BT Group plc Annual General Meeting

Shareholder Reference Number

When
10:30am
Thursday 15 July 2021

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

web.lumiagm.com

Dear Shareholder,

The BT Group plc 2021 Annual General Meeting (AGM) will be held at Old Billingsgate, 1 Old Billingsgate Walk, London EC3R 6DX on Thursday 15 July 2021 at 10:30am. Given the ongoing Covid-19 pandemic and the broader public health considerations, we are strongly encouraging shareholders to attend the AGM electronically by logging on to **web.lumiagm.com** Details of how to electronically join, ask questions and vote during the AGM are set out on pages 24 to 27 of the Notice of meeting 2021 which is available online, along with our Annual Report 2021, at **bt.com/annualreport**

If you still intend to attend the 2021 AGM in person, please bring the AGM poll card with you.

You can appoint another person (a proxy) to attend the meeting, speak, and/or vote, whether in person or electronically through the Lumi website, on your behalf. Regardless of whether or not you intend to attend the meeting in person or electronically, we strongly encourage you to 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 2021.

Please read the notes on the back of the AGM proxy card before completing it.

Our share registrar, Equiniti, must receive your online or postal proxy appointment and voting instructions by 10:30am on Tuesday 13 July 2021 at the latest to ensure your vote is counted.

Jan du Plessis
Chairman
28 May 2021

BTAGM21_P_0521

AGM proxy card

Voting ID **Task ID** **Shareholder Reference Number**

Please read the notes overleaf before completing this Card.

You can appoint a proxy to attend the meeting, speak, and/or vote, whether in person or electronically through the Lumi website, on your behalf. You will find details of 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, speaking and voting at the AGM in person or electronically. Regardless of 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).

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.

Please submit your proxy appointment and voting instructions online (or by post) to our share registrar, Equiniti, by 10:30am on Tuesday 13 July 2021.

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 share registrar, 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. Report on directors' remuneration	☐	☐	☐
3. Re-elect Jan du Plessis	☐	☐	☐
4. Re-elect Philip Jansen	☐	☐	☐
5. Re-elect Simon Lowth	☐	☐	☐
6. Re-elect Adel Al-Saleh	☐	☐	☐
7. Re-elect Sir Ian Cheshire	☐	☐	☐
8. Re-elect Iain Conn	☐	☐	☐
9. Re-elect Isabel Hudson	☐	☐	☐
10. Re-elect Matthew Key	☐	☐	☐
11. Re-elect Allison Kirkby	☐	☐	☐
12. Re-elect Leena Nair	☐	☐	☐
13. Re-elect Sara Weller	☐	☐	☐
14. Auditor's re-appointment	☐	☐	☐
15. Auditor's remuneration	☐	☐	☐
16. Authority to allot shares	☐	☐	☐
17. Disapplication of pre-emption rights*	☐	☐	☐
18. Further disapplication of pre-emption rights*	☐	☐	☐
19. Authority to purchase own shares*	☐	☐	☐
20. 14 days' notice of meeting*	☐	☐	☐
21. Authority for political donations	☐	☐	☐
22. Articles of Association*	☐	☐	☐

* Special resolution

Given the ongoing Covid-19 pandemic and the broader public health considerations, we are strongly encouraging shareholders to attend the 2021 AGM electronically by logging on to **web.lumiagm.com**

If you still intend to attend the 2021 AGM in person, please tick this box. ☐

You can also let us know via **bt.com/agm** or, if you are appointing a proxy online, via **www.sharevote.co.uk**

AGM poll card

Please bring this poll card with you if you wish to attend and vote at the 2021 AGM in person. This card should only be completed during the meeting.

Resolutions

	For	Against	Withheld
1. Annual Report and Accounts	☐	☐	☐
2. Report on directors’ remuneration	☐	☐	☐
3. Re-elect Jan du Plessis	☐	☐	☐
4. Re-elect Philip Jansen	☐	☐	☐
5. Re-elect Simon Lowth	☐	☐	☐
6. Re-elect Adel Al-Saleh	☐	☐	☐
7. Re-elect Sir Ian Cheshire	☐	☐	☐
8. Re-elect Iain Conn	☐	☐	☐
9. Re-elect Isabel Hudson	☐	☐	☐
10. Re-elect Matthew Key	☐	☐	☐
11. Re-elect Allison Kirkby	☐	☐	☐
12. Re-elect Leena Nair	☐	☐	☐
13. Re-elect Sara Weller	☐	☐	☐
14. Auditor’s re-appointment	☐	☐	☐
15. Auditor’s remuneration	☐	☐	☐
16. Authority to allot shares	☐	☐	☐
17. **Disapplication of pre-emption rights***	☐	☐	☐
18. **Further disapplication of pre-emption rights***	☐	☐	☐
19. **Authority to purchase own shares***	☐	☐	☐
20. **14 days’ notice of meeting***	☐	☐	☐
21. Authority for political donations	☐	☐	☐
22. **Articles of Association***	☐	☐	☐

*** Special resolution**

Signature ______________________

Date ____________

AGM proxy card notes

Our share registrar, Equiniti, must receive your online or postal proxy appointment and voting instructions by 10:30am on Tuesday 13 July 2021.

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 share registrar, 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 share registrar, Equiniti (ID RA19), receives it by 10:30am on Tuesday 13 July 2021. 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. Euroclear does not make available special procedures in CREST for any particular message. It is your responsibility to take such action, or procure that such action is taken, to ensure that a CREST message is transmitted via the CREST system by any particular time. 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**

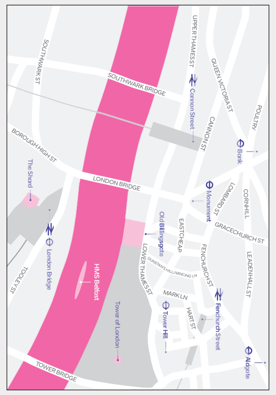
BT Group plc
Annual General Meeting

At the end of the meeting we will ask you to vote on the resolutions set out, with explanatory notes, in the Notice of meeting 2021. If you did not receive that document, it’s available online at **bt.com/annualreport**

We strongly encourage you to attend the meeting electronically. If you are still intending to attend the 2021 AGM in person, please bring your AGM poll card, AGM proxy card (if you have retained this), or email notification to help with identification. We will give you the opportunity to ask questions about any of the resolutions.

Only shareholders, or their appointed proxies or representatives, are entitled to attend the meeting.

Shareholder guests will not be permitted to attend the AGM, either in person or electronically, unless they are accompanying or supporting a shareholder as a carer at the venue.



When
Thursday 15 July 2021

Where
Old Billingsgate
1 Old Billingsgate Walk
London EC3R 6DX

web.lumiagm.com

Programme
09:30am: Doors open to shareholders / Lumi website opens.
10:30am: Meeting begins.
12:30pm approx: Meeting ends.

BT Group plc
Annual General Meeting

Further information on how to attend, ask a question and vote during the AGM can be found in the Notice of meeting 2021 and/or on our website **bt.com/agm**