal amount of £165,295,920 pursuant to section 551 of the 2006 Act, which is equivalent to approximately one-third of the total issued share capital of the company (excluding treasury shares) as at 21 May 2021, the latest practicable date prior to publication of this Notice of meeting (Latest Practicable Date). Under Resolution 16(a)(ii), the directors are seeking authority

to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to a further aggregate nominal amount of £165,295,920 which is equivalent to approximately one-third of the total issued share capital of the company (excluding treasury shares) as at the Latest Practicable Date. Therefore, the total authorisation sought by Resolution 16 is equal to approximately two-thirds of the total issued share capital of the company (excluding treasury shares) as at the Latest Practicable Date.

The directors have no present intention of exercising this authority other than in connection with the company's employee share plans, but they consider it desirable to have the maximum flexibility permitted by corporate governance guidelines. If such authority is exercised, the directors intend to follow best practice with respect to its use as recommended by the IA. This authority will expire on the conclusion of the company's AGM in 2022 or at the close of business on 30 September 2022, whichever is the earlier.

The following four resolutions will be proposed as special resolutions.

Resolution 17: Disapplication of pre-emption rights

That, subject to the passing of Resolution 16 above, and in place of the power given to them pursuant to the special resolution of the company passed on 16 July 2020, the Board be authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 16 and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited:

(a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 16(a)(ii), by way of a rights issue only) to or in favour of:

- (i) holders of ordinary shares in the company in proportion, as nearly as may be practicable, to their existing holdings; and
- (ii) holders of other equity securities, as required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal, regulatory or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatsoever; and

(b) to the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £24,794,388,

such authority to expire on the conclusion of the company's AGM in 2022 (or, if earlier, at the close of business on 30 September 2022), but, in each case, prior to its expiry the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Board may allot equity

securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 18: Further disapplication of pre-emption rights

That subject to the passing of Resolution 16, the Board be authorised, in addition to any authority granted under Resolution 17, to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities and/or sale of treasury shares up to an aggregate nominal amount of £24,794,388; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of meeting,

such authority to expire on the conclusion of the company's AGM in 2022 (or, if earlier at the close of business on 30 September 2022), but, in each case, prior to its expiry the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Board may allot equity securities (and/or sell treasury shares) under

Notice of meeting continued

any such offer or agreement as if the authority had not expired.

The directors have no present intention of exercising the authority under Resolutions 17 and 18 but consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This cannot be done under the 2006 Act unless the shareholders have first waived their pre-emption rights. Resolutions 17 and 18 ask shareholders to grant this limited waiver. The resolutions will be proposed as special resolutions. Resolution 17 contains a two-part waiver. The first is limited to the allotment of shares for cash in connection with a rights issue to allow the directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders. The second is limited to the allotment of shares for cash up to an aggregate nominal value of £24,794,388 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 5% of the total issued share capital (excluding treasury shares) as at the Latest Practicable Date. The waiver granted by Resolution 18 is in addition to the waiver granted by Resolution 17. It is limited to the allotment of shares for cash up to an aggregate nominal value of £24,794,388 (which includes the sale on a non-pre-emptive basis of any shares held in treasury) which represents a further 5% (approximately) of the total issued share capital (excluding treasury shares) as at the Latest Practicable Date. This further waiver may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used

within six months of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's March 2015 Statement of Principles. This authority will expire on the conclusion of the company's AGM in 2022, or at the close of business on 30 September 2022, whichever is the earlier.

Resolution 19: Authority to purchase own shares

That the company has general and unconditional authority to make market purchases (as defined in section 693(4) of the 2006 Act) of shares of 5p each in the company, subject to the following conditions:

- (a) the maximum number of shares which may be purchased is 991,775,521 shares;**
- (b) the minimum price (excluding expenses) which may be paid for each share is 5p;**
- (c) the maximum price (excluding expenses) which the company may pay for each share cannot be more than the higher of:**
 - (i) 105% of the average market value of a share in the company for the five business days prior to the day the purchase is made; and**
 - (ii) the value of a share in the company calculated on the basis of the higher of the price quoted for: (a) the last independent trade of; and (b) the highest current independent bid for, in each instance any number of shares in the company on the trading venues where the purchase is carried out; and**
- (d) this authority expires on the conclusion of the company's AGM in 2022 (or, if earlier, at the close of business on 30**

September 2022), except in relation to the purchase of shares, the contract for which was concluded before the expiry of this authority and which might be executed wholly or partly after that expiry.

This resolution renews the company's general authority to buy its own shares on similar terms to previous years' authorities. It would be limited to 991,775,521 ordinary shares, representing 10% of the total issued share capital (excluding treasury shares) at the Latest Practicable Date. The directors would exercise this authority only after considering the effects on earnings per share and the benefits for shareholders generally. The purchase of shares by the company under this authority would be a purchase in the market.

Use of this authority should not be confused with any share dealing facilities that may be offered to shareholders by the company.

Shares purchased by the company out of distributable profits could be held as treasury shares, which could then be cancelled, sold for cash or used to meet the company's obligations under its employee share plans.

During 2020/21, no shares were purchased under this authority.

As at the Latest Practicable Date, 35,333,676 treasury shares had been transferred to meet the company's obligations under its employee share plans and at that date, the company held 50,372,470 treasury shares, which is equal to 0.50% of the total issued share capital (excluding treasury shares) at that date.

The company's current intention is to hold any shares purchased under this authority as treasury shares but it retains the flexibility to cancel them or sell them for cash if it considers this to be in the best interests of the company. The authority will expire on the conclusion

of the company's AGM in 2022 although the directors intend to seek renewal of this power at each AGM.

As at the Latest Practicable Date, there were options outstanding over 374,029,717 shares (all of which were in respect of options granted under the savings-related share option plans), representing 3.77% of the total issued share capital (excluding treasury shares). If the authority given by this resolution were to be fully used, these options would represent 4.19% of the total issued share capital (excluding treasury shares). There are no warrants outstanding.

Resolution 20: Authority to call a general meeting on 14 days' notice

That the company may call a general meeting (but not an AGM) on at least 14 clear days' notice.

The 2006 Act requires that general meetings are held on 21 days' notice unless shareholders have approved a shorter notice period. This resolution means we would give you two weeks' or more notice of a general meeting. It will be effective until the company's AGM in 2022, when we may propose a similar resolution. We expect that the authority would be used only in exceptional circumstances.

Resolution 21 will be proposed as an ordinary resolution.

Resolution 21: Authority for political donations

That during the period beginning with the date of the 2021 AGM and ending at the end of the day on which the company's AGM in 2022 is held, the company, and any company which is a subsidiary of the company at any time during such period, be authorised to make political donations to political:

Notice of meeting continued

- (a) parties and/or independent election candidates not exceeding £75,000 in total; and
- (b) organisations other than political parties not exceeding £25,000 in total.

The terms ‘political donation’, ‘political parties’, ‘independent election candidates’ and ‘political organisation’ have the meanings given by sections 363 to 365 of the 2006 Act.

Our policy is that no company in the group will make contributions in cash or in kind to any political party, whether by gift or loan. However, the definition of political donations used in the 2006 Act is much broader than the sense in which these words are ordinarily used. For example, it could cover making members of Parliament and others in the political world aware of key industry issues and matters affecting the company, enhancing their understanding of the company.

The authority we are requesting in this resolution is not intended to change this policy. It will, however, ensure that the group continues to act within the provisions of the 2006 Act requiring companies to obtain shareholder authority before they make donations to political parties and/or political organisations as defined in the 2006 Act. During 2020/21, the company’s wholly owned subsidiary, British Telecommunications plc, paid the costs of BT colleagues joining corporate days at (i) the Liberal Democrats party conference; and (ii) the Labour party conference. This year these costs totalled £922 (2019/20: £9,967) which were significantly lower than last year as events were attended virtually. No company in the BT group made any loans to any political party.

Resolution 22 will be proposed as a special resolution.

Resolution 22: Articles of Association

That, with effect from the conclusion of the AGM, the new Articles of Association of the company, produced to the AGM and initialled by the Chair of the AGM for the purpose of identification, be adopted as the Articles of Association of the company, in substitution for, and to the exclusion of, the current Articles of Association.

The company proposes to adopt new Articles of Association (New Articles) in order to amend and update the current Articles of Association to provide the Board with greater flexibility to determine the method of payment used for dividends or other money payable in cash relating to shares. The amendments are in line with emerging market practice and would benefit shareholders by encouraging secure and prompt payments of dividends.

The New Articles provide that the Board may (i) specify one or more payment methods to be used and allow shareholders to elect one of those payment methods; or (ii) specify the payment method to be used as a default payment method (if a shareholder does not nominate a method of payment or if the Board determines that only one method of payment may be used).

The New Articles also allow the company to treat a dividend, or other payment relating to a share, as unclaimed if the relevant shareholder does not supply payment information or if the dividend cannot be paid by the company using the details provided. Should the shareholder subsequently supply this information, the dividend will be paid unless already forfeited under the Articles of Association.

A copy of the proposed New Articles and the current Articles of Association of the company marked up to show the proposed changes are available for inspection on our website bt.com/agm

Important notes

The following notes explain your general rights as a shareholder and your right to vote at the 2021 AGM or to appoint someone else to vote on your behalf.

Register of members and proxies

Only shareholders on the BT Group plc Register of Members at 6:30pm on 13 July 2021 are entitled to attend, speak and vote, whether in person or electronically, at the AGM, or, if the meeting is adjourned, 6:30pm two working days prior to the time fixed for the adjourned meeting. Changes after that time will not be taken into account.

By law, you can appoint (i) another person as your proxy to exercise all or any of your rights to attend, speak and vote at the meeting; and (ii) more than one proxy in relation to the meeting, provided you appoint each proxy to exercise the rights attached to a different share or shares held by you. A proxy also does not need to be a shareholder of the company. We strongly encourage you to appoint the Chair of the AGM, as opposed to any other person, to act as your proxy to ensure your vote is counted (if, for instance, you or that other person are not able to attend the meeting in person or electronically).

On a poll, the number of shares you hold as a shareholder at 6:30pm on 13 July 2021 will decide the number of votes that you may cast.

Nominated persons

Unless you are a shareholder, you do not have a right to appoint any proxies under the procedures set out above, or referred to under the heading 'AGM information' on page 19.

Any persons whose ordinary shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with section 146 of the 2006 Act (Nominated Persons) may have a right under an agreement with the shareholder of the company (Relevant Shareholder) to be appointed, or to have someone else appointed, as a proxy for the meeting; or (if he or she has no such right or does not wish to exercise it) to give instructions to the Relevant Shareholder on the exercise of voting rights. The statement of members' rights to appoint proxies does not apply to Nominated Persons. The rights described to appoint proxies can only be exercised by the registered shareholder.

If you are uncertain about your rights or about your investment you should contact the person or organisation that administers that investment.

Shareholders' rights

Under section 319A of the 2006 Act, shareholders attending the AGM, whether in person or electronically, have the right to ask questions relating to its business. The company must answer any such question relating to the business being dealt with at the AGM but no such answer need be given if (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the company, or the good order of the AGM, that the question be answered.

Notice of meeting continued

If enough shareholders act together to make requests under sections 527 and 528 of the 2006 Act, the company may have to publish on its website a statement setting out any matter relating to the audit of its accounts or any circumstance connected with its auditor ceasing to hold office.

The company cannot make shareholders who make a request pay its expenses in complying with these sections. It has to forward the statement to its auditor before it publishes the statement. The business which may be dealt with at the AGM includes any such statement.

Shareholders meeting the threshold and time limit set out in sections 338 and 338A of the 2006 Act can make the company give its members notice of a resolution and/or include in the business to be dealt with at the AGM any matter which may be properly included in that business.

Shares

The total number of issued and fully paid ordinary shares of 5p each at the Latest Practicable Date was 9,968,127,681.

The total number of voting rights in the company at the Latest Practicable Date was 9,917,755,211.

Documents

Copies of the following documents are available for inspection during business hours at our registered office on any weekday (but not on public holidays in England and Wales), subject to health and safety requirements and any limits on gatherings, social distancing or other measures imposed or recommended by the UK Government:

- the proposed New Articles and the current Articles of Association of the company

marked up to show the proposed changes; and

- contracts of service or letters of appointment for each of the directors.

Documents will also be available for inspection at the AGM venue from 9:30am on the day of the meeting until the end of the meeting.

Recommendation

The Board believes that the proposals described in this Notice of meeting are in the best interests of the company and its shareholders as a whole and unanimously recommends that shareholders vote in favour of all of the resolutions to be proposed at the AGM. All directors who own ordinary shares intend to vote in favour of the resolutions to be proposed at the AGM.

By order of the Board

Jan du Plessis

Chairman
81 Newgate Street
London EC1A 7AJ

28 May 2021

AGM information

Time and place of meeting

10:30am

on Thursday

15 July 2021

at

Old Billingsgate

1 Old Billingsgate Walk,
London EC3R 6DX
and

web.lumiagm.com

Programme

09:30am

Doors open to shareholders/
Lumi website opens

10:30am

Meeting begins

12:30pm approx

Meeting ends

What will the format of the meeting be?

The AGM will be a hybrid meeting meaning you can attend either in person or electronically, as permitted by BT's Articles of Association.

Who may attend?

For the safety of others, in line with UK Government guidance and legislation, you should not attend the AGM in person if you are experiencing any of the symptoms connected with Covid-19 or are otherwise required to isolate or quarantine. We will ask you to comply with any health and safety measures we put in place, which could include lateral flow tests before entering the venue, social distancing and wearing a face covering once inside. We will refuse entry if you are displaying any symptoms or are not complying with the health and safety measures that we have put in place.

Given the ongoing Covid-19 pandemic and the broader public health considerations, you are strongly encouraged to attend the AGM electronically by logging on to web.lumiagm.com. Details of how to electronically attend the meeting are set out in the "User guide to joining the 2021 AGM electronically" on pages 24 to 27.

Should you wish to attend the AGM in person, you will still be able to do so provided this is possible under the prevailing UK Government restrictions at the time of the meeting. As attendance in person is likely to be restricted in terms of numbers to allow for social distancing and other health and safety measures, if you still wish to attend the AGM in person, should this be possible, we ask that you register your intention to attend via our website bt.com/agm, when you submit your vote online at www.sharevote.co.uk,

AGM information continued

or by ticking the box on the proxy card when returning it. This will allow us to properly implement social distancing and other health and safety measures given the pandemic.

All joint shareholders can attend and speak at the meeting whether in person or electronically. If more than one joint holder votes, only the vote of the first shareholder listed on the Register of Members will be counted.

No shareholder guest is permitted to attend the AGM, either in person or electronically, unless they are accompanying or supporting you as a carer at the venue.

We are continuing to monitor the impact of Covid-19, including the latest UK Government guidance and legislation, and how this may affect the arrangements for the AGM. If circumstances change that require us to adapt our proposed arrangements for the AGM as set out in this Notice of meeting, we will advise of this via our website bt.com/agm and, where appropriate, by a stock exchange announcement.

How can I ask a question?

We recognise the importance of shareholders being able to ask questions. You can submit a question relating to the business of the AGM in the following ways:

- in advance of the AGM by completing the form on our website bt.com/agm and including your Shareholder Reference Number (as provided on your proxy card). Any question submitted via the website must be submitted by 10:30am on 13 July 2021
- if you are attending the meeting in person, by submitting a question at any of the Question Registration Points at the venue
- if you are attending the meeting electronically, either:
 - via web.lumiagm.com Details of how to electronically ask a question on the day are set out in the “User guide to joining the 2021 AGM electronically” on pages 24 to 27
 - by telephone. Details of how to ask a question by telephone during the meeting will be made available through web.lumiagm.com on the morning of the meeting.

We strongly encourage you to submit your question in advance as we intend to answer questions in the order in which they are submitted to us by shareholders.

Questions submitted via web.lumiagm.com will be moderated before being sent to the Chair of the AGM. This is to avoid repetition and to ensure an orderly meeting.

The Chair of the AGM cannot deal with individual service issues. If you have a question relating to an individual customer service issue, please submit these by email to agm@bt.com

How can I vote at the AGM?

If you are on the BT Group plc Register of Members at 6:30pm on 13 July 2021, you are entitled to attend, speak and vote at the AGM whether in person or electronically. The number of shares you hold at this time will decide how many votes you or your proxy/ies will have on a poll. Changes after that time will not be taken into account. Voting on all matters will be on a poll.

You can find more information about appointing a proxy in the notes on your proxy card. Whether or not you intend to attend the meeting in person or electronically, we strongly

encourage you to appoint the Chair of the AGM, as opposed to any other person, to act as your proxy to ensure your vote is counted (if, for instance, you or that other person are not able to attend the meeting in person or electronically). If the Chair of the AGM is appointed as your proxy, he or she will vote in accordance with any instructions given to him or her; if he or she is given discretion as to how to vote, the Chair of the AGM will vote in line with the Board's recommendation on all of the resolutions to be proposed at the AGM.

You can submit your vote online at www.sharevote.co.uk and you will need your Voting ID, Task ID and Shareholder Reference Number shown on your proxy card. To vote by post, please complete, sign and return your proxy card to our share registrar, Equiniti. Equiniti must receive your online or postal proxy appointment and voting instructions by 10:30am on 13 July 2021 at the latest to ensure they are counted. If you return your proxy card to Equiniti, please ensure that you keep a record of your Shareholder Reference Number prior to posting. You will need your Shareholder Reference Number if you intend to attend the meeting electronically.

Neither the completion and return of a proxy card in hard copy, nor voting electronically, in advance of the AGM will prevent you from attending, speaking and voting at the AGM in person or electronically if you wish.

If you are attending the meeting in person, please bring your poll card to vote. You will be provided with details at the meeting of how to submit your vote in person should you wish to do so.

If you are attending the meeting electronically, you can submit your vote via web.lumiagm.com. Details of how to electronically submit votes at the meeting are set out in the "User guide to joining the 2021 AGM electronically" on pages 24 to 27.

How will I know if any changes have been made to the current AGM arrangements?

You are encouraged to monitor our website bt.com/agm for any changes to the information in this Notice of meeting in relation to the current arrangements for the AGM. Where appropriate, we may also notify shareholders by way of a stock exchange announcement.

How can I find out the results of the voting at the AGM?

The voting results will be announced by way of a stock exchange announcement and published on the company's website as soon as reasonably practicable following the conclusion of the AGM.

Will there be any catering at the meeting?

In light of Covid-19, we will not be providing catering.

AGM information continued

What facilities do you have for shareholders with disabilities?

The venue is wheelchair accessible and has the following facilities:

- sound amplification
- induction loop
- sign language interpretation.

For those attending electronically, sign language interpretation will also be available and the meeting will be simultaneously transcribed online.

If I attend the AGM in person, what do I need to bring with me?

Please bring your poll card, proxy card (if you have retained this) or email notification with you to help with identification. You may also find it helpful to bring this document with you to refer to during the meeting.

Health, safety and security

For the safety of others, in line with the UK Government guidance and legislation, you should not attend the AGM in person if you are experiencing any of the symptoms connected with Covid-19 or are otherwise required to isolate or quarantine. We will ask you to comply with any health and safety measures we put in place, which could include lateral flow tests before entering the venue, social distancing and wearing a face covering once inside. We will refuse entry if you are displaying any symptoms or are not complying with the health and safety measures that we have put in place.

Given the pandemic, for the safety of others, you will not be able to mingle at the venue with BT executives (including directors) either before, during or after the meeting, and mingling with other shareholders is also discouraged.

For security reasons and to speed up admission, please do not bring suitcases, large bags, cameras, laptops or tape recorders to the meeting. If you do, we may ask you to deposit them in a designated area at your own risk for collection after the meeting. We will allow tablet devices. No-one attending the meeting may hand out leaflets or pamphlets at the venue.

Mobile devices and photos, filming and recording

If you attend the meeting in person, please ensure you switch off all mobile devices during the meeting. Taking photos, filming or recording the meeting is prohibited and you will be asked to leave if you are identified as doing so.

Useful links

Together with this Notice of meeting, you can find the Annual Report 2021, which contains other information required by section 311A of the 2006 Act, on our website at [bt.com/annualreport](https://www.bt.com/annualreport)

E-comms

We encourage our shareholders to accept all shareholder communications and documents electronically, in place of receiving paper copies by post. This provides you, as a shareholder, with the information we publish immediately by email, helps us to reduce the environmental impact of our business and also reduces costs. If you would like to sign up to receive all future shareholder communications electronically, please go to bt.com/signup

Once you have signed up, you will receive an email to let you know when shareholder documents become available on our website, including our results, trading updates, notices of shareholder meetings and other shareholder documents.

AGM information continued

User guide to joining the 2021 AGM electronically via the Lumi website

Electronic meeting

For the 2021 AGM, BT will be enabling shareholders to attend and participate in the meeting electronically, should they wish to do so. This can be done by accessing the AGM website, web.lumiagm.com

Accessing the AGM website

The AGM website can be accessed online using most well-known internet browsers such as Edge, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM, please go to web.lumiagm.com on the day.

Logging In

On accessing the AGM website, you will be asked to enter a Meeting ID which is **141-902-431**.

You will then be prompted to enter your unique Shareholder Reference Number (SRN) and PIN which is the first two and last two digits of your SRN. These can be found printed on your proxy card. Access to the meeting via the website will be available from 9:30am on 15 July 2021; however, please note that your ability to vote will not be enabled until the Chair of the AGM formally declares the poll open.

Broadcast

The meeting will be broadcast in a live format. Once logged in, and at the commencement of the meeting, you will be able to watch and listen to the proceedings of the meeting on your device.

Questions

Shareholders attending electronically may ask questions by typing and submitting their question in writing – select the messaging icon from within the navigation bar and type your question at the bottom of the screen. To submit your question, click the send button to the right of the text box.

Shareholders attending the meeting electronically may also ask questions by telephone, details of which will be made available through the AGM website, web.lumiagm.com, on the morning of the meeting from 9:30am when access will be available.

Voting

Once the Chair of the AGM has formally opened the meeting, they will explain the voting procedure. Voting will be enabled on all resolutions on the Chair of the AGM's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all of the resolutions put forward in this Notice of meeting.

Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear

to indicate your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice; if you wish to cancel your vote, select the “Cancel” button. You will be able to do this at any time whilst the poll remains open and before the Chair of the AGM announces its closure at the end of the meeting.

Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and to watch and listen to the broadcast. It is your responsibility to ensure you remain connected for the duration of the meeting.

Duly appointed proxies and corporate representatives

Once a valid appointment has been received and verified please contact our share registrar before 5:30pm on 14 July 2021 on 0808 100 4141 or +44 121 415 7178 if calling from outside the UK, to obtain your unique SRN and PIN. Lines are open 8:30am to 5:30pm Monday to Friday (excluding public holidays in England and Wales).

AGM information continued

Meeting ID:
141-902-431
To login you must
have your
SRN and PIN

1



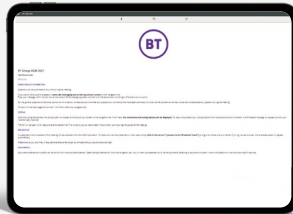
Navigate to web.lumiagm.com and you will be prompted to enter a Meeting ID which is **141-902-431**. Access to the website will be available from 9:30am on Thursday 15 July 2021.

2



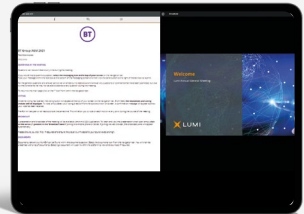
After entering the Meeting ID, you will be prompted to enter your unique Shareholder Reference Number (SRN) and PIN (first two and last two digits of your SRN).

3



When successfully authenticated, you will be taken to the Home Screen.

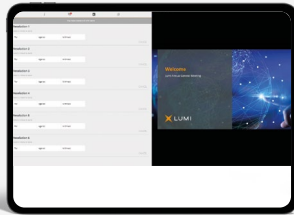
4



To view the meeting presentation, expand the “Broadcast Panel”, located at the bottom of your device. If viewing through a browser, it will appear automatically.

This can be minimised by pressing the same button. 

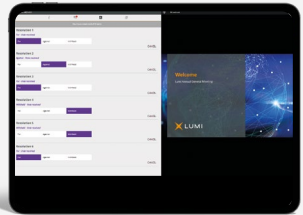
5



When the Chair of the AGM declares the poll open, a list of all resolutions and voting choices will appear on your device.

Scroll through the list to view all resolutions.

6

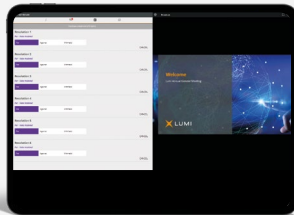


For each resolution, press the choice corresponding with the way in which you wish to vote.

When selected, a confirmation message will appear.

For - Vote received

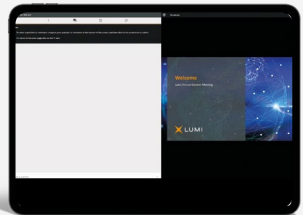
7




To change your mind, simply press the correct choice to override your previous selection. To cancel your vote, press "Cancel."

To return to the voting screen whilst the poll is open, select the voting icon. 

8



If you would like to ask a question, select the messaging icon. 

Type your message within the chat box at the bottom of the messaging screen.

Click the send button to submit.

AGM information continued

The AGM will be held electronically by accessing the AGM website at **web.lumiagm.com** and physically at Old Billingsgate, 1 Old Billingsgate Walk, London EC3R 6DX.

Given the ongoing Covid-19 pandemic and the broader public health considerations, we strongly encourage you to attend the AGM electronically.

A map of the area and directions are set out below should you wish to attend in person. Further AGM information can be found on pages 19 to 28.

How to get to the venue:

By tube and rail

Nearest tube station: Monument (0.2 miles)

Travel directly to Monument by the District or Circle lines. Alternatively use the escalator from Bank (Northern, Central, Waterloo & City lines and Docklands Light Railway).

Transport for London
information line: 0343 222 1234

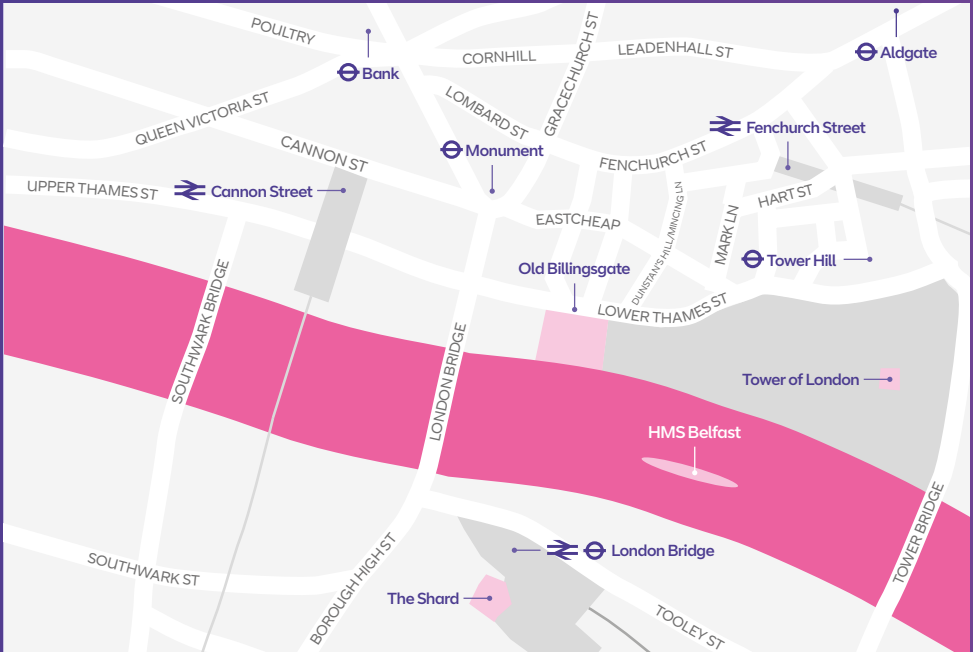
Nearest railway stations: Cannon Street, London Bridge and Fenchurch Street (all 0.3 miles).

National Rail enquiries: 03457 48 49 50

By river

Get your River Bus to Tower Pier.

Old Billingsgate is a 5 minute walk away.



You can request a printed copy of the Annual Report 2021, free of charge, by getting in touch with our share registrar, Equiniti, via the shareholder helpline or by post.

Contact information can be found on page 30 of this Notice of meeting. You may also find the following links useful:



Sign up as an e-shareholder
bt.com/signup

Gender pay gap report
bt.com/genderpaygap

Digital impact & sustainability
bt.com/digitalimpactandsustainability

Information for individual shareholders
bt.com/shareholders

News and media
newsroom.bt.com

About BT
bt.com/about

Canadian securities law

The company is a 'reporting issuer' under applicable Canadian securities laws. Since 24 September 2020, the company has been a 'designated foreign issuer', as defined in National Instrument 71-102 - Continuous Disclosure and Other Exemptions Relating to Foreign Issuers, for purposes of applicable Canadian securities law. As such, the company is not subject to the same continuous and timely disclosure, insider reporting and early warning reporting requirements as most other reporting issuers in Canada. Generally, the company will be in compliance with Canadian disclosure requirements if it complies with the foreign disclosure requirements of the United Kingdom (including the Financial Conduct Authority, the United Kingdom Listing Authority and the London Stock Exchange, collectively referred to as 'UK Rules') and files on its SEDAR profile at www.sedar.com any documents required to be filed or furnished pursuant to the UK Rules.

Privacy notice

We (BT Group plc and British Telecommunications plc) collect and process information provided by you, or on your behalf, which relates to you as an individual shareholder or as a participant in any shareholder scheme or plan.

This information will include your personal data – such as your name and contact details, the votes you cast, any pre-submitted questions from you and the Shareholder Reference Number we attribute to you. We may use this personal information for the purposes of compiling and updating our company records, fulfilling our legal obligations, processing shareholder rights you exercise, answering your questions and contacting you with shareholder related information. We may also engage a third party to do this for us (for example our share registrar, Equiniti).

For further details about how we process your personal data, including your rights over how it is used, please read our shareholder privacy policy which can be found here: bt.com/shareholder-privacy

Contact information

Telephone

Shareholder helpline
– for general enquiries call:

Freefone

0800 100 4141
(+44 121 415 7178*)

Textphone

0800 169 6907
(+44 121 415 7028*)

* Calls from outside the UK

Lines are open 8:30am to
5:30pm (UK time) Monday
to Friday, excluding public
holidays in England and Wales.

Email

You can find information
on how to manage your
shareholdings at
help.shareview.co.uk

If your question is not
answered by the information
provided, you can send your
enquiry via secure mail from
these pages.

You may not use any
electronic address provided
either in this Notice of
meeting or any related
documents (including the
proxy card) to communicate
with the company for any
purposes other than those
expressly stated.

Post

Equiniti, Aspect House,
Spencer Road, Lancing, West
Sussex BN99 6DA, United
Kingdom (please include a
daytime telephone number).



BT Group plc

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