



**A BETTER BT
FOR ALL OF US**

Welcome to the BT Group plc Notice of meeting 2026



This document is important and requires your immediate attention.

If you have any doubts about what action you need to take, you should seek advice from an appropriately authorised independent financial adviser. If you've sold or transferred all of your shares in BT Group plc, you should pass this document and any accompanying documents to the person through whom you sold or transferred them, to forward to the purchaser or transferee.

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When we say 'BT Group' and 'the group' in this document we mean BT Group plc – made up of our subsidiaries, customer-facing units and internal corporate units. When we say 'FY26' we mean the financial year that ended on 31 March 2026, and we use the same approach for any other years.

Look out for these throughout this document:

-  Reference to another page in this document
-  Reference to further reading online

Participating in the Annual General Meeting (AGM)

The 2026 AGM will be held at 11:00am on Thursday 9 July 2026

online:
meetings.lumiconnect.com/100-823-897-441

in person:
**One Braham, 1 Braham Street,
 London E1 8EE**

The 2026 AGM will once again be a combined online and physical meeting (hybrid meeting). It's important to us to provide all shareholders with the opportunity to join and participate in our AGM, wherever they're located and whatever their ability. We strongly encourage shareholders to join the meeting online and we'll prioritise making the experience engaging, accessible and inclusive.

-  [Details of how to attend the AGM online: pages 26 to 29](#)
-  [Details of how to attend the AGM in person: page 30](#)
-  [Details of how to ask questions: page 24](#)

Shareholders can view this document online and find an audio version at bt.com/agm together with our Annual Report 2026 and other shareholder information as required by Section 311A of the Companies Act 2006 (the 2006 Act) at bt.com/annualreport

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 or returning your proxy card. To ensure your vote is counted, our share registrar, Equiniti, must receive your vote **by 11:00am on Tuesday 7 July 2026** at the latest.

-  [Details of how to vote: pages 24 and 25](#)

Safety and security

We'll ask you to comply with any safety and security measures we put in place and will refuse entry if you do not comply with these.

We believe it's important that those attending the meeting behave with courtesy and respect for others. Behaving in an abusive, derogatory or disruptive manner will not be tolerated.

-  [Details of the safety and security measures: page 26](#)

Chairman's letter

A YEAR OF PROGRESS



Over the past year, we have continued to make strong progress against a clear strategy, strengthening our leadership, investing for the long term, and delivering for customers, colleagues, shareholders and the country in a demanding and highly competitive environment.

Adam Crozier/Chairman

Another year of strategic progress

This year, BT has continued to make solid progress against a clear strategy, in a demanding and highly competitive environment, reflected in continued investor confidence. We are investing for the long term, strengthening our leadership, and delivering for customers, colleagues and owners – while continuing to play a vital role for the country.

The Board is encouraged by the clarity of the strategy, the momentum of transformation, and the focus on delivery.

Creating long-term value

BT is investing more in UK digital infrastructure than any other business. Between 2020 and 2030, we expect to invest more than £40bn in the country, supporting jobs, productivity and long term economic growth.

Looking ahead, we are reiterating our expectation of a cash flow inflection to around £2bn in FY27, rising to around £3bn by the end of the decade. Delivering this improvement in cash flow is central to our long term value creation plans and underpins confidence in BT's future.

Reflecting the year's delivery, the Board has proposed an increased full-year dividend of 8.32 pence per share. This reflects our continued confidence in the business and our commitment to balancing investment for long-term growth with returns to shareholders.

The Board also monitors shareholder returns closely. Our priority remains to improve returns over time through consistent execution, stronger customer outcomes and growing, sustainable cash generation. We are seeing this reflected in our share price performance this year.

Connecting for good

Our purpose, to connect for good, is central to how BT operates and how the Board considers long term value. It reflects BT's role in supporting national resilience, helping to close the digital divide, embedding sustainability into the business and maintaining trust in the networks people rely on every day.

As we become the UK's most trusted connector, we play an important role in enabling people to access digital services confidently and safely, with plans to reach more people and businesses by the end of the decade.

BT also continued to make progress under its climate transition plan – cutting operational emissions, electrifying our fleet, managing Scope 3 emissions and working towards a circular economy. This is strengthening our resilience and reducing our environmental impact.

Successful stakeholder relationships

We continue to engage closely with government on the role our networks play in supporting economic growth, productivity and inclusion across the UK. Our investment is enabled by the greater fiscal and regulatory certainty provided over the past year – including the 2025 Budget, the Mobile Market Review and Statement of Strategic Priorities. BT welcomed the Chancellor's support of our plans to build fibre to 30 million premises and 5G+ to 99% of the population.

We're proud to lead the industry on pricing fairness, transparency, clarity, and value, and we're calling for the whole industry to do the same. This year we signed the Government's Pricing Charter in support of this.

Chairman's letter continued

We also led the way on fraud prevention, protecting customers from emerging threats and signing the Second Telecoms Sector Fraud Charter.

And as we support all customers to move away from outdated networks, we signed the Fixed Telecoms Modernisation Safeguards and Ceasing Charter – working to ensure we are following the right safeguarding principles for this national upgrade.

We maintain an open and transparent relationship with the regulator. Ofcom's work, including its Telecoms Access Review, provides important clarity for the sector. The Board remains focused on ensuring BT operates fairly, responsibly and in the best interests of customers.

Beyond this, BT is proud to work with customers, partners, suppliers and communities across the country every day. Whether it's supporting businesses large and small, working with technology partners, or helping people build digital skills, BT continues to play a unique role in the UK's digital economy.

Board changes

Strong governance underpins effective delivery of strategy. The Board has worked closely with Allison Kirkby and the *Executive Committee* during the year to ensure BT has the leadership, skills and focus needed for the next phase of delivery.

We welcomed representation from our major shareholder, with Sunil Bharti Mittal and Gopal Vittal appointed to the Board as Non-Independent, Non-Executive Directors.

The Board continues to benefit from a balanced mix of skills, experience and perspectives, including strong female representation. We remain focused on effective oversight, clear accountability and supporting management to deliver the strategy at pace.

Directors' election/re-election

The Board believes that each director who is being put forward for election or 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. The directors' biographies are set out on pages 8 to 13.

The Board considers all of the Independent Non-Executive Directors standing for election or re-election to be independent in accordance with the UK Corporate Governance Code 2024. I was independent when appointed as Chairman.

Resolutions

At this year's AGM we're proposing 25 resolutions.

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

 [Details of the resolutions being proposed: pages 14 to 21](#)

Attendance and voting at the AGM

The 2026 AGM will once again be a combined online and physical meeting (hybrid meeting).

We strongly encourage shareholders to join the meeting online, via a live webcast which can be accessed through meetings.lumiconnect.com/100-823-897-441

 [Details of how to attend the AGM online: pages 26 to 29](#)

 [Details of how to attend the AGM in person: page 30](#)

Your vote is important to us and we encourage all shareholders to vote in advance by appointing a proxy, regardless of whether or not they intend to attend the AGM either online or in person. Our share registrar, Equiniti, must receive a shareholder's online or postal proxy appointment and voting instructions **by 11:00am on Tuesday 7 July 2026** at the latest to ensure that shareholder's vote is counted. In addition, we strongly recommend that shareholders appoint the Chair of the AGM to act as their proxy to ensure their votes are counted.

Voting on all resolutions on the day of the AGM will be by way of a poll.

 [Details of how to ask questions: page 24](#)

 [Details of how to vote: pages 24 and 25](#)

A focus on the future

The year ahead is about accelerating delivery. The strategy is clear, the leadership team is in place, and execution will be critical in a highly competitive market.

We look forward to welcoming Patricia Cobian in the summer, when she joins BT as Chief Financial Officer and a member of the *Executive Committee*, succeeding Simon Lowth, who leaves behind a significant legacy of leadership and contribution to BT.

We will continue to evolve how the Board supports delivery of the strategy. This will include new Board working groups focused on workforce and technology transformation, reflecting how critical both are to future execution and long term competitiveness.

In line with this evolution, oversight of responsible business delivery will move from a standalone committee to being embedded into the Board's regular reviews of strategy and performance. This will govern our progress against an expanded digital inclusion goal, to reach 30 million people and businesses with digital skills, tools and support by 2030.

From FY27, we intend to update BT's dividend policy to show our commitment towards increasing returns to shareholders and to reflect the increasing cash flows we expect BT to generate in the coming years. The Board has adopted a new policy to grow the dividend per share by a low to mid single-digit percentage each year in FY27 and onwards until we reach metrics consistent with a BBB+ credit rating. Beyond that point, we'll make residual cash flow available to support enhanced shareholder distributions. This approach provides greater clarity for shareholders while meeting commitments to the pension fund, maintaining a strong balance sheet and preserving flexibility to invest for long-term growth.

Finally, on behalf of the Board, I would like to thank all our people across BT for their hard work and commitment during the year. BT's progress depends on their skill, service and determination, and we are grateful for the way colleagues continue to deliver through significant change.

Despite a challenging external environment, the Board looks ahead with confidence. BT has a vital role to play for the UK and, with the assets, strategy and momentum we have built, we remain focused on delivering for customers, shareholders and the country, as we build a better BT for the future.

Adam Crozier
Chairman
27 May 2026

Board of directors

Directors standing for election or re-election at the 2026 AGM



Adam Crozier
Chairman



Appointed Chairman December 2021 and to the Board and Chairman Designate November 2021

Experience

Previously Chairman of Whitbread, ASOS, Stage Entertainment and Vue International Cinema Group, and a Non-Executive Director of Sony. Adam has over 20 years' experience as a CEO: of ITV (2010-17), of Royal Mail (2003-10), of the Football Association (2000-02) and Joint CEO of Saatchi & Saatchi (1995-2000).

Relevant skills and contribution to the Board

Significant public company board leadership, team development and stakeholder management experience with a transformational and operational track record in large-scale executive roles, including successful turnarounds and leading high-performing management teams.

External appointments

Independent Non-Executive Director and Chair-Designate of Experian and Chair of Kantar Group.



Allison Kirkby
Chief Executive



Appointed Chief Executive February 2024 and to the Board March 2019

Experience

Allison was President & CEO of Telia (2020-24), President & CEO of TDC Group (2018-19), and CFO (2014-15) and President & CEO (2015-18) of Tele2. She was a Non-Executive Director of Greggs and Brookfield Asset Management, respectively chairing and sitting on the audit committees of each. Allison also held financial and operational roles within 21st Century Fox, Virgin Media, Procter & Gamble and Guinness.

Relevant skills and contribution to the Board

Valuable international telecoms and media leadership experience, with a strong track record of business transformation, improving performance, customer service and shareholder value.

External appointments

Member of the GSMA Board, adviser to the UK Government's Board of Trade and a founding member of the UK Government's Women in Tech taskforce.



Simon Lowth
Chief Financial Officer



Appointed Chief Financial Officer and to the Board July 2016

Experience

Simon was CFO of BG Group prior to its takeover by Royal Dutch Shell in February 2016. Before that, he was CFO of AstraZeneca (2007-13). He was an Executive Director of ScottishPower (2003-07), having been appointed as the Finance Director in 2005. Before 2003, Simon was a director of McKinsey & Company.

Relevant skills and contribution to the Board

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

External appointments

Non-Executive Director and member of the Audit and Nomination & Governance Committees of Smith & Nephew.



Dame Ruth Cairnie
Senior Independent
Non-Executive Director

A **N** **R**

Appointed to the Board April 2023

Experience

Ruth spent 37 years at Royal Dutch Shell in senior international line and functional roles, including responsibility for group strategy and planning. She was a Non-Executive Director of Associated British Foods (2014–23) and Senior Independent Director and Remuneration Committee Chair from 2018. She served on the Boards of Rolls-Royce (2014–19; Remuneration Committee Chair from 2015), ContourGlobal (2018–19) and Keller Group (2010–17; Remuneration Committee Chair).

Relevant skills and contribution to the Board

Extensive leadership and board experience in the UK and internationally, alongside experience advising government on strategic development and capability building.

External appointments

Chair of the Board and Nominations Committee of Babcock International, Director of the Confederation of British Industry and Serendipity Capital Holdings, and a trustee of the White Ensign Association.



Maggie Chan Jones
Independent Non-Executive
Director and Designated
Non-Executive Director for
Workforce Engagement

N **RB**

Appointed to the Board March 2023

Experience

Maggie has over 20 years' experience at some of the world's largest technology companies including Microsoft and SAP, where she was SAP's first female Chief Marketing Officer. Named one of the "Most Influential CMOs" in the world by Forbes, she later founded and led Tenshey as Chief Executive (2017–24), advancing women and underrepresented talent into leadership roles.

Relevant skills and contribution to the Board

Deep international marketing and brand experience. Maggie is a recognised executive in business transformation, ESG and as an industry thought-leader in the marketing and technology sector.

External appointments

Non-Executive Director of Sage, board member of the United States Tennis Association (non-profit) and Non-Executive Board Advisor at Outinve.

Membership key

- C** Committee Chair
- A** Audit & Risk Committee
- E** Executive Committee
- NS** National Security and Investigatory Powers Committee
- N** Nominations Committee
- R** Remuneration Committee
- RB** Responsible Business Committee

Board of directors

Directors standing for election or re-election at the 2026 AGM



Sir Alex Chisholm ANRB
Independent Non-Executive Director and Designated Non-Executive Director for Ofcom Engagement

Appointed to the Board
September 2024

Experience
Alex has 35 years' regulatory, government and business expertise. Previously, he was Chief Operating Officer for the UK Civil Service and Cabinet Office Permanent Secretary (2020-24), Department for Business, Energy and Industrial Strategy Permanent Secretary, Chief Executive of the Competition & Markets Authority and Chairperson of the Commission for Communications Regulation (Ireland). Earlier roles spanned media, technology, ecommerce and retail sectors.

Relevant skills and contribution to the Board
Extensive operational and regulatory leadership, with 35 years' experience across government and industry.

External appointments
Non-Executive Chair of EDF Energy and senior adviser to the Boston Consulting Group and the Canadian Pension Plan Investment Board.



Steven Guggenheimer NRB
Independent Non-Executive Director

Appointed to the Board
October 2022

Experience
Steven has over 30 years' technology leadership experience, including 27 years at Microsoft where he held a variety of senior roles. He spent over half his tenure as a Corporate Vice President leading the OEM, Developer/ISV, and AI Solutions organisations. Before Microsoft, Steven worked at Spectra-Physics Lasers.

Relevant skills and contribution to the Board
Accomplished technology executive with a strong track record advising businesses on digital transformation and extensive insight into technologies ranging from AI to cloud computing.

External appointments
Non-Executive Director of HSBC, Forrit and Leupold & Stevens. He is also an adviser to Tensility Venture Partners and Quantexa.



Matthew Key ANR
Independent Non-Executive Director

Appointed to the Board
October 2018

Experience
Matthew held senior positions at Telefónica (2007-14) including Chairman and CEO of Telefónica Europe and Telefonica Digital. He was O2 UK CFO and Strategy and Regulation Director (2002-04), becoming CEO in 2004. He was Vodafone UK's Finance Director and Chairman of Tesco Mobile and held positions at Kingfisher, Coca-Cola/Schweppes, Grand Metropolitan and Dallaglio RugbyWorks. He was Non-Executive Director and Audit Committee Chair of Burberry (2013-23).

Relevant skills and contribution to the Board
Strong strategic skills and a wealth of experience in finance and the telecoms sector. Matthew is also a director of the sports joint venture between BT Group and Warner Bros. Discovery.

External appointments
None.



Raphael Kübler
Non-Independent,
Non-Executive Director

Appointed to the Board
January 2024

Experience

Raphael is the Chief Operating Officer of Deutsche Telekom. Prior to this he held the position of Senior Vice President Controlling at Deutsche Telekom and Chief Finance Officer of T-Mobile Deutschland. Raphael has also been a director of T-Mobile USA since April 2013 and served on other boards of listed companies, including Ströer, Hellenic Telecommunications Organisation and SES Global.

Relevant skills and contribution to the Board

Extensive experience in the telecoms industry, including strategic transformation projects and mergers and acquisitions.

External appointments

Director of T-Mobile USA.



Sunil Bharti Mittal
Non-Independent,
Non Executive Director

Appointed to the Board
September 2025

Experience

Sunil is the Founder and Chairman of Bharti Enterprises, one of India's largest conglomerates with interests in telecoms, space communications, digital solutions, real estate and hospitality. He was Chair of GSMA and the International Chamber of Commerce (2016-18).

Relevant skills and contribution to the Board

Experience leading a wide-ranging business portfolio bringing numerous strategic skills, particularly in relation to the telecoms industries.

External appointments

Chairman of Bharti Airtel, Airtel Africa, Airtel Payments Bank and Bharti Airtel Foundation and Co-Chair of Eutelsat Communications. Member of the World Economic Forum's International Business Council and World Bank Group Private Sector Investment Lab.



Membership key

- Committee Chair
- Audit & Risk Committee
- Executive Committee
- National Security and Investigatory Powers Committee
- Nominations Committee
- Remuneration Committee
- Responsible Business Committee

Board of directors

Directors standing for election or re-election at the 2026 AGM



Tushar Morzaria A N R
Independent
Non-Executive Director

Appointed to the Board May 2024

Experience

Tushar is a chartered accountant with over 25 years’ strategic financial management experience. He was Group Finance Director of Barclays (2013-22) and held senior finance roles at JPMorganChase, including Chief Financial Officer of its Corporate & Investment Bank.

Relevant skills and contribution to the Board

A wealth of strategic financial management experience gained over 25 years. During this time, Tushar has overseen transformation programmes and strengthened risk and control frameworks.

External appointments

Non-Executive Director and Chair of the Audit Committee of BP and Legal & General.



Rima Qureshi A N RB
Independent
Non-Executive Director

Appointed to the Board March 2025

Experience

Rima was Chief Strategy Officer & Executive Vice President of Verizon Communications (2017-24) and spent over 20 years at Ericsson, latterly as President & Chief Executive of Ericsson North America. She was GSMA Deputy Chair (2020-22) and board member (2017-24), Non-Executive Director of Great West Life (2016-18), Wolters Kluwer (2013-16), Verizon Foundation (2017-24), and a member of the McGill University Faculty Advisory Board (2018-24).

Relevant skills and contribution to the Board

Extensive operational, strategic and telecoms industry expertise gained over 30 years.

External appointments

Non-Executive Director of Mastercard and Loblaw Companies.



Gopal Vittal
Non-Independent,
Non-Executive Director

Appointed to the Board
 September 2025

Experience

Gopal held various senior roles including as executive director at Hindustan Unilever (HUL) over a 20-year career spanning major markets throughout Asia. Prior to his role there, he held the roles of Vice Chairman, Managing Director, and CEO of Bharti Airtel, building a portfolio of businesses across mobile, B2B, home broadband, DTH and digital services.

**Relevant skills and
 contribution to the Board**

Gopal brings significant experience in the global telecoms and customer-focused products sectors, noted for his strategic planning acumen and business transformation programmes and revenue generation through customer segment innovation.

External appointments

Executive Vice Chairman of Bharti Airtel, Non-Executive Director of Airtel Africa and Airtel Payments Bank, Board Chair of GSMA and a member of the Deutsche Telekom advisory board.



Sara Weller
Independent
Non-Executive Director

N R RB

Appointed to the Board July 2020

Experience

Sara was Managing Director of Argos (2004-11) and Deputy Managing Director of Sainsbury's (2000-04; J. Sainsbury plc board member 2002-04). She served as a Non-Executive Director at Virgin Money UK and Clydesdale Bank (2022-24), Lloyds Banking Group (2012-21) and United Utilities Group (2012-20), was a member of the Council at Cambridge University (2015-19) and held Lead Non-Executive roles in UK Government, in DCLG (2010-15) and DWP (2017-20). She co-founded ActionAble in 2025, an organisation advocating for greater disability inclusion in business.

**Relevant skills and
 contribution to the Board**

Broad consumer perspective across retail, banking, utilities and consumer goods, with strong executive and non-executive board experience in regulated sector plc's, UK Government and the charitable sector.

External appointments

Chair of the Money & Pensions Service, Keep Britain Working Advisory Group member and Commissioner of the Institute of Directors' Commission: Business. A Force for Good?

Membership key

- C** Committee Chair
- A** Audit & Risk Committee
- E** Executive Committee
- NS** National Security and Investigatory Powers Committee
- N** Nominations Committee
- R** Remuneration Committee
- RB** Responsible Business Committee

Notice of meeting

The 2026 Annual General Meeting (AGM) of BT Group plc will be held at One Braham, 1 Braham Street, London E1 8EE at 11:00am on Thursday 9 July 2026 to consider the following:

ORDINARY BUSINESS

Resolutions 1 to 20 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 2026 be received.

By law, the directors have to present the accounts and reports contained in the BT Group plc Annual Report for the year ended 31 March 2026 (Annual Report 2026) to the AGM.

Resolution 2: Report on Directors' Remuneration

That the Report on Directors' Remuneration as set out on pages 98 to 112 of the Annual Report 2026 be received and approved.

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

Resolution 3: Final dividend

That the final dividend of 5.87 pence per share recommended by the directors to be payable on 9 September 2026 to holders of ordinary shares registered at the close of business on 7 August 2026 be declared.

An interim dividend of 2.45 pence per share was paid on 11 February 2026, bringing the full year dividend to 8.32 pence per share. The final dividend declared cannot exceed the amount recommended by the directors.

Resolutions 4 to 17: Directors' election/re-election

In accordance with the UK Corporate Governance Code 2024, all directors will stand for election or re-election.

Biographies of the directors standing for election or re-election are set out on pages 8 to 13.

Resolution 4

That Adam Crozier be re-elected as a director.

Resolution 5

That Allison Kirkby be re-elected as a director.

Resolution 6

That Simon Lowth be re-elected as a director.

Resolution 7

That Dame Ruth Cairnie be re-elected as a director.

Resolution 8

That Maggie Chan Jones be re-elected as a director.

Resolution 9

That Sir Alex Chisholm be re-elected as a director.

Resolution 10

That Steven Guggenheimer be re-elected as a director.

Resolution 11

That Matthew Key be re-elected as a director.

Resolution 12

That Raphael Kübler be re-elected as a director.

Resolution 13

That Tushar Morzaria be re-elected as a director.

Resolution 14

That Rima Qureshi be re-elected as a director.

Resolution 15

That Sara Weller be re-elected as a director.

Resolution 16

That Sunil Bharti Mittal be elected as a director.

Resolution 17

That Gopal Vittal be elected as a director.

Resolution 18: Auditor's reappointment

That KPMG LLP be reappointed as the auditor of BT Group plc, to hold office until the conclusion of the next general meeting at which accounts are laid before BT Group plc.

At each general meeting at which BT Group plc's accounts are presented, BT Group plc 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 reappointment of KPMG LLP as the auditor.

Resolution 19: Auditor's remuneration

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

This resolution follows standard practice.

Notice of meeting continued

SPECIAL BUSINESS

The following resolution will be proposed as an ordinary resolution.

Resolution 20: 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 BT Group plc to allot shares in BT Group plc and to grant rights to subscribe for, or to convert any security into, shares in BT Group plc:

- (i) up to an aggregate nominal amount of £166,127,331; and
- (ii) comprising equity securities, as defined in Section 560 of the 2006 Act, up to an aggregate nominal amount of £332,254,662 (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 BT Group plc 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 BT Group plc AGM in 2027, or the close of business on 28 September 2027, whichever is the earlier, provided that, in each case, we may, before this authority expires, make offers and enter into agreements which would, or might, require shares in BT Group plc 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 BT Group plc or grant rights under any such 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 BT Group plc passed on 10 July 2025 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 BT Group plc 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 a company (excluding treasury shares), 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 a company's current total issued share capital (excluding treasury shares), provided that such additional allotment is only applied to fully pre-emptive rights issues. The Board considers it appropriate that BT Group plc should follow these guidelines. Accordingly, under Resolution 20(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 £166,127,331 pursuant to Section 551 of the 2006 Act, which is equivalent to approximately one-third of the total issued share capital of BT Group plc (excluding treasury shares) as at 26 May 2026, the latest practicable date prior to publication of this Notice of meeting (Latest Practicable Date). Under Resolution 20(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 £166,127,331 which is equivalent to approximately one-third of the total issued share capital of BT Group plc (excluding treasury shares) as at the Latest Practicable Date. Therefore, the total authorisation sought by Resolution 20 is equal to approximately two-thirds of the total issued share capital of BT Group plc (excluding treasury shares) as at the Latest Practicable Date.

The directors have no present intention of exercising this authority other than in connection with BT Group plc'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 at the conclusion of the BT Group plc AGM in 2027 or at the close of business on 28 September 2027, whichever is the earlier.

The following four resolutions will be proposed as special resolutions.

Resolution 21: Disapplication of pre-emption rights

That, subject to the passing of Resolution 20, and in place of the power given to them pursuant to the special resolution of BT Group plc passed on 10 July 2025, the Board be authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 20 and/or to sell ordinary shares held by BT Group plc 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 20(a)(ii), by way of a rights issue only) to or in favour of:**
 - (i) holders of ordinary shares in BT Group plc 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;

- (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 £49,838,199, and**

Notice of meeting continued

(c) to the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraphs (a) or (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of BT Group plc determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the conclusion of the BT Group plc AGM in 2027 or at the close of business on 28 September 2027, whichever is the earlier, but, in each case, prior to its expiry BT Group plc 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.

This resolution will give the directors authority to allot ordinary shares in the capital of BT Group plc pursuant to the authority granted under Resolution 20 for cash without complying with the pre-emption rights in the 2006 Act in certain circumstances. This disapplication authority is in line with institutional shareholder guidance, and in particular with the most recently published Statement of Principles issued by the Pre-Emption Group. The Statement of Principles allows the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to 10% of a company's issued share capital for use on an unrestricted basis (which is reflected in this resolution); and (ii) an additional authority up to a further 10% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or that has taken place in the 12-month period preceding announcement of the issue, as reflected in

Resolution 22. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer.

Resolution 22: Further disapplication of pre-emption rights

That subject to the passing of Resolution 20, the Board be authorised, in addition to any authority granted under Resolution 21, to allot equity securities (as defined in the 2006 Act) for cash under the authority granted by Resolution 21 and/or sell ordinary shares held by BT Group plc as treasury shares for cash as if Section 561 of the 2006 Act did not apply to any such allotment or sale, such power to be:

- (a) limited to the allotment of equity securities and/or sale of treasury shares up to a nominal amount of £49,838,199 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board determines to be either an acquisition or a specified 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; and
- (b) limited to the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of BT Group plc determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the conclusion of the BT Group plc AGM in 2027 or at the close of business on 28 September 2027, whichever is the earlier, but, in each case, prior to its expiry BT Group plc 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.

The directors have no present intention of exercising the authority under Resolutions 21 and 22 but consider it desirable to have 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-emption offer to existing shareholders. This cannot be done under the 2006 Act unless the shareholders have first waived their pre-emption rights. Resolutions 21 and 22 ask shareholders to grant this limited waiver.

In addition to the authority to disapply pre-emption rights in Resolution 21, this resolution would give the Board authority to allot equity securities and/or sell treasury shares up to a maximum nominal value of £49,838,199, representing approximately a further 10% of BT Group plc's issued share capital as at the Latest Practicable Date, without first offering them to existing shareholders for the purposes of financing or refinancing a transaction as contemplated by the Pre-Emption Principles described in Resolution 21.

In addition, Resolution 22(b) would permit the Board to allot, by way of a follow-on offer, equity securities for cash and/or sell treasury shares up to an aggregate maximum nominal amount of 20% of any allotment of equity securities and/or sale of treasury shares allotted pursuant to Resolution 22(a). The proceeds of any follow-on offer under this authority can only be used for the purposes of financing or refinancing a transaction.

This disapplication authority is in line with institutional shareholder guidance, and in particular with the most recently published Statement of Principles issued by the Pre-Emption Group, as described in Resolution 21.

The Board considers that it is in the best interests of BT Group plc and its shareholders generally that the maximum authority is sought as permitted by the Statement of Principles, and have the flexibility conferred by Resolutions 21 and 22 (which also relates to the disapplication of pre-emption rights) to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions, and to finance business opportunities quickly and efficiently as they arise.

The directors confirm that they intend to follow the shareholder protection contained in Part 2B of the Pre-Emption Principles in connection with any non-pre-emptive offering.

If granted, this authority would remain in force until the conclusion of the BT Group plc AGM in 2027 or at the close of business on 28 September 2027, whichever is the earlier.

Notice of meeting continued

Resolution 23: Authority to purchase own shares

That BT Group plc has general and unconditional authority to make market purchases (as defined in Section 693(4) of the 2006 Act) of shares of 5 pence each in BT Group plc, subject to the following conditions:

- (a) the maximum number of shares which may be purchased is 996,763,987 shares;
- (b) the minimum price (excluding expenses) which may be paid for each share is 5 pence;
- (c) the maximum price (excluding expenses) which BT Group plc may pay for each share cannot be more than the higher of:
 - (i) 105% of the average market value of a share in BT Group plc for the five business days prior to the day the purchase is made; and
 - (ii) the value of a share in BT Group plc 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 BT Group plc on the trading venues where the purchase is carried out; and
- (d) this authority expires at the conclusion of the BT Group plc AGM in 2027 or at the close of business on 28 September 2027, whichever is the earlier, 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 BT Group plc's general authority to buy its own shares on similar terms to previous years' authorities. It is limited to 996,763,987 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 BT Group plc 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 BT Group plc.

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

During FY26, no shares were purchased under this authority.

As at the Latest Practicable Date, 10,802,603 treasury shares had been transferred to meet BT Group plc's obligations under its employee share plans and at that date, BT Group plc held 487,815 treasury shares, which is equal to 0.004% of the total issued share capital (excluding treasury shares).

BT Group plc'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 BT Group plc. The authority will expire on the conclusion of the BT Group plc AGM in 2027 or at the close of business on 28 September 2027, whichever is the earlier, although the directors intend to seek renewal of this power at each AGM.

As at the Latest Practicable Date, there were options outstanding over 89,998 shares (all of which were in respect of options granted under the savings-related share option plans), representing 0.0009% 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 0.001% of the total issued share capital (excluding treasury shares). There are no warrants outstanding.

Resolution 24: Authority to call a general meeting on 14 days' notice

That BT Group plc 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 14 clear days' or more notice of a general meeting. It will be effective until BT Group plc's AGM in 2027, when we may propose a similar resolution. We expect that the authority would be used only in exceptional circumstances.

The following resolution will be proposed as an ordinary resolution.

Resolution 25: Authority for political donations

That during the period beginning with the date of the 2026 AGM and ending at the end of the day on which the BT Group plc AGM in 2027 is held, BT Group plc, and any company which is a subsidiary of BT Group plc at any time during such period, be authorised to make political donations to political:

- (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 significantly broader than the sense in which these words are ordinarily used. The 2006 Act's remit could cover making members of Parliament and others in the political world aware of key industry issues and matters affecting BT Group plc, and enhancing their understanding of the group.

The authority for political donations requested at the 2026 AGM 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 FY26, BT Group plc's wholly owned subsidiary, British Telecommunications plc, paid the costs of attending events at (i) the Labour Party Conference; (ii) the Conservative Party Conference; (iii) the Reform Party Conference; (iv) the Scottish National Party Conference; (v) the Plaid Cymru Conference; and (vi) the Welsh Labour Party Conference. These costs totalled £9,315 (FY25: £8,674). No company in the group made any loans to any political party.

Important notes

The following notes explain your general rights as a shareholder and your right to vote at the 2026 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 7 July 2026 are entitled to attend, speak and vote at the AGM, whether online or in person, 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 AGM; and (ii) more than one proxy in relation to the AGM, 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 BT Group plc shareholder. 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 AGM in person or online).

On a poll, the number of shares you hold as a shareholder at 6:30pm on 7 July 2026 will decide the number of votes that you may cast.

Notice of meeting continued

Nominated persons

Unless you are a shareholder, you do not have the right to appoint any proxies under the procedures set out above, or referred to under the heading 'AGM information' on page 24.

Any persons whose ordinary shares are held on their behalf by another person and who have been nominated to receive communications from BT Group plc in accordance with Section 146 of the 2006 Act (Nominated Persons) may have a right under an agreement with the shareholder of BT Group plc (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 online or in person, have the right to ask questions relating to its business. BT Group plc 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 BT Group plc, or the good order of the AGM, that the question be answered.

If enough shareholders act together to make requests under Sections 527 and 528 of the 2006 Act, BT Group plc 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.

BT Group plc 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 BT Group plc 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 5 pence each at the Latest Practicable Date was 9,968,127,681.

The total number of voting rights in BT Group plc at the Latest Practicable Date was 9,967,639,866.

Documents

Copies of the directors' service agreements and letters of appointment are available for inspection during business hours at our registered office on any weekday (but not on public holidays in England and Wales).

Documents will also be available for inspection at the AGM venue from 10:00am on the day of the meeting until the end of the meeting.

Recommendation

The Board believes that all of the resolutions set out in this Notice of meeting are in the best interests of BT Group plc 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

Adam Crozier
Chairman

1 Braham Street,
London E18EE
27 May 2026

AGM information

The 2026 AGM will be held at 11:00am on Thursday 9 July 2026

online:
meetings.lumiconnect.com/
100-823-897-441

in person:
One Braham, 1 Braham
Street, London E1 8EE

Programme:
10:00am

Doors open to shareholders attending in person and the Lumi website opens for shareholders attending online. Questions can be submitted via the Lumi website or at any of the Question Registration Points at the venue.

11:00am

Meeting begins
Online voting will open when the Chair of the AGM declares the poll open.

13:00pm

Meeting ends.

What is the format of the AGM?

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

Who may attend?

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

Should you wish to attend the AGM, you can do this:

- **online:** go to **meetings.lumiconnect.com/100-823-897-441** and more details are on pages [26](#) to [29](#)
- **in person:** please register your intention to attend:
 - (i) via our website **bt.com/agm**;
 - (ii) when you submit your vote online at **shareview.co.uk**; or
 - (iii) by ticking the box on your proxy card when returning it.

You are reminded that your personal data will be processed for the purposes of the AGM in line with our privacy notice at **bt.com/shareholder-privacy**

AGM information continued

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 Please include your Shareholder Reference Number (SRN) (as provided on your proxy card and your AGM notification letter). Any question submitted via the website must be submitted **by 11:00am on 7 July 2026**
- online via meetings.lumiconnect.com/100-823-897-441 – details of how to ask a question online on the day are on pages 26 to 29
- by submitting a question at the Question Registration Points at the venue.

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

Questions submitted online on the day will be moderated before being sent to the Chair of the AGM. This is to avoid repetition and to ensure an orderly meeting.

If you have a question relating to an individual customer service issue, to ensure a timely response and resolution please submit these by email to agm@bt.com. The Chair of the AGM cannot deal with individual customer service issues. Alternatively we will direct you to the Customer Service Helpdesk at the venue where a member of the team will be able to assist with your question.

How can I vote at the AGM?

You can submit your vote online at shareview.co.uk

If you have not yet registered for a Shareview Portfolio, you will need to register first – see page 31. You will need your SRN as shown on your proxy card or AGM notification letter. To vote by post, please complete, sign and return your proxy card to our share registrar, Equiniti.

 [Contact details: page 32](#)

If you are on the BT Group plc Register of Members at 6:30pm on 7 July 2026, you are entitled to attend, speak and vote at the AGM whether online or in person. 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.

Equiniti must receive your online or postal proxy appointment and voting instructions **by 11:00am on Tuesday 7 July 2026** 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 SRN prior to posting. You will need your SRN if you intend to attend the meeting online.

You can find more information about appointing a proxy in the notes section on your proxy card. Whether or not you intend to attend the meeting online or in person, we strongly recommend you 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 online or in person). If the Chair of the AGM is appointed as your proxy, they will vote in accordance with any instructions given to them; if they are 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 being proposed at the AGM.

CREST members may submit their appointment using the CREST system. 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 11:00am on Tuesday 7 July 2026**. 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). BT Group plc can treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by BT Group and approved by our share registrar. For further information regarding Proxymity, please go to proxymity.io Your proxy must be lodged **by 11:00am on Tuesday 7 July 2026** in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Neither the completion and return of a proxy card in hard copy, nor voting online, in advance of the AGM will prevent you from attending, speaking and voting at the AGM online or in person 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 online, you can submit your vote via meetings.lumiconnect.com/100-823-897-441

 Details of how to vote online are on pages 26 to 29

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

You're 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 website as soon as reasonably practicable following the conclusion of the AGM.

Will there be any catering at the meeting?

We will provide limited catering.

What facilities do you have for shareholders with disabilities?

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

For those attending in person, the venue is wheelchair accessible and has the following facilities:

- sound amplification
- induction loop
- sign language interpretation.

AGM information continued

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), email notification or AGM notification letter with you to help with identification. You may also find it helpful to bring this Notice of meeting with you to refer to during the meeting.

We ask anyone attending in person to bring as few personal belongings as possible.

Safety and security

We'll ask you to comply with any safety and security measures we put in place and will refuse entry if you do not comply with these.

For security reasons and to speed up admission, please do not bring suitcases, large bags, cameras, laptops or recording devices to the meeting. If you do, we may ask you to leave them in a designated area at your own risk for collection after the meeting.

No-one attending the meeting may bring leaflets, banners, whistles or other items which may be used for disruptive purposes into the venue.

We believe it's important that those attending the meeting behave with courtesy and respect for others. Behaving in an abusive, derogatory or disruptive manner will not be tolerated.

Mobile devices, filming and recording

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

Joining the 2026 AGM online

For the 2026 AGM, we will once again be enabling shareholders to attend and participate in the meeting online. This can be done online via meetings.lumiconnect.com/100-823-897-441

How do I log in?

On accessing the AGM online, you will be prompted to enter your SRN and PIN which is the first two and last two digits of your SRN. These can be found printed on your proxy card. Online access will be available on the day of the meeting from 10:00am; however, please note that your ability to vote will not be enabled until the Chair of the AGM formally declares the poll open.

What platform and internet requirements do I need to join?

The AGM 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.

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's your responsibility to ensure you remain connected for the duration of the meeting.

How will I be able to watch the AGM?

The AGM 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.

How can I ask a question?

Shareholders attending online may ask questions by typing and submitting their question in writing by selecting the messaging icon from within the navigation bar.

Click the send button to the right of the text box to submit your question. A copy of your messages, and any subsequent replies can be found within the 'My messages' folder within the messaging tab.

How can I vote?

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 online 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 want to change your vote, simply select the correct choice; if you want 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.

How can I join if I am a duly appointed proxy and corporate representative?

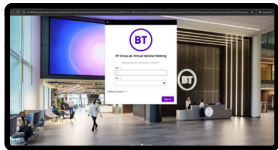
Once a valid appointment has been received and verified please contact our share registrar, Equiniti, before 5:30pm on 8 July 2026 by emailing hybrid.help@equiniti.com or by calling +44 (0)808 100 4141 (please use the country code when calling from outside the UK), to obtain your SRN and PIN. Lines are open 8:30am to 5:30pm Monday to Friday (excluding public holidays in England and Wales).

For deaf and speech impaired customers, Equiniti welcome calls via Relay UK. Please see relayuk.bt.com for more information.

This will allow you to join in the same way as a shareholder.

AGM information continued

1

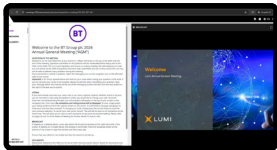


Go to meetings.lumiconnect.com/100-823-897-441

Access to the website will be available from 10:00am on Thursday 9 July 2026.

You will be prompted to enter your SRN and PIN (first two and last two digits of your SRN).

2



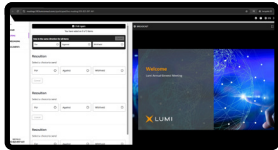
When successfully authenticated, you will be taken to the Home Screen.

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.



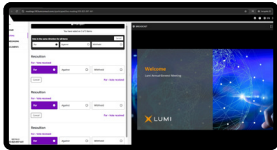
5



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

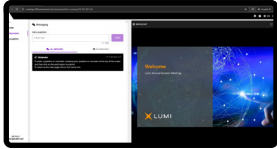


For each resolution, press the choice corresponding with the way in which you wish to vote.

When selected, a confirmation message will appear.

For – Vote received

3



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

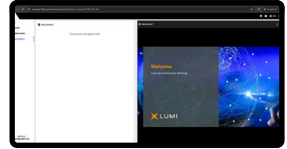


Type your message within the chat box at the top of the messaging screen.

Click the 'Send' button to submit.

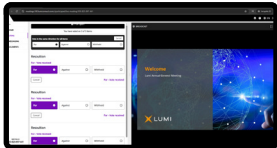
You can keep track of your messages and any replies via the 'My messages' folder, located within the messaging tab.

4



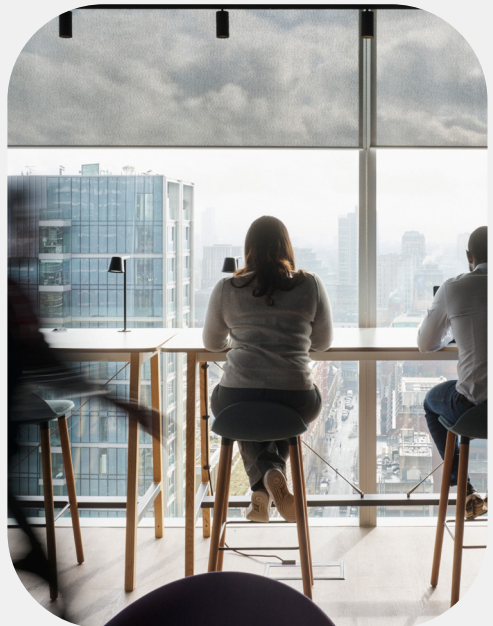
To view the Annual Report and Notice of meeting 2026, click on the 'Documents' tab.

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.



AGM information continued

The 2026 AGM will be held
at 11:00am on Thursday 9
July 2026

online:
meetings.lumiconnect.com/
100-823-897-441

in person:
One Braham, 1 Braham Street,
London E1 8EE

How to get to the venue

A map of the area and directions
are set out below. Please enter via the doors on
Leman Street.

By tube and rail

Nearest tube station: Aldgate East (0.1 miles)

Travel directly to Aldgate East by the District or
Hammersmith & City lines. Alternatively, Aldgate
(0.2 miles), Tower Gateway (0.3 miles) and Tower
Hill (0.5 miles) stations are all located nearby.

Transport for London information line:
0343 222 1234

Nearest railway station: Fenchurch Street
(0.4 miles) and Liverpool Street (0.6 miles)

National Rail enquiries: 03457 48 49 50



Switch to digital shareholder comms

Go fully digital with your BT shareholder comms. Register for a Shareview Portfolio today:

- Email notifications when your shareholder documents are available
- Access to information about your shareholding whenever you want, wherever you are, from any device
- Secure and convenient platform
- Register your voting instructions for shareholder meetings

1

Visit shareview.co.uk
Scan to switch



2

Select Register

3

Tell us who you are, using your SRN as provided on your proxy card and your AGM notification letter

4

Set up your contact preferences and security details

5

Begin managing your shareholding online

Dividend payments

Dividend payments are no longer made by cheque. If you have unclaimed dividend payments or you've not yet provided your bank or building society account details, please provide these details by logging into your Shareview Portfolio.

Details of fees for reissuing payments can be found online at shareview.co.uk and any fees will be deducted from the payment sent to you. On some occasions, multiple payments may be involved as payments could be issued from different bank accounts. In these circumstances, a fee may be levied for each payment issued.

Any dividends not claimed within 10 years of the payment date will be forfeited back to BT Group plc in accordance with its Articles of Association.

You can request a printed copy of the Annual Report 2026, free of charge, by getting in touch with our share registrar, Equiniti, via the shareholder helpline or by post.

 [Contact details: page 32](#)



Useful links

Beware of investment fraud
bt.com/scams

Information for individual shareholders
bt.com/shareholders

Gender pay gap statement
bt.com/genderpaygap

Inclusion and Wellbeing
bt.com/inclusion-and-diversity

Responsible Business
bt.com/responsiblebusiness

News and media
newsroom.bt.com

About BT Group
bt.com/about

AGM information continued

Privacy notice

We (BT Group plc and British Telecommunications plc) collect and process your personal data as an individual shareholder or as a participant in any shareholder scheme or plan 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 data for the purposes of compiling and updating our records, fulfilling our legal obligations, processing shareholder rights you exercise, answering your questions and contacting you with shareholder related information.

We may also share your data with third parties (for example our share registrar, Equiniti) where we can compliantly do so.

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 online at bt.com/shareholder-privacy

If you have any further queries about how your personal data is processed, please contact us at cpo@bt.com

Equiniti contact information

For general enquiries call the shareholder helpline

+44 (0)808 100 4141

Lines are open 8:30am to 5:30pm (UK time) Monday to Friday, excluding public holidays in England and Wales. Please use the country code when calling from outside the UK.

For deaf and speech impaired customers, Equiniti welcome calls via Relay UK. Please see relayuk.bt.com for more information.

Online

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 BT Group for any purposes other than those expressly stated.

Post

Equiniti, Highdown House, Yeoman Way, Worthing BN99 6DA (please include a daytime telephone number).

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