



# Financial Statements

## Contents

<b>Financial statements</b>	
Independent auditor's report	122
Group income statement	129
Group statement of comprehensive income	130
Group balance sheet	131
Group statement of changes in equity	132
Group cash flow statement	133
<b>Notes to the consolidated financial statements</b>	
Basis of preparation	134
Critical & key accounting estimates and significant judgements	135
Significant accounting policies that apply to the overall financial statements	135
Segment information	137
Revenue	140
Operating costs	144
Employees	145
Audit, audit related and other non-audit services	145
Specific items	146
Taxation	148
Earnings per share	151
Dividends	151
Intangible assets	152
Property, plant and equipment	155
Leases	157
Programme rights	161
Trade and other receivables	162
Trade and other payables	164
Provisions & contingent liabilities	165
Retirement benefit plans	167
Own shares	179
Share-based payments	180
Divestments and assets & liabilities classified as held for sale	182
Investments	184
Cash and cash equivalents	185
Loans and other borrowings	186
Finance expense	189
Financial instruments and risk management	190
Other reserves	197
Related party transactions	198
Financial commitments	198
Post balance sheet events	198
<b>Financial statements of BT Group plc</b>	<b>199</b>
<b>Related undertakings</b>	<b>203</b>
<b>Additional information</b>	<b>209</b>

Look out for these throughout the financial statements:

-  Significant accounting policies
-  Critical & key accounting estimates and significant judgements

## Independent auditor's report to the members of BT Group plc

### 1. Our opinion is unmodified

We have audited the financial statements of BT Group plc ("the Company") for the year ended 31 March 2022 which comprise the Group income statement, Group statement of comprehensive income, Group balance sheet, Group statement of changes in equity, Group cash flow statement, company balance sheet, company statement of changes in equity, and the related notes, including the accounting policies.

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 March 2022 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK- adopted international accounting standards;
- the parent Company financial statements have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the audit committee.

We were first appointed as auditor by the shareholders on 11 July 2018. The period of total uninterrupted engagement is for the four financial years ended 31 March 2022. We have fulfilled our ethical responsibilities under, and we remain independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

### 2. Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. We summarise below the key audit matters (unchanged from 2021), in decreasing order of audit significance, in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on these matters.

### Valuation of certain unquoted investments in the BT Pension Scheme (BTPS)

Certain unquoted investments in the BTPS: included within unquoted BTPS plan assets of £18.6 billion (2021: £17.9 billion)

#### Risk vs 2021: decrease

Refer to [page 89](#) Audit & Risk Committee Report), [page 168](#) (note 20 accounting policy Retirement benefit plans) and [pages 167 to 179](#) (disclosures note 20 Retirement benefit plans).

#### The risk

##### Subjective valuation:

The BTPS has unquoted plan assets in private equity, UK and overseas property, mature infrastructure, longevity insurance contracts, secure income and non-core credit assets. Significant judgement is required to determine the value of a portion of these unquoted investments, which are valued based on inputs that are not directly observable. Furthermore, the geo-political events in 2022, which directly affect market conditions, have resulted in some risk of volatility in asset valuation. Notwithstanding this, the overall risk has decreased in the current year compared to the prior period.

The key unobservable inputs used to determine the fair value of these plan assets includes estimated rental value for the UK and overseas property, discount rates and comparable transactions for mature infrastructure and certain secure income assets, discount rate and projected future mortality for the longevity insurance contract and estimated net asset values for private equity, non-core credit assets and certain secure income assets.

The effect of these matters is that, as part of our risk assessment, we determined that the valuation of unquoted plan assets in the BTPS has a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the financial statements as a whole, and possibly many times that amount.

The financial statements (note 20) disclose as part of sensitivities of growth assets the key sensitivities of key assumptions for the valuation of unquoted plan assets.

#### Our response – our procedures included:

**Assessing valuers' credentials:** Evaluating the scope, competencies and objectivity of the Group's external experts who assisted in determining the key unobservable inputs and market indices listed above.

**Assessing transparency:** Considering the adequacy of the Group's disclosures in respect of the sensitivity of the asset valuations to these assumptions.

#### Longevity insurance contract

**Comparing valuations:** Challenging, with the support of our own actuarial specialists, the fair value of the longevity insurance contract by comparing it to an independently developed range of fair values using assumptions, such as the discount rate and projected future mortality, based on external data.

#### Property/infrastructure and certain secure income assets

**Benchmarking assumptions:** Challenging, with the support of our own valuation specialists, the key unobservable inputs, such as estimated rental value and market value, used in determining the fair value of a sample of UK and overseas property assets, and discount rates used in determining the mature infrastructure and certain secure income assets by comparing them to discount rates for comparable external assets.

**Comparing valuations:** Developing, with the support of our own valuation specialists, an independent expectation of the fair value for a sample of UK and overseas property based on changes in valuation for the relevant geography and asset type obtained from external market data and the historical valuation for each property.

**Private equity, non-core credit assets and certain secure income assets**

**External confirmations:** Comparing the estimated net asset values for private equity, non-core credit and certain secure income assets to confirmations obtained directly from third parties.

**Test of details:** Comparing the Group's fund managers' historical estimated net asset values to the latest audited financial statements of those funds to assess the Group's ability to accurately estimate the fair value of private equity and non-core credit assets.

We performed the tests above rather than seeking to rely on any of the Group's controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described.

#### Our results

We consider the valuation of the BTPS unquoted plan assets to be acceptable (2021: acceptable).

### Valuation of defined benefit obligation of the BT Pension Scheme (BTPS)

BTPS obligation: £54.3 billion (2021: £57.7 billion)

#### Risk vs 2021: increase

Refer to [page 89](#) (Audit & Risk Committee Report), [page 168](#) (note 20 accounting policy Retirement benefits) and [pages 167 to 179](#) (disclosures note 20 Retirement benefit plans).

#### The risk

##### Subjective estimate:

The valuation of the BTPS defined benefit obligation is complex and requires significant judgements and assumptions. A change in the methodology applied or small changes in the key actuarial assumptions over the life expectancy of members, price inflation, and discount rates can significantly impact the valuation of the BTPS defined benefit obligation in the financial statements.

The impacts of the Covid pandemic and the recent geo-political events have resulted in an increased level of uncertainty across various indices, thus impacting the assumptions and methodologies used in forecasting the inflation and life expectancy of members for future years.

The effect of these matters is that, as part of our risk assessment, we determined that the valuation of the BTPS defined benefit obligation has a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the financial statements as a whole, and possibly many times that amount. The financial statements (note 20) disclose the sensitivity of key assumptions for the obligation estimated by the Group.

#### Our response – our procedures included:

**Benchmarking assumptions:** Challenging, with the support of our own actuarial specialists, the life expectancy of the members, price inflation and discount rates used to determine the defined benefit obligation against independently developed assumptions using external market data.

**Assessing actuaries' credentials:** Evaluating the scope, competency and objectivity of the Group's external experts who assisted in determining the actuarial assumptions used to determine the defined benefit obligation.

**Assessing transparency:** Considering the adequacy of the Group's disclosures in respect of the sensitivity of the obligation to these assumptions.

We performed the tests above rather than seeking to rely on any of the Group's controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described.

#### Our results

We found the resulting estimate of the BTPS defined benefit obligation to be acceptable (2021: acceptable).

### Accuracy of revenue due to the complexity of the billing systems

Certain revenue streams: included within total revenue of £20.9 billion (2021: £21.3 billion)

#### Risk vs 2021: same

Refer to [pages 140 to 143](#) (financial disclosures note 5 Revenue).

#### The risk

##### Processing error

BT non-long-term contract revenue consists of a large number of low value transactions. The Group operates a number of distinct billing systems and the IT landscape underpinning revenue and linking the billing systems together is complex.

There are multiple products sold at multiple rates with varying price structures in place. Products represent a combination of service based products, such as fixed line telephony, as well as goods, such as the provision of mobile handsets. There are monthly tariff charges.

The revenue recognition of non-long-term contract revenue is not subject to significant judgement. However, due to the large number of transactions and complexity of the billing systems, this is considered to be an area of most significance in our audit.

#### Our response

##### Our procedures included:

**Process understanding:** Obtaining an understanding of the revenue processes by observing transactions from customer initiation to cash received for certain material revenue streams.

**Test of details:** Comparing a sample of revenue transactions, including credit notes, to supporting evidence e.g. customer bills, orders, price lists, contractual terms, proof of service and cash received (all where applicable).

We performed the detailed tests above rather than seeking to rely on the Group's controls because our knowledge of the design of these controls indicated that we would be unlikely to obtain the required evidence to support reliance on controls.

## Independent auditor's report to the members of BT Group plc continued

### Our results

We considered revenue relating to non-long-term contract revenue to be acceptable (2021: acceptable).

### Recoverability of parent company investment in subsidiaries and loans to group undertakings

Investment in subsidiary £11,201 million (2021: £11,096 million)

Refer to **page 201** (accounting policy Investments) and **page 201** (financial disclosures note 2 Investments).

Loans to group undertakings £nil million (2021: £972 million)

Refer to **page 201** (accounting policy Impairment of financial assets).

### The risk

#### Low risk, high value

The carrying amount of the parent company investment in subsidiary and the amount of loans to Group undertakings represent 93% and 7% respectively (2021: 92% and 8% respectively), of the company's total assets.

Their recoverability is not considered a significant risk or subject to significant judgement. However, due to their materiality in the context of the parent company financial statements, these are considered to be the areas that had the greatest effect on our overall parent company audit.

### Our response

#### Our procedures included:

**Test of details:** Comparing the carrying amount of the parent company's investment and loans to Group undertakings, with the relevant subsidiary balance sheet to identify whether its net assets, being an approximation of their minimum recoverable amount, was in excess of its carrying amount and assessing whether that subsidiary group has historically been profit-making.

**Comparing valuations:** Comparing the carrying amount of the parent company's investment and loans to Group undertakings, with the market capitalisation of the Group.

We performed the tests above rather than seeking to rely on any of the Company's controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described.

### Our results

We found the carrying amounts of the investment in subsidiary and debt due from Group entities to be acceptable (2021: acceptable).

### 3. Our application of materiality and an overview of the scope of our audit

Materiality for the Group financial statements as a whole was set at £100 million (2021: £105 million), determined with reference to a benchmark of Group profit before tax from continuing operations normalised by averaging over the last 5 years due to fluctuations as a result of Covid-19, of £2,265 million (2021: benchmark of group profit before tax from continuing operations of £2,359 million), of which it represents 4.4% (2021: 4.5%).

Materiality for the parent company financial statements as a whole was set at £95 million (2021: £95 million), determined with reference to a benchmark of total assets, of which it represents 0.8% (2021: 0.8%), and chosen to be lower than materiality for the Group financial statements as a whole.

In line with our audit methodology, our procedures on individual account balances and disclosures were performed to a lower threshold, performance materiality, so as to reduce to an acceptable level the risk that individually immaterial misstatements in individual account balances add up to a material amount across the financial statements as a whole.

Performance materiality was set at 65% (2021: 65%) of materiality for the financial statements as a whole, which equates to £65 million (2021: £68 million) for the Group and £61.75 million (2021: £61.75 million) for the parent company. We applied this percentage in our determination of performance materiality based on the level of identified control deficiencies during the prior years.

We agreed to report the Audit Committee any corrected or uncorrected identified misstatements exceeding £5 million (2021: £5.25 million), in addition to other identified misstatements that warranted reporting on qualitative grounds.

Consistent with prior year, we define components of the Group based on legal entity and have determined our audit scope predominately on the same basis. Of the Group's 234 (2021: 233) reporting components, we subjected 5 (2021: 4) to full scope audits for Group purposes. Work on the Group's entire property, plant and equipment balance was performed by the Group audit team on behalf of the Group and component teams.

The components within the scope of our work accounted for the following percentages:

	Group revenue	Group profit before tax	Group total assets
Audits for group reporting purposes	90%	83%	97%
2021	87%	78%	95%

The remaining 10% (2021: 13%) of total Group revenue, 17% (2021: 22%) of Group profit before tax and 3% (2021: 5%) of total Group assets is represented by 229 (2021: 229) reporting components, none of which individually represented more than 6% (2021: 6%) of any of total Group revenue, Group profit before tax or total Group assets. For the residual components, we performed analysis at an aggregated Group level to re-examine our assessment that there were no significant risks of material misstatement within these.

The work on all components, excluding the audit of BT Italy, was performed by the Group audit team. The parent company was also audited by the Group audit team. The Group team instructed the BT Italy component auditor as to the significant areas to be covered, including the risks identified above and the information to be reported back.

The Group team approved the component materialities, which ranged from £20 million to £85 million (2021: £25 million to £90 million), having regard to the mix and size and risk profile of the Group across components.

The Group audit team met frequently on video conference meetings with the BT Italy component audit team as part of the audit planning and completion stages to explain our audit instructions and discuss the component auditor's plans as well as performing file reviews upon the completion of the component auditor's engagement.

At these meetings with component auditors, the findings reported to the Group team were discussed in more detail, and any further work required by the Group team was then performed by the component auditor.

The scope of the audit work performed was predominately substantive as we placed limited reliance upon the Group's internal control over financial reporting.

#### 4. The impact of climate change on our audit

In planning our audit, we considered the potential impacts of climate change on the Group's business and its financial statements.

The Group has pledged in the Strategic reports to be a net-zero business by 2030 and has also outlined several shorter-term climate change targets. Furthermore, the Group has mentioned its commitment to implementing the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). Further information has been provided in the Group's Strategic Report on [page 66](#).

As a part of our audit, we have performed a risk assessment, including enquiries of management, to understand how the impact of commitments made by the Group in respect of climate change, as well as the physical and transition risks of climate change, may affect the financial statements and our audit.

The potential impacts of these matters relate to the forward-looking estimates, which include projections for impairment assessment of goodwill, useful economic life of vehicle fleet and infrastructure impacting on future depreciation charges, and significant assumptions used in pension asset valuations. Taking into account our risk assessment procedures, the headroom on goodwill, the remaining useful economic lives of relevant assets and the nature of the assumptions used in the pension asset valuation, we have assessed that there is not a significant risk to the balances in the financial statements as a result of climate change. Therefore, there was no material impact on the Group's critical accounting estimates and our key audit matters.

We have read the disclosures of climate related information in the annual report and considered their consistency with the financial statements and our audit knowledge. We have not been engaged to provide assurance over the accuracy of the climate risk disclosures in the Annual Report.

#### 5. Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group's and the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We used our knowledge of the Group, its industry, and the general economic environment to identify the inherent risks to its business model and analysed how those risks might affect the Group's and Company's financial resources or ability to continue operations over the going concern period. The risks that we considered most likely to adversely affect the Group's and Company's available financial resources over this period were:

- The impact of prolonged stagflation driven by geo-political factors and Covid-19 persistence;
- The impact of an industrial action and international trade sanctions;
- The impact of a significant supply chain disruptions driven by the geo-political factors;
- The impact of an increased level of financial market volatility and deterioration of BT's covenant triggers on the funding obligation of BT Pension Scheme;

We also considered less predictable but realistic second order impacts, such as a large scale cyber breach or adverse changes to telecoms regulation which could result in a rapid reduction of available financial resources.

We considered whether these risks could plausibly affect the liquidity in the going concern period by comparing severe but plausible downside scenarios that could arise from these risks individually and collectively against the level of available financial resources indicated by the Group's financial forecasts.

We also assessed the completeness of the going concern disclosure.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Group's or Company's ability to continue as a going concern for the going concern period;
- we have nothing material to add or draw attention to in relation to the directors' statement in note 1 to the financial statements on the use of the going concern basis of accounting with no material uncertainties that may cast significant doubt over the Group and Company's use of that basis for the going concern period, and we found the going concern disclosure in note 1 to be acceptable; and
- the related statement under the Listing Rules set out on [page 115](#) is materially consistent with the financial statements and our audit knowledge.

## Independent auditor's report to the members of BT Group plc continued

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Group or the Company will continue in operation.

### 6. Fraud and breaches of laws and regulations – ability to detect

#### Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud (“fraud risks”) we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- enquiring of directors, the audit committee, internal audit and inspection of policy documentation as to the Group’s high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the Group’s channel for “whistleblowing”, as well as whether they have knowledge of any actual, suspected or alleged fraud;
- reading Board, Remuneration Committee and Executive Committee minutes;
- considering remuneration incentive schemes and performance targets for management and directors including the EPS target for management remuneration;
- using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit. This included communication from the Group to full scope component audit teams of relevant fraud risks identified at the Group level and request to full scope component audit teams to report to the Group audit team any instances of fraud that could give rise to a material misstatement at Group.

As required by auditing standards, and taking into account possible pressures to meet profit targets, recent revisions to guidance and our overall knowledge of the control environment, we performed procedures to address the risk of management override of controls, in particular the risk that Group and component management may be in a position to make inappropriate accounting entries.

On this audit we do not believe there is a fraud risk related to revenue recognition because non-long-term contract revenues are not judgemental and consist of a high number of low value transactions, and long-term contracts are generally low in complexity with most having a revenue recognition profile aligned to billing.

We did not identify any additional fraud risks.

We performed procedures including:

- identifying journal entries to test for all full scope components based on risk criteria and comparing the identified entries to supporting documentation. These included those posted by senior finance management, those posted and approved by the same user and those posted to unusual or seldom used accounts;
- assessing whether the judgements made in making accounting estimates are indicative of a potential bias;
- evaluating the business purpose for significant unusual transactions.

#### Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, through discussion with the directors and other management (as required by auditing standards), and from inspection of the Group’s regulatory and legal correspondence and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

As the Group is regulated, our assessment of risks involved gaining an understanding of the control environment including the Group’s procedures for complying with regulatory requirements.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit. This included communication from the Group to full-scope component audit teams of relevant laws and regulations identified at the Group level, and a request for full scope component auditors to report to the Group team any instances of non-compliance with laws and regulations that could give rise to a material misstatement at Group.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, taxation legislation, and pension legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Group is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or the loss of the Group’s licence to operate. We identified the following areas as those most likely to have such an effect: anti-bribery, regulations affecting telecommunication providers, and certain aspects of company legislation recognising the financial and regulated nature of the Group’s activities (including compliance with Ofcom regulation) and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

We discussed with the audit committee other matters related to actual or suspected breaches of laws or regulations, for which disclosure is not necessary, and considered any implications for our audit.

## Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

## 7. We have nothing to report on the other information in the Annual Report

The directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

## Strategic report and directors' report

Based solely on our work on the other information:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

## Directors' remuneration report

In our opinion the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

## Disclosures of emerging and principal risks and longer-term viability

We are required to perform procedures to identify whether there is a material inconsistency between the directors' disclosures in respect of emerging and principal risks and the viability statement, and the financial statements and our audit knowledge.

Based on those procedures, we have nothing material to add or draw attention to in relation to:

- the directors' confirmation within the Viability statement on **page 70** that they have carried out a robust assessment of the emerging and principal risks facing the Group, including those that would threaten its business model, future performance, solvency and liquidity;
- the Principal Risks disclosures describing these risks and how emerging risks are identified, and explaining how they are being managed and mitigated; and
- the directors' explanation in the Viability statement of how they have assessed the prospects of the Group, over what period they have done so and why they considered that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

We are also required to review the Viability statement, set out on **page 70** under the Listing Rules. Based on the above procedures, we have concluded that the above disclosures are materially consistent with the financial statements and our audit knowledge.

Our work is limited to assessing these matters in the context of only the knowledge acquired during our financial statements audit. As we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of anything to report on these statements is not a guarantee as to the Group's and Company's longer-term viability.

## Corporate governance disclosures

We are required to perform procedures to identify whether there is a material inconsistency between the directors' corporate governance disclosures and the financial statements and our audit knowledge.

Based on those procedures, we have concluded that each of the following is materially consistent with the financial statements and our audit knowledge:

- the directors' statement that they consider that the annual report and financial statements taken as a whole is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy;
- the section of the annual report describing the work of the Audit Committee, including the significant issues that the audit committee considered in relation to the financial statements, and how these issues were addressed; and
- the section of the annual report that describes the review of the effectiveness of the Group's risk management and internal control systems.

## Independent auditor's report to the members of BT Group plc continued

We are required to review the part of the Corporate Governance Statement relating to the Group's compliance with the provisions of the UK Corporate Governance Code specified by the Listing Rules for our review. We have nothing to report in this respect.

### 8. We have nothing to report on the other matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company financial statements and the part of the directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

### 9. Respective responsibilities

#### Directors' responsibilities

As explained more fully in their statement set out on [page 114](#), the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

#### Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

### 10. The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and the terms of our engagement by the Company. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and the further matters we are required to state to them in accordance with the terms agreed with the Company, and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

#### John Luke

for and on behalf of KPMG LLP, Statutory Auditor  
Chartered Accountants  
15 Canada Square  
London  
E14 5GL  
12 May 2022

## Group income statement

### Year ended 31 March 2022

	Notes	Before specific items ('Adjusted') £m	Specific items <sup>a</sup> £m	Total (Reported) £m
Revenue	4, 5	20,845	5	20,850
Operating costs	6	(17,673)	(292)	(17,965)
<b>Operating profit (loss)</b>	<b>4</b>	<b>3,172</b>	<b>(287)</b>	<b>2,885</b>
Finance expense	27	(833)	(101)	(934)
Finance income		12	–	12
<b>Net finance expense</b>		<b>(821)</b>	<b>(101)</b>	<b>(922)</b>
Share of post tax profit (loss) of associates and joint ventures		–	–	–
<b>Profit (loss) before taxation</b>		<b>2,351</b>	<b>(388)</b>	<b>1,963</b>
Taxation	10	(349)	(340)	(689)
<b>Profit (loss) for the year</b>		<b>2,002</b>	<b>(728)</b>	<b>1,274</b>
<b>Earnings per share</b>	<b>11</b>			
Basic		20.3p	(7.4)p	12.9p
Diluted		19.7p	(7.2)p	12.5p

## Group income statement

### Year ended 31 March 2021

	Notes	Before specific items ('Adjusted') £m	Specific items <sup>a</sup> £m	Total (Reported) £m
Revenue	4, 5	21,370	(39)	21,331
Operating costs	6	(18,302)	(442)	(18,744)
<b>Operating profit (loss)</b>	<b>4</b>	<b>3,068</b>	<b>(481)</b>	<b>2,587</b>
Finance expense	27	(785)	(18)	(803)
Finance income		12	–	12
<b>Net finance expense</b>		<b>(773)</b>	<b>(18)</b>	<b>(791)</b>
Share of post tax profit (loss) of associates and joint ventures		8	–	8
<b>Profit (loss) before taxation</b>		<b>2,303</b>	<b>(499)</b>	<b>1,804</b>
Taxation	10	(428)	96	(332)
<b>Profit (loss) for the year</b>		<b>1,875</b>	<b>(403)</b>	<b>1,472</b>
<b>Earnings per share</b>	<b>11</b>			
Basic		18.9p	(4.1)p	14.8p
Diluted		18.6p	(4.0)p	14.6p

a For a definition of specific items, see [page 209](#). An analysis of specific items is provided in note 9.

## Group statement of comprehensive income

### Year ended 31 March

	Notes	2022 £m	2021 £m
<b>Profit for the year</b>		<b>1,274</b>	<b>1,472</b>
<b>Other comprehensive income (loss)</b>			
Items that will not be reclassified to the income statement			
Remeasurements of the net pension obligation	20	2,865	(4,856)
Tax on pension remeasurements	10	(399)	918
Items that have been or may be reclassified to the income statement			
Exchange differences on translation of foreign operations	29	65	(189)
Fair value movements on assets at fair value through other comprehensive income	29	6	–
Movements in relation to cash flow hedges:			
– net fair value gains (losses)	29	204	(1,468)
– recognised in income and expense	29	(54)	850
Tax on components of other comprehensive income that have been or may be reclassified	10, 29	(31)	133
<b>Other comprehensive income (loss) for the year, net of tax</b>		<b>2,656</b>	<b>(4,612)</b>
<b>Total comprehensive income (loss) for the year</b>		<b>3,930</b>	<b>(3,140)</b>

## Group balance sheet

### At 31 March

	Notes	2022 £m	2021 £m
<b>Non-current assets</b>			
Intangible assets	13	13,809	13,357
Property, plant and equipment	14	20,599	19,397
Right-of-use assets	15	4,429	4,863
Derivative financial instruments	28	1,003	1,165
Investments	24	34	31
Associates and joint ventures		5	17
Trade and other receivables	17	337	314
Contract assets	5	361	344
Deferred tax assets	10	289	989
		<b>40,866</b>	<b>40,477</b>
<b>Current assets</b>			
Programme rights	16	310	328
Inventories		300	297
Trade and other receivables	17	2,624	3,257
Contract assets	5	1,554	1,515
Assets classified as held for sale	23	80	–
Current tax receivable		496	281
Derivative financial instruments	28	88	70
Investments	24	2,679	3,652
Cash and cash equivalents	25	777	1,000
		<b>8,908</b>	<b>10,400</b>
<b>Current liabilities</b>			
Loans and other borrowings	26	873	911
Derivative financial instruments	28	51	88
Trade and other payables	18	6,142	5,980
Contract liabilities	5	833	925
Lease liabilities	15	795	730
Liabilities classified as held for sale	23	40	–
Current tax liabilities		90	84
Provisions	19	222	288
		<b>9,046</b>	<b>9,006</b>
<b>Total assets less current liabilities</b>		<b>40,728</b>	<b>41,871</b>
<b>Non-current liabilities</b>			
Loans and other borrowings	26	15,312	15,774
Derivative financial instruments	28	819	1,195
Contract liabilities	5	170	167
Lease liabilities	15	4,965	5,422
Retirement benefit obligations	20	1,143	5,096
Other payables	18	624	682
Deferred tax liabilities	10	1,960	1,429
Provisions	19	439	427
		<b>25,432</b>	<b>30,192</b>
<b>Equity</b>			
Share capital		499	499
Share premium		1,051	1,051
Own shares	21	(274)	(143)
Merger reserve		998	998
Other reserves	29	619	436
Retained earnings		12,403	8,838
<b>Total equity</b>		<b>15,296</b>	<b>11,679</b>
		<b>40,728</b>	<b>41,871</b>

The consolidated financial statements on **pages 129 to 208** were approved by the Board of Directors on 11 May 2022 and were signed on its behalf by:

**Adam Crozier**  
Chairman

**Philip Jansen**  
Chief Executive

**Simon Lowth**  
Chief Financial Officer

## Group statement of changes in equity

	Notes	Share capital <sup>a</sup> £m	Share premium <sup>b</sup> £m	Own shares <sup>c</sup> £m	Merger reserve <sup>d</sup> £m	Other reserves <sup>e</sup> £m	Retained (loss) earnings £m	Total equity (deficit) £m
<b>At 1 April 2020</b>		<b>499</b>	<b>1,051</b>	<b>(237)</b>	<b>2,572</b>	<b>1,119</b>	<b>9,759</b>	<b>14,763</b>
Profit for the year		–	–	–	–	–	1,472	1,472
Other comprehensive income (loss) – before tax		–	–	–	–	(1,657)	(4,856)	(6,513)
Tax on other comprehensive income (loss)	10	–	–	–	–	133	918	1,051
Transferred to the income statement		–	–	–	–	850	–	850
Total comprehensive income (loss) for the year		–	–	–	–	(674)	(2,466)	(3,140)
Dividends to shareholders	12	–	–	–	–	–	–	–
Unclaimed dividend over 10 years		–	–	–	–	–	–	–
Share-based payments	22	–	–	–	–	–	72	72
Tax on share-based payments	10	–	–	–	–	–	5	5
Net buyback of own shares	21	–	–	94	–	–	(107)	(13)
Transfer to realised profit		–	–	–	(1,574)	(9)	1,583	–
Other movements		–	–	–	–	–	(8)	(8)
<b>At 31 March 2021</b>		<b>499</b>	<b>1,051</b>	<b>(143)</b>	<b>998</b>	<b>436</b>	<b>8,838</b>	<b>11,679</b>
Profit for the year		–	–	–	–	–	1,274	1,274
Other comprehensive income (loss) – before tax		–	–	–	–	275	2,865	3,140
Tax on other comprehensive income (loss)	10	–	–	–	–	(31)	(399)	(430)
Transferred to the income statement		–	–	–	–	(54)	–	(54)
Total comprehensive income (loss) for the year		–	–	–	–	190	3,740	3,930
Dividends to shareholders	12	–	–	–	–	–	(227)	(227)
Unclaimed dividend over 10 years		–	–	–	–	–	2	2
Share-based payments	22	–	–	–	–	–	108	108
Tax on share-based payments	10	–	–	–	–	–	11	11
Net buyback of own shares	21	–	–	(131)	–	–	(65)	(196)
Transfer to realised profit		–	–	–	–	(7)	7	–
Other movements <sup>f</sup>		–	–	–	–	–	(11)	(11)
<b>At 31 March 2022</b>		<b>499</b>	<b>1,051</b>	<b>(274)</b>	<b>998</b>	<b>619</b>	<b>12,403</b>	<b>15,296</b>

a The allotted, called up, and fully paid ordinary share capital of BT Group plc at 31 March 2022 was £499m comprising 9,968,127,681 ordinary shares of 5p each (FY21: £499m comprising 9,968,127,681 ordinary shares of 5p each).

b The share premium account, comprising the premium on allotment of shares, is not available for distribution.

c For further analysis of own shares, see note 21.

d The merger reserve balance at 1 April 2020 includes £998m related to the group reorganisation that occurred in November 2001 and represented the difference between the nominal value of shares in the new parent company, BT Group plc, and the aggregate of the share capital, share premium account and capital redemption reserve of the prior parent company, British Telecommunications plc. In addition, on 29 January 2016, the company issued 1,594,900,429 ordinary shares of 5p at 470.7p per share. These shares were used as part consideration for the acquisition of EE. As a result of this transaction the merger reserve was credited with £7,424m net of £3m issue costs. In FY21, following settlement of intercompany loans by qualifying consideration of £1,574m, equivalent balances were transferred from merger reserve to realised profit.

e For further analysis of other reserves, see note 29.

f In June 2021, BT exercised an option to purchase the minority shareholding in a subsidiary (BT Communications South Africa). The obligation to purchase the subsidiary's equity instruments is accounted for as a financial liability with a corresponding debit to equity. Non-controlling interests are not material to the Group so are not accounted for separately.

## Group cash flow statement

### Year ended 31 March

	Notes	2022 £m	2021 £m
<b>Cash flow from operating activities</b>			
Profit before taxation		1,963	1,804
Share of post tax (profit) loss of associates and joint ventures		–	(8)
Net finance expense		922	791
Operating profit		2,885	2,587
Other non-cash charges		76	267
(Profit) loss on disposal of businesses		(37)	(65)
(Profit) loss on disposal of property, plant and equipment and intangible assets		–	(66)
Depreciation and amortisation		4,405	4,347
(Increase) decrease in inventories		(3)	2
(Increase) decrease in programme rights		(17)	13
(Increase) decrease in trade and other receivables		(53)	327
(Increase) decrease in contract assets		(51)	(141)
Increase (decrease) in trade and other payables		99	(43)
(Decrease) increase in contract liabilities		(93)	(48)
(Decrease) increase in other liabilities <sup>a</sup>		(1,169)	(927)
(Decrease) increase in provisions		(80)	(2)
<b>Cash generated from operations</b>		<b>5,962</b>	<b>6,251</b>
Income taxes paid		(52)	(288)
<b>Net cash inflow from operating activities</b>		<b>5,910</b>	<b>5,963</b>
<b>Cash flow from investing activities</b>			
Interest received		6	6
Dividends received from associates and joint ventures		1	5
Acquisition of subsidiaries		–	(7)
Proceeds on disposal of subsidiaries, associates and joint ventures		76	164
Proceeds on disposal of current financial assets <sup>b</sup>		13,402	13,506
Purchases of current financial assets <sup>b</sup>		(12,432)	(12,085)
Net (purchase) disposal of non-current asset investments		(8)	(11)
Proceeds on disposal of property, plant and equipment and intangible assets		2	85
Purchases of property, plant and equipment and intangible assets <sup>c</sup>		(4,607)	(4,903)
<b>Net cash outflow from investing activities</b>		<b>(3,560)</b>	<b>(3,240)</b>
<b>Cash flow from financing activities</b>			
Equity dividends paid		(228)	(2)
Interest paid		(755)	(770)
Repayment of borrowings <sup>d</sup>		(1,374)	(1,162)
Proceeds from bank loans and bonds		744	–
Payment of lease liabilities		(659)	(782)
Cash flows from collateral received		(29)	(490)
Changes in ownership interests in subsidiaries <sup>e</sup>		(86)	–
Proceeds from issue of own shares		13	1
Repurchase of ordinary share capital		(184)	(14)
<b>Net cash outflow from financing activities</b>		<b>(2,558)</b>	<b>(3,219)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(208)</b>	<b>(496)</b>
Opening cash and cash equivalents <sup>f</sup>		896	1,409
Net decrease in cash and cash equivalents		(208)	(496)
Effect of exchange rate changes		4	(17)
<b>Closing cash and cash equivalents<sup>f</sup></b>	25	<b>692</b>	<b>896</b>

a Includes pension deficit payments of £1,121m (FY21: £955m).

b Primarily consists of investment in and redemption of amounts held in liquidity funds.

c Consists of additions to property, plant and equipment, engineering stores and software of £4,807m (FY21: £4,197m) and movements in capital accruals of £23m (FY21: £4m) less net refund in respect of spectrum acquisition of £223m (FY21: £702m prepayment).

d Repayment of borrowings includes the impact of hedging.

e Relates to the acquisition of the remaining 30% of the share capital of BT OnePhone Limited. As part of the accounting for the acquisition, we revisited our original assessment of control under IFRS 10 and concluded that it should have been classified as a subsidiary instead of a joint venture. The current period accounting reflects this assessment.

f Net of bank overdrafts of £85m (FY21: £104m).

## Notes to the consolidated financial statements

### 1. Basis of preparation

#### Preparation of the financial statements

The consolidated financial statements have been prepared in accordance with UK-adopted international accounting standards and with the requirements of the Companies Act 2006.

The consolidated financial statements are prepared on a going concern basis.

This assessment is consistent with the assessment of our viability, as set out on [page 70](#), in estimating the financial impact of a severe but plausible outcome for each risk, both individually, in combination and through probabilistic risk modelling. This stress testing confirmed that existing projected cash flows and cash management activities provide us with adequate headroom over the going concern assessment period.

Having assessed the principal and emerging risks, the directors considered it appropriate to adopt the going concern basis of accounting when preparing the group and parent company financial statements. This assessment covers the period to May 2023, which is consistent with the FRC guidance. When reaching this conclusion, the directors took into account the group's and parent company's overall financial position (including trading results and ability to repay term debt as it matures without recourse to refinancing) and the exposure to principal risks.

These financial statements consolidate BT Group plc, the parent company, and its subsidiaries (together the 'group', 'us', 'we' or 'our').

The consolidated financial statements are prepared on the historical cost basis, except for certain financial and equity instruments that have been measured at fair value. The consolidated financial statements are presented in sterling, the functional currency of BT Group plc.

These financial statements cover the financial year from 1 April 2021 to 31 March 2022 ('FY22'), with comparative figures for the financial year from 1 April 2020 to 31 March 2021 ('FY21').

#### New and amended accounting standards effective during the year

The following amended standards and interpretations were effective during the year, however, they have not had a significant impact on our consolidated financial statements.

- Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)
- Covid-19-Related Rent Concessions (Amendment to IFRS 16)

#### Software as a Service

We previously capitalised certain configuration and customisation costs associated with software as a service arrangements as intangible assets. In its April 2021 agenda decision, the IFRS Interpretations Committee (IFRIC) clarified that such costs should be expensed where the entity does not control the software being configured. We have adopted the treatment set out by the IFRIC in its agenda decision. The impact of this on the group was not material.

#### Interest Rate Benchmark Reform

The replacement of Interbank Offered Rates (IBORs) with Alternative Reference Rates (ARRs) began from December 2021. Where floating interest bearing receivables and payables exist, and where IBOR was previously applicable, the Group began applying suitable replacement benchmark rates and now account for the instruments in accordance with the amendments to IFRS 9 Financial Instruments published in 2019 (Phase 1) and 2020 (Phase 2). The adoption of these amendments and the transition to ARR rates will not have a material financial impact. The implications on the trading results of our segments from the IBOR reform have also been assessed and the expected impact is not material. The Group will move to the new benchmark rates in accordance with timelines as per the regulatory guidelines.

#### New and amended accounting standards that have been issued but are not yet effective

The following new or amended standards and interpretations are applicable in future periods:

#### Amendments to IAS 37 for onerous contracts

The amendments to IAS 37 specify which costs an entity includes in determining the cost of fulfilling a contract for the purpose of assessing whether the contract is onerous. The amendments apply for annual reporting periods beginning on or after 1 January 2022 to contracts existing at the date when the amendments are first applied. For BT this will be from next financial year. At the date of initial application, the cumulative effect of applying the amendments will be recognised as an opening balance adjustment to retained earnings as at 1 April 2022. The comparatives will not be restated. The Group is in the process of finalising the impact of the standard. We do not expect the impact on adoption to be material.

#### IFRS 17 'Insurance Contracts'

We are in the process of assessing the impact of adopting this standard which is effective for BT from 1 April 2023.

#### Other

The following are not expected to have a significant impact on the consolidated financial statements:

- Disclosure of Accounting Policies (amendments to IAS 1 and IFRS practice statement 2)
- Definition of Accounting Estimate (amendments to IAS 8)
- Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction (amendments to IAS 12 Income Taxes)
- Classification of liabilities as current or non-current (Amendments to IAS 1)

#### Presentation of specific items

Our income statement and segmental analysis separately identify trading results before specific items ('adjusted'). The directors believe that presentation of our results in this way is relevant to an understanding of our financial performance, as specific items are identified by virtue of their size, nature or incidence.

This presentation is consistent with the way that financial performance is measured by management and reported to the Board and the Executive Committee and assists in providing a meaningful analysis of our trading results. In determining whether an event or transaction is specific, management considers quantitative as well as qualitative factors such as the frequency or predictability of occurrence.

## 1. Basis of preparation continued

Specific items may not be comparable to similarly titled measures used by other companies. Examples of charges or credits which meet the above definition include acquisitions or disposals of businesses and investments, historical regulatory penalties or litigation claims, business restructuring programmes including our current group-wide modernisation programme, asset impairment charges, property rationalisation programmes including our Better Workplace programme, net interest on pensions and the settlement of multiple tax years. In the event that other items meet the criteria, which are applied consistently from year to year, they are also treated as specific items.


Specific items for the current and prior year are disclosed in note 9.

## 2. Critical & key accounting estimates and significant judgements

The preparation of financial statements in conformity with IFRS requires the use of accounting estimates and assumptions. It also requires management to exercise its judgement in the process of applying our accounting policies. We continually evaluate our estimates, assumptions and judgements based on available information and experience. As the use of estimates is inherent in financial reporting, actual results could differ from these estimates.


Our critical accounting estimates are those estimates that carry a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year. We also make other key estimates when preparing the financial statements, which, while not meeting the definition of a critical estimate, involve a higher degree of complexity and can reasonably be expected to be of relevance to a user of the financial statements. Management has discussed its critical and other key accounting estimates and associated disclosures with the Audit and Risk Committee.

Significant judgements are those made by management in applying our significant accounting policies that have a material impact on the amounts presented in the financial statements. We may exercise significant judgement in our critical and key accounting estimates.

Our critical and key accounting estimates and significant judgements are described in the following notes to the financial statements. They can be identified by the following symbol .

Note	Critical estimate	Key estimate	Significant judgement
10. Current and deferred income tax	✓		✓
13. Goodwill impairment		✓	✓
15. Reasonable certainty and determination of lease terms			✓
19. Contingent liabilities associated with litigation	✓		✓
19. Other provisions and contingent liabilities		✓	✓
20. Pension obligations	✓		✓

## 3. Significant accounting policies that apply to the overall financial statements

The significant accounting policies applied in the preparation of our consolidated financial statements are set out below. Other significant accounting policies applicable to a particular area are disclosed in the most relevant note. They can be identified by the following symbol .

We have applied all policies consistently to all the years presented, unless otherwise stated.

### Basis of consolidation

The group financial statements consolidate the financial statements of BT Group plc and its subsidiaries, and include its share of the results of associates and joint ventures using the equity method of accounting. The group recognises its direct rights to (and its share of) jointly held assets, liabilities, revenues and expenses of joint operations under the appropriate headings in the consolidated financial statements.

All business combinations are accounted for using the acquisition method regardless of whether equity instruments or other assets are acquired. No material acquisitions were made in the year.

A subsidiary is an entity that is controlled by another entity, known as the parent or investor. An investor controls an investee when the investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Non-controlling interests in the net assets of consolidated subsidiaries, which consist of the amounts of those interests at the date of the original business combination and non-controlling share of changes in equity since the date of the combination, are not material to the group's financial statements.

The results of subsidiaries acquired or disposed of during the year are consolidated from and up to the date of change of control. Where necessary, accounting policies of subsidiaries have been aligned with the policies adopted by the group. All intra-group transactions including any gains or losses, balances, income or expenses are eliminated in full on consolidation.

When the group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. The profit or loss on disposal is recognised as a specific item.

### Inventories

Network maintenance equipment and equipment to be sold to customers are stated at the lower of cost or net realisable value, taking into account expected revenue from the sale of packages comprising a mobile handset and a subscription. Cost corresponds to purchase or production cost determined by either the first in first out (FIFO) or average cost method.

## Notes to the consolidated financial statements continued

### 3. Significant accounting policies that apply to the overall financial statements continued

#### Government grants

Government grants are recognised when there is reasonable assurance that the conditions associated with the grants have been complied with and the grants will be received.

Grants for the purchase or production of property, plant and equipment are deducted from the cost of the related assets and reduce future depreciation expense accordingly. Grants for the reimbursement of operating expenditure are deducted from the related category of costs in the income statement. Estimates and judgements applied in accounting for government grants received in respect of BDUK and other rural superfast broadband contracts are described in note 14.

Once a government grant is recognised, any related deferred income is treated in accordance with IAS 20 'Accounting for Government Grants and Disclosure of Government Assistance'.

#### Foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of transactions and the translation of monetary assets and liabilities denominated in foreign currencies at period end exchange rates are recognised in the income statement line which most appropriately reflects the nature of the item or transaction.

On consolidation, assets and liabilities of foreign undertakings are translated into sterling at year end exchange rates. The results of foreign undertakings are translated into sterling at the rates prevailing on the transaction dates (unless it is not a reasonable approximation of the cumulative effects, in which case income and expenses are translated at average rates of exchange for the year). Foreign exchange differences arising on the retranslation of foreign undertakings are recognised directly in a separate component of equity, the translation reserve.

In the event of the disposal of an undertaking with assets and liabilities denominated in a foreign currency, the cumulative translation difference associated with the undertaking in the translation reserve is charged or credited to the gain or loss on disposal recognised in the income statement.

#### Research and development

Research expenditure is recognised in the income statement in the period in which it is incurred. Development expenditure, including the cost of internally developed software, is recognised in the income statement in the period in which it is incurred unless it is probable that economic benefits will flow to the group from the asset being developed, the cost of the asset can be reliably measured and technical feasibility can be demonstrated, in which case it is capitalised as an intangible asset on the balance sheet.

Capitalisation ceases when the asset being developed is ready for use. Research and development costs include direct and indirect labour, materials and directly attributable overheads.

#### Termination benefits

Termination benefits (leaver costs) are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. We recognise termination benefits when they are demonstrably committed to the affected employees leaving the group.

## 4. Segment information

### Significant accounting policies that apply to segment information

#### Operating and reportable segments

Our operating segments are reported based on financial information provided to the Executive Committee, which is the key management committee and represents the 'chief operating decision maker'.

Our organisational structure reflects the different customer groups to which we provide communications products and services via our customer-facing units (CFUs): Consumer, Enterprise, Global and Openreach. The CFUs are supported by technology units (TUs) comprising Digital and Networks; and corporate units (CUs) including procurement and property management.

The CFUs are our reportable segments and generate substantially all of our revenue. TUs and CUs are not reportable segments as they did not meet the quantitative thresholds as set out in IFRS 8 'Operating Segments' for any of the years presented.

We aggregate the remaining operations and include within the 'Other' category to reconcile to the consolidated results of the group. The 'Other' category includes unallocated TU costs and our CUs.

#### Allocation of certain items to segments

Provisions for the settlement of significant legal, commercial and regulatory disputes, which are negotiated at a group level, are initially recorded in the 'Other' segment. On resolution of the dispute, the full impact is recognised in the results of the relevant CFU and offset in the group results through the utilisation of the provision previously charged to the 'Other' segment. Settlements which are particularly significant or cover more than one financial year may fall within the definition of specific items as detailed in note 9.

The costs incurred by TUs and CUs are recharged to the CFUs to reflect the services it provides to them. Depreciation and amortisation incurred by TUs in relation to the networks and systems they manage and operate on behalf of the CFUs is allocated to the CFUs based on their respective utilisation. Capital expenditure incurred by TUs for specific projects undertaken on behalf of the CFUs is allocated based on the value of the directly attributable expenditure incurred. Where projects are not directly attributable to a particular CFU, capital expenditure is allocated between them based on the proportion of estimated future economic benefits.

Specific items are detailed in note 9 and are not allocated to the reportable segments as this reflects how they are reported to the Executive Committee. Finance expense and income are not allocated to the reportable segments, as the central treasury function manages this activity, together with the overall net debt position of the group.

#### Measuring segment performance

Performance of each reportable segment is measured based on adjusted EBITDA. EBITDA is defined as the group profit or loss before interest, taxation, depreciation and amortisation. Adjusted EBITDA is defined as EBITDA before specific items, net non-interest related finance expense, and share of profits or losses of associates and joint ventures. Adjusted EBITDA is considered to be a useful measure of the operating performance of the CFUs because it approximates the underlying operating cash flow by eliminating depreciation and amortisation and also provides a meaningful analysis of trading performance by excluding specific items, which are disclosed separately by virtue of their size, nature or incidence.

#### Revenue recognition

Our revenue recognition policy is set out in Note 5.

#### Internal revenue and costs

Most of our internal trading relates to Openreach and arises on rentals, and any associated connection or migration charges, of the UK access lines and other network products to the CFUs, including the use of BT Ireland's network. This occurs both directly, and also indirectly, through TUs which are included within the 'Other' segment. Enterprise internal revenue arises from Consumer for mobile Ethernet access and TUs for transmission planning services. Internal revenue arising in Consumer relates primarily to employee broadband and wi-fi services. Intra-group revenue generated from the sale of regulated products and services is based on market price. Intra-group revenue from the sale of other products and services is agreed between the relevant CFUs and therefore the profitability of CFUs may be impacted by transfer pricing levels.

#### Geographic segmentation

The UK is our country of domicile and we generate the majority of our revenue from external customers in the UK. The geographic analysis of revenue is based on the country of origin in which the customer is invoiced. The geographic analysis of non-current assets, which exclude derivative financial instruments, investments and deferred tax assets, is based on the location of the assets.

## Notes to the consolidated financial statements continued

### 4. Segment information continued

#### Segment revenue and profit

Year ended 31 March 2022	Consumer £m	Enterprise £m	Global £m	Openreach £m	Other £m	Total £m
Segment revenue	9,858	5,157	3,362	5,441	27	23,845
Internal revenue	(83)	(105)	–	(2,812)	–	(3,000)
<b>Revenue from external customers<sup>a</sup></b>	<b>9,775</b>	<b>5,052</b>	<b>3,362</b>	<b>2,629</b>	<b>27</b>	<b>20,845</b>
<b>Adjusted EBITDA<sup>b</sup></b>	<b>2,262</b>	<b>1,636</b>	<b>456</b>	<b>3,179</b>	<b>44</b>	<b>7,577</b>
Depreciation and amortisation <sup>a</sup>	(1,421)	(724)	(355)	(1,876)	(29)	(4,405)
<b>Operating profit (loss)<sup>a</sup></b>	<b>841</b>	<b>912</b>	<b>101</b>	<b>1,303</b>	<b>15</b>	<b>3,172</b>
Specific items (note 9)						(287)
<b>Operating profit</b>						<b>2,885</b>
Net finance expense <sup>c</sup>						(922)
Share of post tax profit (loss) of associates and joint ventures						–
<b>Profit before tax</b>						<b>1,963</b>
Year ended 31 March 2021	Consumer £m	Enterprise £m	Global £m	Openreach £m	Other £m	Total £m
Segment revenue	9,885	5,449	3,731	5,244	23	24,332
Internal revenue	(97)	(109)	–	(2,756)	–	(2,962)
<b>Revenue from external customers<sup>a</sup></b>	<b>9,788</b>	<b>5,340</b>	<b>3,731</b>	<b>2,488</b>	<b>23</b>	<b>21,370</b>
<b>Adjusted EBITDA<sup>b</sup></b>	<b>2,128</b>	<b>1,704</b>	<b>596</b>	<b>2,937</b>	<b>50</b>	<b>7,415</b>
Depreciation and amortisation <sup>a</sup>	(1,281)	(740)	(405)	(1,707)	(214)	(4,347)
<b>Operating profit (loss)<sup>a</sup></b>	<b>847</b>	<b>964</b>	<b>191</b>	<b>1,230</b>	<b>(164)</b>	<b>3,068</b>
Specific items (note 9)						(481)
<b>Operating profit</b>						<b>2,587</b>
Net finance expense <sup>c</sup>						(791)
Share of post tax profit (loss) of associates and joint ventures						8
<b>Profit before tax</b>						<b>1,804</b>

a Before specific items.

b Adjusted EBITDA, defined as EBITDA before specific items, net non-interest related finance expense, and share of profits or losses of associates and joint ventures.

c Net finance expense includes specific item expense of £101m (FY21): £18m. See note 9.

#### Internal revenue and costs

	Internal cost recorded by					
	Consumer £m	Enterprise £m	Global £m	Openreach £m	Other £m	Total £m
Year ended 31 March 2022						
Internal revenue recorded by						
Consumer	–	47	18	–	18	83
Enterprise	19	–	26	–	60	105
Global	–	–	–	–	–	–
Openreach	1,649	937	212	–	14	2,812
Total	1,668	984	256	–	92	3,000
	Internal cost recorded by					
	Consumer £m	Enterprise £m	Global £m	Openreach £m	Other £m	Total £m
Year ended 31 March 2021						
Internal revenue recorded by						
Consumer	–	60	19	–	18	97
Enterprise	17	–	29	–	63	109
Global	–	–	–	–	–	–
Openreach	1,592	919	231	–	14	2,756
Total	1,609	979	279	–	95	2,962

#### 4. Segment information continued

##### Capital expenditure

Year ended 31 March 2022	Consumer £m	Enterprise £m	Global £m	Openreach £m	Other £m	Total £m
Intangible assets <sup>a</sup>	444	249	82	99	70	944
Property, plant and equipment <sup>b</sup>	754	320	119	2,449	221	3,863
<b>Capital expenditure excluding spectrum</b>	<b>1,198</b>	<b>569</b>	<b>201</b>	<b>2,548</b>	<b>291</b>	<b>4,807</b>
Purchase of spectrum <sup>a</sup>	388	91	–	–	–	479
<b>Capital expenditure</b>	<b>1,586</b>	<b>660</b>	<b>201</b>	<b>2,548</b>	<b>291</b>	<b>5,286</b>
Year ended 31 March 2021	Consumer £m	Enterprise £m	Global £m	Openreach £m	Other £m	Total £m
Intangible assets <sup>a</sup>	311	192	95	101	84	783
Property, plant and equipment <sup>b</sup>	771	300	93	2,148	121	3,433
<b>Capital expenditure</b>	<b>1,082</b>	<b>492</b>	<b>188</b>	<b>2,249</b>	<b>205</b>	<b>4,216</b>

a Additions to intangible assets as presented in note 13.

b Additions to property, plant and equipment as presented in note 14, inclusive of movement on engineering stores.

##### Geographic segmentation

##### Revenue from external customers

Year ended 31 March	2022 £m	2021 £m
UK	18,470	18,524
Europe, Middle East and Africa, excluding the UK	1,315	1,599
Americas	620	739
Asia Pacific	440	508
<b>Revenue<sup>a</sup></b>	<b>20,845</b>	<b>21,370</b>

a Before specific items.

##### Non-current assets

Year ended 31 March	2022 £m	2021 (Restated) <sup>a</sup> £m
UK	38,378	36,996
Europe, Middle East and Africa, excluding the UK	741	858
Americas	269	277
Asia Pacific	152	161
<b>Non-current assets<sup>b</sup></b>	<b>39,540</b>	<b>38,292</b>

a Prior year comparatives have been restated to reclassify a £1.3bn impairment of goodwill to more accurately reflect the region of the entity that the charge relates to. As a result the carrying amount of assets recorded in the UK region in the 2021 comparative has increased by £1.3bn, with an equal and opposite decrease in the Europe, Middle East and Africa region. This adjustment relates to the regional segmentation only and there is no impact on the initial measurement of the impairment charge or on amounts historically disclosed in note 13 Intangible Assets in respect of goodwill.

b Comprising the following balances presented in the group balance sheet: intangible assets; property, plant and equipment; right-of-use assets; associates and joint ventures; trade and other receivables and contract assets.

## Notes to the consolidated financial statements continued

### 5. Revenue

#### Significant accounting policies that apply to revenue

##### Revenue from contracts with customers in scope of IFRS 15

Most revenue recognised by the group (excluding Openreach where most revenue is recognised under the scope of IFRS 16) is in scope of IFRS 15 and is subject to the following revenue recognition policy.

On inception of the contract we identify a “performance obligation” for each of the distinct goods or services we have promised to provide to the customer. The consideration specified in the contract with the customer is allocated to each performance obligation identified based on their relative standalone selling prices, and is recognised as revenue as they are satisfied.

The table below summarises the performance obligations we have identified for our major service lines and provides information on the timing of when they are satisfied and the related revenue recognition policy. Also detailed in this note is revenue expected to be recognised in future periods for contracts in place at 31 March 2022 that contain unsatisfied performance obligations.

Service line	Performance obligations	Revenue recognition policy
<b>Information and communications technology (ICT) and managed networks</b>	Provision of networked IT services, managed network services, and arrangements to design and build software solutions. Performance obligations are identified for each distinct service or deliverable for which the customer has contracted, and are considered to be satisfied over the time period that we deliver these services or deliverables. Commitments to provide hardware to customers that are distinct from the other promises are considered to be satisfied at the point in time that control passes to the customer.	Revenue for services is recognised over time using a measure of progress that appropriately reflects the pattern by which the performance obligation is satisfied. For time and materials contracts, revenue is recognised as the service is received by the customer. Where performance obligations exist for the provision of hardware, revenue is recognised at the point in time that the customer obtains control of the promised asset. For long-term fixed price contracts revenue recognition will typically be based on the satisfaction of performance obligations in respect of the achievement of contract milestones and customer acceptance, which is the best measure of progress towards the completion of the performance obligation.
<b>Fixed access subscriptions</b>	Provision of broadband, TV and fixed telephony services including national and international calls, connections, line rental, and calling features. Performance obligations exist for each ongoing service provided to the customer and are satisfied over the period that the services are provided. Installation services are recognised as distinct performance obligations if their relationship with the other services in the contract is purely functional. These are satisfied when the customer benefits from the service. Connection services are not distinct performance obligations and are therefore combined with the associated service performance obligation.	Fixed subscription charges are recognised as revenue on a straight line basis over the period that the services are provided. Upfront charges for non-distinct connection and installation services are deferred as contract liabilities and are recognised as revenue over the same period. Variable charges such as call charges are recognised when the related services are delivered. Where installation activities are distinct performance obligations, revenue is recognised at the point in time that the installation is completed.
<b>Mobile subscriptions</b>	Provision of mobile postpaid and prepaid services, including voice minutes, SMS, and data services. Performance obligations exist for each ongoing service provided to the customer and are satisfied over the period that the services are provided.	Subscription fees, consisting primarily of monthly charges for access to internet or voice and data services, are recognised as the service is provided. One-off services such as calls outside of plan and excess data usage are recognised when the service is used.
<b>Equipment and other services</b>	Provision of equipment and other services, including mobile phone handsets and hardware such as set top boxes and broadband routers provided as part of customer contracts. Performance obligations are satisfied at the point in time that control passes to the customer. For other services, performance obligations are identified based on the distinct goods and services we have committed to provide.	Revenue from equipment sales is recognised at the point in time that control passes to the customer. Where payment is not received in full at the time of the sale, such as with equipment provided as part of mobile and fixed access subscriptions, contract assets are recognised for the amount due from the customer that will be recovered over the contract period. Revenue to be recognised is calculated by reference to the relative standalone selling price of the equipment. For other services, revenue is recognised when the related performance obligations are satisfied, which could be over time, in line with contract milestones, or at a point in time depending on the nature of the service.

## 5. Revenue continued

We recognise revenue based on the relative standalone selling price of each performance obligation. Determining the standalone selling price often requires judgement and may be derived from regulated prices, list prices, a cost-plus derived price, or the price of similar products when sold on a standalone basis by BT or a competitor. In some cases it may be appropriate to use the contract price when this represents a bespoke price that would be the same for a similar customer in a similar circumstance.

The fixed access and mobile subscription arrangements sold by our Consumer business are typically payable in advance, with any variable or one-off charges billed in arrears. Payment is received immediately for direct sales of equipment to customers. Where equipment is provided to customers under mobile and fixed access subscription arrangements, payment for the equipment is received over the course of the contract term. For sales by our enterprise businesses, invoices are issued in line with contractual terms. Payments received in advance are recognised as contract liabilities, amounts billed in arrears are recognised as contract assets.

We are applying the practical expedient to recognise revenue “as-invoiced” for certain fixed access and mobile subscription services revenues. Where we have a right to invoice at an amount that directly corresponds with performance to date, we recognise revenue at that amount. We have also adopted the practical expedient not to calculate the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied for these contracts.

We do not have any material obligations in respect of returns, refunds or warranties. Where we act as an agent in a transaction, such as insurance services offered, we recognise commission net of directly attributable costs. Where the actual and estimated costs to completion of the contract exceed the estimated revenue, a loss is recognised immediately.

We exercise judgement in assessing whether the initial set-up, transition and transformation phases of long-term contracts are distinct from the other services to be delivered under the contract and therefore represent distinct performance obligations. This determines whether revenue is recognised in the early stages of the contract, or deferred until delivery of the other services promised in the contract begins.

We recognise immediately the entire estimated loss for a contract when we have evidence that the contract is unprofitable. If these estimates indicate that any contract will be less profitable than previously forecast, contract assets may have to be written down to the extent they are no longer considered to be fully recoverable. We perform ongoing profitability reviews of our contracts in order to determine whether the latest estimates are appropriate. Key factors reviewed include:

- Transaction volumes or other inputs affecting future revenues which can vary depending on customer requirements, plans, market position and other factors such as general economic conditions.
- Our ability to achieve key contract milestones connected with the transition, development, transformation and deployment phases for customer contracts.
- The status of commercial relations with customers and the implications for future revenue and cost projections.
- Our estimates of future staff and third-party costs and the degree to which cost savings and efficiencies are deliverable.

### Revenue from lease arrangements in scope of IFRS 16

Some consumer broadband and TV products and arrangements to provide external communications providers with exclusive use of Openreach’s fixed-network telecommunications infrastructure meet the definition of operating leases under IFRS 16.

At inception of a contract, we determine whether the contract is, or contains a lease following the accounting policy set out in note 15. Arrangements meeting the definition of a lease in which we act as lessor are classified as operating or finance leases at lease inception based on an overall assessment of whether the lease transfers substantially all the risks and rewards incidental to ownership of the underlying asset. If this is the case then the lease is a finance lease; if not, it is an operating lease. For sub-leases, we make this assessment by reference to the characteristics of the right-of-use asset associated with the head lease rather than the underlying leased asset.

Income from arrangements classified as operating leases is presented as revenue where it relates to our core operating activities, for example leases of fixed-line telecommunications infrastructure to external communications providers and leases of devices to consumer customers as part of fixed access subscription products. Operating lease income from other arrangements is presented within other operating income (note 6).

We recognise operating lease payments as income on a straight-line basis over the lease term. Any upfront payments received, such as connection fees, are deferred over the lease term. Determining the lease term is subject to the significant judgements set out in note 15.

Where the contract contains both lease and non-lease components, the transaction price is allocated between the components on the basis of relative stand-alone selling price.

Where an arrangement is assessed as a finance lease we derecognise the underlying asset and recognise a receivable equivalent to the net investment in the lease. The receivable is measured based on future payments to be received discounted using the interest rate implicit in the lease, adjusted for any direct costs. Any difference between the derecognised asset and the finance lease receivable is recognised in the income statement. Where the nature of services delivered relates to our core operating activities it is presented as revenue. Where it relates to non-core activities it is presented within other operating income (note 6).

## Notes to the consolidated financial statements continued

### 5. Revenue continued

#### Disaggregation of external revenue

The following table disaggregates external revenue by our major service lines and by reportable segment.

Year ended 31 March 2022	Consumer £m	Enterprise £m	Global £m	Openreach £m	Other £m	Total £m
ICT and managed networks	–	1,715	1,672	–	–	3,387
Fixed access subscriptions	3,991	1,696	268	2,564	–	8,519
Mobile subscriptions	3,247	1,176	87	–	–	4,510
Equipment and other services	2,537	465	1,335	65	27	4,429
<b>Revenue before specific items</b>	<b>9,775</b>	<b>5,052</b>	<b>3,362</b>	<b>2,629</b>	<b>27</b>	<b>20,845</b>
Specific items <sup>a</sup> (note 9)						5
<b>Revenue</b>						<b>20,850</b>

Year ended 31 March 2021	Consumer £m	Enterprise £m	Global £m	Openreach £m	Other £m	Total £m
ICT and managed networks	–	1,993	1,977	–	–	3,970
Fixed access subscriptions	4,089	1,762	321	2,426	–	8,598
Mobile subscriptions	3,492	1,262	87	–	–	4,841
Equipment and other services	2,207	323	1,346	62	23	3,961
<b>Revenue before specific items</b>	<b>9,788</b>	<b>5,340</b>	<b>3,731</b>	<b>2,488</b>	<b>23</b>	<b>21,370</b>
Specific items <sup>a</sup> (note 9)						(39)
<b>Revenue</b>						<b>21,331</b>

a Relates to regulatory matters classified as specific. See note 9.

Revenue expected to be recognised in future periods for performance obligations that are not complete (or are partially complete) as at 31 March 2022 is £13,502m (FY21: £13,317m). Of this, £7,108m (FY21: £7,415m) relates to ICT and managed services contracts and equipment and other services which will substantially be recognised as revenue within three years. Fixed access and mobile subscription services typically have shorter contract periods and so £6,394m (FY21: £5,902m) will substantially be recognised as revenue within two years.

Revenue recognised this year relating to performance obligations that were satisfied, or partially satisfied, in previous years was not material. Revenue related to customers' unexercised rights (for example, unused amounts on prepaid SIM cards) was not material.

#### Lease income

Presented within revenue is £2,745m (FY21: £2,496m) income from arrangements classified as operating leases under IFRS 16 and which represent core business activities for the group. Income relates predominantly to Openreach's leases of fixed-line telecommunications infrastructure to external communications providers, classified as fixed access subscription revenue in the table above, and leases of devices to Consumer customers as part of fixed access subscription offerings, classified as equipment and other services.

During the year we also recognised £33m (FY21: £36m) operating lease income from non-core business activities which is presented in other operating income (note 6). This income relates primarily to sub-leases of unutilised properties.

Note 15 presents an analysis of payments to be received across the remaining term of operating lease arrangements.

We did not enter into any material finance lease arrangements during the year. In FY21 we renegotiated a non-strategic revenue contract delivered using elements of our leased buildings infrastructure, in exchange for an up-front payment of £196m. The revised arrangement, previously classified as an operating sub-lease, was reassessed as a finance sub-lease in line with the accounting policy set out above. We derecognised the £208m carrying amount of the associated right-of-use asset and a net deferred income balance of £33m previously reported within trade and other payables, and recognised in revenue a gain on disposal of £21m, consistent with the presentation of the previous operating lease income. As no further amounts were due, no finance lease receivable was recognised.

## 5. Revenue continued



### Contract assets and liabilities

#### Significant accounting policies that apply to contract assets and liabilities

We recognise contract assets for goods and services for which control has transferred to the customer before consideration is due. These assets mainly relate to mobile handsets provided upfront but paid for over the course of a contract. Contract assets are reclassified as receivables when the right to payment becomes unconditional and we have billed the customer.

Contract liabilities are recognised when we have received advance payment for goods and services that we have not transferred to the customer. These primarily relate to fees received for connection and installation services that are not distinct performance obligations.

Where the initial set-up, transition or transformation phase of a long-term contract is considered to be a distinct performance obligation we recognise a contract asset for any work performed but not billed. Conversely a contract liability is recognised where these activities are not distinct performance obligations and we receive upfront consideration. In this case eligible costs associated with delivering these services are capitalised as fulfilment costs, see note 17.

We provide for expected lifetime losses on contract assets following the policy set out in note 17.

Contract assets and liabilities are as follows:

Year ended 31 March	2022 £m	2021 £m
<b>Contract assets</b>		
Current	1,554	1,515
Non-current	361	344
	<b>1,915</b>	<b>1,859</b>
<b>Contract liabilities</b>		
Current	833	925
Non-current	170	167
	<b>1,003</b>	<b>1,092</b>

£880m of the contract liability at 31 March 2021 was recognised as revenue during the year (FY21: £886m). Impairment losses of £48m were recognised on contract assets during the year (FY21: £47m).

The expected credit loss provisions recognised against contract assets vary across the group due to the nature of our customers; the expected loss rate at 31 March 2022 was 3% (FY21: 4%).

## Notes to the consolidated financial statements continued

### 6. Operating costs

Year ended 31 March	Notes	2022 £m	2021 £m
<b>Operating costs by nature</b>			
Staff costs:			
Wages and salaries		3,746	4,096
Social security costs		400	403
Other pension costs	20	591	591
Share-based payment expense	22	108	72
<b>Total staff costs</b>		<b>4,845</b>	<b>5,162</b>
Own work capitalised		(989)	(895)
<b>Net staff costs</b>		<b>3,856</b>	<b>4,267</b>
Net indirect labour costs <sup>a</sup>		354	294
<b>Net labour costs</b>		<b>4,210</b>	<b>4,561</b>
Product costs <sup>b</sup>		3,166	3,387
Sales commissions <sup>b</sup>		628	683
Payments to telecommunications operators		1,346	1,517
Property and energy costs		1,028	1,025
Network operating and IT costs		904	916
TV programme rights charges		879	786
Provision and installation		678	558
Marketing and sales		312	255
Net impairment losses on trade receivables and contract assets <sup>c</sup>		102	150
Other operating costs		256	343
Other operating income		(241)	(226)
Depreciation and amortisation <sup>d</sup>			
Property, plant and equipment	14	2,669	2,460
Right-of-use assets	15	688	690
Intangible assets	13	1,048	1,197
<b>Total operating costs before specific items</b>		<b>17,673</b>	<b>18,302</b>
Specific items	9	292	442
<b>Total operating costs</b>		<b>17,965</b>	<b>18,744</b>
Operating costs before specific items include the following:			
Leaver costs <sup>e</sup>		15	11
Research and development expenditure <sup>f</sup>		604	720
Foreign currency losses/(gains)		3	(9)
Inventories recognised as an expense		2,297	2,315

a Net of capitalised indirect labour costs of £871m (FY21: £748m).

b Product costs and sales commissions now presented as separate line items having historically been combined. FY21 comparatives have been re-presented for consistency.

c Consists of net impairment losses on trade receivables and contract assets in Consumer of £86m (FY21: £115m), in Enterprise of £5m (FY21: £33m), in Global of £7m (FY21: £nil), in Openreach of £3m (FY21: £2m) and in Other of £1m (FY21: £nil).

d FY22 depreciation and amortisation charges include impairment of £13m on intangible assets, £11m on owned assets and £12m on right-of-use assets.

e Leaver costs are included within wages and salaries, except for leaver costs of £170m (FY21: £270m) associated with restructuring costs, which have been recorded as specific items.

f Research and development expenditure includes amortisation of £543m (FY21: £650m) in respect of capitalised development costs and operating expenses of £61m (FY21: £69m). In addition, the group capitalised software development costs of £601m (FY21: £519m).

During the year we implemented a new accounting system along with a new chart of accounts that has provided improved visibility of the group's cost base. As a result we have refined the classification of costs within the operating costs disclosure for FY22. Improved data has allowed us to better allocate subcontractor costs to indirect labour costs, and allocate more costs to named cost categories as opposed to within other operating costs. Following detailed analysis of the underlying causes of reallocations we have concluded they are not indicative of material errors in previously published financial data including the FY21 comparatives.

## 6. Operating costs continued

### Who are our key management personnel and how are they compensated?

Key management personnel comprise executive and non-executive directors and members of the Executive Committee.

Compensation of key management personnel is shown in the table below:

Year ended 31 March	2022 £m	2021 £m
Short-term employee benefits	17.7	9.3
Post employment benefits <sup>a</sup>	0.7	0.9
Share-based payments	6.7	4.9
Termination benefits	–	0.2
	<b>25.1</b>	<b>15.3</b>

<sup>a</sup> Post employment benefits include cash pension allowances paid to the chief executive and chief financial officer. The group does not contribute to defined contribution or defined benefit pension schemes on behalf of key management personnel.

Key management personnel are compensated solely in the form of cash and share-based payments. During the current and prior years, key management personnel made no gains from exercise of share options.

## 7. Employees

Number of employees in the group <sup>a</sup>	2022		2021	
	Year end 000	Average 000	Year end 000	Average 000
UK	79.9	80.2	80.4	81.3
Non-UK	18.5	18.8	19.3	20.9
<b>Total employees</b>	<b>98.4</b>	<b>99.0</b>	<b>99.7</b>	<b>102.2</b>

Number of employees in the group <sup>a</sup>	2022		2021	
	Year end 000	Average 000	Year end 000	Average 000
Consumer	16.6	17.2	18.5	19.2
Enterprise	11.5	11.4	11.3	11.4
Global	13.2	13.8	12.8	14.4
Openreach	37.3	36.4	35.4	34.8
Other	19.8	20.2	21.7	22.4
<b>Total employees</b>	<b>98.4</b>	<b>99.0</b>	<b>99.7</b>	<b>102.2</b>

<sup>a</sup> These reflect the full-time equivalent of full and part-time employees.

## 8. Audit, audit related and other non-audit services

The following fees were paid or are payable to the company's auditors, KPMG LLP and other firms in the KPMG network.

Year ended 31 March	2022 £000	2021 £000
Fees payable to the company's auditors and its associates for:		
Audit services <sup>a</sup>		
The audit of the parent company and the consolidated financial statements	11,400	10,482
The audit of the company's subsidiaries	6,009	6,280
	<b>17,409</b>	<b>16,762</b>
<b>Audit related assurance services<sup>b</sup></b>	<b>3,169</b>	<b>1,993</b>
<b>Other non-audit services</b>		
All other assurance services	127	155
<b>Total services</b>	<b>20,705</b>	<b>18,910</b>

<sup>a</sup> Services in relation to the audit of the parent company and the consolidated financial statements. This also includes fees payable for the statutory audits of the financial statements of subsidiary companies. This excludes amounts for the audit of BT Group Employee Share Ownership Trust and Ilford Trustees (Jersey) Limited amounting to £22,000 (FY21: £21,000).

<sup>b</sup> Includes services that are required by law or regulation to be carried out by an appointed auditor and services that support us to fulfil obligations required by law or regulation. This includes fees for the review of interim results and the accrued fee for the audit of the group's regulatory financial statements. In FY22 this included fees of £789,000 to support divestment transactions (FY21: £nil).

## Notes to the consolidated financial statements continued

### 8. Audit, audit related and other non-audit services continued

The BT Pension Scheme is an associated pension fund as defined in the Companies (Disclosure of Auditor Remuneration and Liability Limitation Agreements) (Amendment) Regulations 2011. In FY22 KPMG LLP received total fees from the BT Pension Scheme of £1.6m (FY21: £1.5m) in respect of the following services:

Year ended 31 March	2022 £000	2021 £000
Audit of financial statements of associates	1,602	1,494
Audit-related assurance services	16	9
<b>Total services</b>	<b>1,618</b>	<b>1,503</b>

### 9. Specific items

#### Significant accounting policies that apply to specific items

Our income statement and segmental analysis separately identify trading results on an adjusted basis, being before specific items. The directors believe that presentation of the group's results in this way is relevant to an understanding of the group's financial performance as specific items are those that in management's judgement need to be disclosed by virtue of their size, nature or incidence.

This presentation is consistent with the way that financial performance is measured by management and reported to the Board and the Executive Committee and assists in providing an additional analysis of our reporting trading results. Specific items may not be comparable to similarly titled measures used by other companies.

In determining whether an event or transaction is specific, management considers quantitative as well as qualitative factors. Examples of charges or credits meeting the above definition and which have been presented as specific items in the current and/or prior years include business restructuring programmes, acquisitions and disposals of businesses and investments, charges or credits relating to retrospective regulatory matters, property rationalisation programmes, significant out of period contract settlements, net interest on our pension obligation, and the impact of remeasuring deferred tax balances. In the event that items meet the criteria, which are applied consistently from year to year, they are treated as specific items. Any releases to provisions originally booked as a specific item are also classified as specific.

In FY20 we included the impacts of Covid-19 on various balance sheet items as at 31 March 2020 as specific. Any releases to this provision have been released through specific items in FY21 and FY22. The impact of Covid-19 on underlying trading is recognised in our underlying (adjusted) results and not as a specific item.

Year ended 31 March	2022 £m	2021 £m
<b>Revenue</b>		
Retrospective regulatory matters	(5)	39
	<b>(5)</b>	<b>39</b>
<b>Operating costs</b>		
Restructuring charges	347	421
Divestment-related items	(36)	(60)
Covid-19	(19)	(17)
Retrospective regulatory matters	–	(4)
Settlement with Dixons Carphone	–	149
Sale of spectrum	–	(66)
Property rationalisation	–	19
	<b>292</b>	<b>442</b>
<b>Operating loss</b>	<b>287</b>	<b>481</b>
<b>Net finance expense</b>		
Divestment-related items	8	–
Interest expense on retirement benefit obligation	93	18
	<b>101</b>	<b>18</b>
<b>Net specific items charge before tax</b>	<b>388</b>	<b>499</b>
<b>Taxation</b>		
Tax credit on specific items above	(80)	(96)
Tax charge on re-measurement of deferred tax	420	–
	<b>340</b>	<b>(96)</b>
<b>Net specific items charge after tax</b>	<b>728</b>	<b>403</b>

## 9. Specific items continued

### Retrospective regulatory matters

We recognised a net credit of £5m (FY21: net charge of £35m) in relation to historic regulatory matters, recognised in revenue. This reflects the movement in provisions relating to various matters.

### Restructuring charges

In the year we have incurred charges of £347m (FY21: £421m), primarily relating to leaver costs, staff costs where colleagues are working exclusively on transformation programmes, and consultancy costs. These costs reflect projects within our Group-wide modernisation programme, first announced in May 2020, which will deliver gross annualised cost benefits of £2.5bn by FY25, at an expected cost of £1.3bn. £0.8bn costs have been incurred to date.

### Divestment-related items

We recognised a credit of £36m (FY21: £60m). This primarily relates to a gain on disposal of £43m relating to the sale of Diamond IP, a non-core software business in America. This was offset by an £8m loss on disposal of business units in Italy serving customers in the public administration and SME sectors. There were also some small true-up charges on previous transactions and costs relating to ongoing divestment projects. A charge of £8m (FY21: £nil) was also recognised in finance expense relating to a hedge which became ineffective due to divestment activity.

In FY21 we completed the sale of our domestic operations in Spain and recorded a net gain of £80m. We also incurred net losses on the disposal of our domestic operations in Latin America and France of £11m and recognised £9m of other divestment related costs, including an additional £4m loss on disposal of a number of other businesses.

### Covid-19

In FY20 we recognised one-off charges of £95m relating to the impact of Covid-19 on various balance sheet items. Any releases of this provision have also been booked as a specific item. During FY22 we released £19m (FY21: £17m) of these provisions which were not needed. At 31 March 2022 we retained £12m (31 March 2021: £55m) of provisions related to Covid-19.

### Settlement with Dixons Carphone

In FY21, following the expiry of the retail agreement between Dixons Carphone and EE Limited, we mutually agreed to resolve all outstanding matters which primarily related to contingent revenue share costs that could have previously been recognised over future years. The associated cost of £149m which includes the agreed cash payment and the write-off of balance sheet prepayments and accruals was treated as a specific item in the FY21 results. The associated cash payment was made in April 2021.

### Sale of spectrum

In FY21 we sold 25 MHz of unpaired 2.6 GHz spectrum and recognised a gain on disposal of £66m as a specific item.

### Property rationalisation costs

In FY21, we recognised costs of £19m relating to rationalisation of our property portfolio under our Better Workplace programme. In FY22, property rationalisation costs have been classified as restructuring charges where they fall under the previously announced transformation programme.

### Interest expense on retirement benefit obligation

During the year we incurred £93m (FY21: £18m) of interest costs in relation to our defined benefit pension obligations.

### Tax on specific items

A tax credit of £80m (FY21: £96m) was recognised in relation to specific items.

### Remeasurement of deferred tax balances

We have remeasured our deferred tax balances following the enactment of the new UK corporation tax rate of 25% from April 2023. The corresponding adjustment comprises a net tax charge of £420m in the income statement and a non-recurring tax credit of £298m in the statement of comprehensive income. This is classified as a specific item due to its size and the out of period nature of this charge.

## Notes to the consolidated financial statements continued

### 10. Taxation

#### Significant accounting policies that apply to taxation

Current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the group's subsidiaries, associates and joint ventures operate and generate taxable income. We periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation, and establish provisions where appropriate on the basis of the amounts expected to be paid to tax authorities.

Deferred tax is recognised, using the liability method, in respect of temporary differences between the carrying amount of our assets and liabilities and their tax base. Deferred tax is determined using tax rates that are expected to apply in the periods in which the asset is realised or liability settled, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis. Any remaining deferred tax asset is recognised only when, on the basis of all available evidence, it can be regarded as probable that there will be suitable taxable profits, within the same jurisdiction, in the foreseeable future against which the deductible temporary difference can be utilised. Deferred tax balances for which there is a right of offset within the same jurisdiction are presented net on the face of the group balance sheet as permitted by IAS 12, with the exception of deferred tax related to our pension schemes which is disclosed within deferred tax assets.

#### Critical accounting estimates and significant judgements made in accounting for taxation

We seek to pay tax in accordance with the laws of the countries where we do business. However, in some areas these laws are unclear, and it can take many years to agree an outcome with a tax authority or through litigation. We estimate our tax on country-by-country and issue-by-issue bases. Our key uncertainties are whether EE's tax losses will be available to us, whether our intra-group trading model will be accepted by a particular tax authority and whether intra-group payments are subject to withholding taxes. We provide for the predicted outcome where an outflow is probable, but the agreed amount can differ materially from our estimates. Approximately 81% by value of the provisions are under active tax authority examination and are therefore likely to be re-estimated or resolved in the coming 12 months. £194m (FY21: £200m) is included in current tax liabilities or offset against current tax assets where netting is appropriate.

Under a downside case an additional amount of £543m could be required to be paid, of which £444m would relate to EE losses. This amount is not provided as we don't consider this outcome to be probable.

Deciding whether to recognise deferred tax assets is judgemental. We only recognise them when we consider it is probable that they can be recovered. In making this judgement we consider evidence such as historical financial performance, future financial plans and trends, the duration of existing customer contracts and whether our intra-group pricing model has been agreed by the relevant tax authority.

The value of the group's income tax assets and liabilities is disclosed on the group balance sheet. The value of the group's deferred tax assets and liabilities is disclosed below.

#### Analysis of our taxation expense for the year

Year ended 31 March	2022 £m	2021 £m
<b>United Kingdom</b>		
Corporation tax at 19% (FY21: 19%)	–	(300)
Adjustments in respect of earlier years <sup>a</sup>	223	6
<b>Non-UK taxation</b>		
Current	(78)	(65)
Adjustments in respect of earlier years	7	6
<b>Total current taxation (expense)</b>	<b>152</b>	<b>(353)</b>
<b>Deferred taxation</b>		
Origination and reversal of temporary differences	(102)	6
Adjustments in respect of earlier years <sup>a</sup>	(190)	12
Impact of change in UK corporation tax rate to 25% (FY21: 19%)	(420)	–
Remeasurement of temporary differences	(129)	3
<b>Total deferred taxation (expense) / credit</b>	<b>(841)</b>	<b>21</b>
<b>Total taxation (expense)</b>	<b>(689)</b>	<b>(332)</b>

<sup>a</sup> During the period certain prior period tax issues were resolved at a net tax cost of £69m, comprising a £263m deferred tax charge and a £194m current tax credit.

## 10. Taxation continued

### Factors affecting our taxation expense for the year

The taxation expense on the profit for the year differs from the amount computed by applying the UK corporation tax rate to the profit before taxation as a result of the following factors:

Year ended 31 March	2022 £m	2021 £m
<b>Profit before taxation</b>	<b>1,963</b>	<b>1,804</b>
Expected taxation expense at UK rate of 19% (FY21: 19%)	(373)	(343)
Effects of:		
(Higher)/lower taxes on non-UK profits	(4)	15
Net permanent differences between tax and accounting <sup>a</sup>	179	(34)
Adjustments in respect of earlier years <sup>b</sup>	40	24
Prior year non-UK losses used against current year profits	20	12
Non-UK losses not recognised <sup>c</sup>	(2)	(9)
Re-measurement of deferred tax balances	(549)	3
<b>Total taxation expense</b>	<b>(689)</b>	<b>(332)</b>
Exclude specific items (note 9)	340	(96)
<b>Total taxation expense before specific items</b>	<b>(349)</b>	<b>(428)</b>

a Includes income that is not taxable or UK income taxable at a different rate, and expenses for which no tax relief is received. Examples include some types of depreciation and amortisation, the benefit of R&D tax incentives and super-deduction on capital expenditure. The most significant element of this amount is the benefit from the super-deduction (£172m).

b Reflects the differences between initial accounting estimates and tax returns submitted to tax authorities, including the release and establishment of provisions for uncertain tax positions.

c Reflects losses made in countries where it has not been considered appropriate to recognise a deferred tax asset, as future taxable profits are not probable.

### Tax components of other comprehensive income

Year ended 31 March	2022 Tax credit (expense) £m	2021 Tax credit (expense) £m
<b>Taxation on items that will not be reclassified to the income statement</b>		
Pension remeasurements	(399)	918
<b>Tax on items that have been or may be reclassified subsequently to the income statement</b>		
Exchange differences on translation of foreign operations	–	22
Fair value movements on cash flow hedges		
– net fair value gains or (losses)	(31)	111
– recognised in income and expense	–	–
<b>Total tax recognised in other comprehensive income</b>	<b>(430)</b>	<b>1,051</b>
Current tax credit <sup>a</sup>	8	203
Deferred tax credit (expense)	(438)	848
<b>Total tax recognised in other comprehensive income</b>	<b>(430)</b>	<b>1,051</b>

a Includes £nil (FY21: £181m) relating to cash contributions made to reduce retirement benefit obligations.

### Tax (expense) credit recognised directly in equity

Year ended 31 March	2022 £m	2021 £m
Tax (expense) credit relating to share-based payments	11	5

## Notes to the consolidated financial statements continued

### 10. Taxation continued

#### Deferred taxation

	Fixed asset temporary differences £m	Retirement benefit obligations <sup>a</sup> £m	Share- based payments £m	Tax losses £m	Other £m	Jurisdictional offset £m	Total £m
<b>At 1 April 2020</b>	<b>1,590</b>	<b>(176)</b>	<b>(7)</b>	<b>(66)</b>	<b>(33)</b>	<b>–</b>	<b>1,308</b>
Expense (credit) recognised in the income statement	(11)	(13)	(8)	2	9	–	(21)
Expense (credit) recognised in other comprehensive income	–	(737)	–	–	(111)	–	(848)
Exchange differences	–	–	(5)	–	–	–	(5)
Transfer to held for sale (note 23)	8	–	–	(2)	–	–	6
<b>At 31 March 2021</b>	<b>1,587</b>	<b>(926)</b>	<b>(20)</b>	<b>(66)</b>	<b>(135)</b>	<b>–</b>	<b>440</b>
<b>Non-current</b>							
Deferred tax asset	–	(926)	(20)	(66)	(135)	158	(989)
Deferred tax liability	1,587	–	–	–	–	(158)	1,429
<b>At 31 March 2021</b>	<b>1,587</b>	<b>(926)</b>	<b>(20)</b>	<b>(66)</b>	<b>(135)</b>	<b>–</b>	<b>440</b>
Expense (credit) recognised in the income statement	1,326	(33)	(5)	(434)	(13)	–	841
Expense (credit) recognised in other comprehensive income	–	764	–	(354)	28	–	438
Expense (credit) recognised in equity	–	–	(11)	–	–	–	(11)
Acquisition of subsidiary	–	–	–	(3)	–	–	(3)
Transfer from current tax	–	–	–	–	(34)	–	(34)
<b>At 31 March 2022</b>	<b>2,913</b>	<b>(195)</b>	<b>(36)</b>	<b>(857)</b>	<b>(154)</b>	<b>–</b>	<b>1,671</b>
<b>Non-current</b>							
Deferred tax asset	–	(195)	(36)	(857)	(154)	953	(289)
Deferred tax liability	2,913	–	–	–	–	(953)	1,960
<b>At 31 March 2022</b>	<b>2,913</b>	<b>(195)</b>	<b>(36)</b>	<b>(857)</b>	<b>(154)</b>	<b>–</b>	<b>1,671</b>

<sup>a</sup> Includes a deferred tax asset of £5m (FY21: £1m) arising on contributions payable to defined contribution pension plans.

The majority of the deferred tax assets and liabilities noted above are anticipated to be realised after more than 12 months.

#### What factors affect our future tax charges?

We expect a large proportion of our capital spend on fibre roll-out to be eligible for the Government's super-deduction regime, which allows for enhanced and accelerated tax relief for qualifying capital expenditure. These enhanced deductions are available for FY22 and FY23, driving a projected UK tax loss and no UK tax payments for these periods. These deductions together with accelerated deductions relating to pension contributions result in c.£5bn of tax losses expected to be carried forward from FY23.

#### What are our unrecognised tax losses and other temporary differences?

At 31 March 2022 we had operating losses and other temporary differences carried forward in respect of which no deferred tax assets were recognised amounting to £3.8bn (FY21: £4.1bn). Our other temporary differences have no expiry date restrictions. The expiry date of operating losses carried forward is dependent upon the tax law of the various territories in which the losses arose. A summary of expiry dates for losses in respect of which restrictions apply is set out below:

At 31 March 2022	£m	Expiry
<b>Restricted losses</b>		
Europe	1	2022 – 2025
Americas	368	2022 – 2045
Other	3	2022 – 2030
<b>Total restricted losses</b>	<b>372</b>	
Unrestricted operating losses	3,095	No expiry
Other temporary differences	313	No expiry
<b>Total</b>	<b>3,780</b>	

## 10. Taxation continued

At 31 March 2022 we had UK capital losses carried forward in respect of which no deferred tax assets were recognised amounting to £16.8bn (FY21: £16.8bn). These losses have no expiry date, but we consider the future utilisation of significant amounts of these losses to be remote.

At 31 March 2022 the undistributed earnings of non-UK subsidiaries were £1.9bn (FY21: £1.8bn). No deferred tax liabilities have been recognised in respect of these unremitted earnings because the group is in a position to control the timing of any dividends from subsidiaries and hence any tax consequences that may arise. Under current tax rules, tax of £35m (FY21: £43m) would arise if these earnings were to be repatriated to the UK.

## 11. Earnings per share

### How is earnings per share calculated?

Basic earnings per share is calculated by dividing the profit after tax attributable to equity shareholders by the weighted average number of shares in issue after deducting the own shares held by employee share ownership trusts and treasury shares.

In calculating the diluted earnings per share, share options outstanding and other potential shares have been taken into account where the impact of these is dilutive.

Year ended 31 March	2022	2021
Basic weighted average number of shares (millions)	9,866	9,905
Dilutive shares from share options (millions)	105	30
Dilutive shares from share awards (millions)	165	137
Diluted weighted average number of shares (millions)	<b>10,136</b>	<b>10,072</b>
Basic earnings per share	12.9p	14.8p
Diluted earnings per share	12.5p	14.6p

The earnings per share calculations are based on profit after tax attributable to equity shareholders of the parent company which excludes non-controlling interests. Profit after tax was £1,274m (FY21: £1,472m) and profit after tax attributable to non-controlling interests was £2m (FY21: £3m). Profit attributable to non-controlling interests is not presented separately in the financial statements as it is not material.

## 12. Dividends

### What is the group's dividend policy?

We have a progressive dividend policy to maintain or grow the dividend each year whilst taking into consideration a number of factors including underlying medium-term earnings expectations and levels of business reinvestment.

### What dividends have been paid?

A final dividend of 5.39p per share amounting to approximately £528m is proposed in respect of the year ended 31 March 2022 (FY21: no final dividend paid). An interim dividend of 2.31p per share amounting to £227m was paid on 7 February 2022 (FY21: no interim dividend paid). This value may differ from the amount shown for equity dividends paid in the group cash flow statement, which represents the actual cash paid in relation to dividend cheques that have been presented over the course of the financial year.

No dividends were paid in the year ended 31 March 2021.

Year ended 31 March	2022		2021	
	pence per share	£m	pence per share	£m
Interim dividend in respect of the current year	<b>2.31</b>	<b>227</b>	–	–

## Notes to the consolidated financial statements continued

### 13. Intangible assets

#### Significant accounting policies that apply to intangible assets

We recognise identifiable intangible assets where we control the asset, it is probable that future economic benefits attributable to the asset will flow to the group, and we can reliably measure the cost of the asset. We amortise all intangible assets, other than goodwill, over their useful economic life. The method of amortisation reflects the pattern in which the assets are expected to be consumed. If the pattern cannot be determined reliably, the straight line method is used.

#### Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the group's share of the identifiable net assets (including intangible assets) of the acquired business. Our goodwill impairment policy is set out later in this note.

#### Acquired intangible assets – customer relationships and brands

Intangible assets such as customer relationships or brands acquired through business combinations are recorded at fair value at the date of acquisition and subsequently carried at amortised cost. Assumptions are used in estimating the fair values of these relationships or brands and include management's estimates of revenue and profits to be generated by them.

#### Telecommunications licences

Licence fees paid to governments, which permit telecommunications activities to be operated for defined periods, are initially recorded at cost and amortised from the time the network is available for use to the end of the licence period or where our usage can extend beyond the initial licence period, over the period we expect to benefit from the use of the licences, which is typically 20 years. Licences acquired through business combinations are recorded at fair value at the date of acquisition and subsequently carried at amortised cost. The fair value is based on management's assumption of future cash flows using market expectations at acquisition date.

#### Computer software

Computer software comprises computer software licences purchased from third parties, and also the cost of internally developed software. Computer software licences purchased from third parties are initially recorded at cost. We only capitalise costs directly associated with the production of internally developed software, including direct and indirect labour costs of development, where it is probable that the software will generate future economic benefits, the cost of the asset can be reliably measured and technical feasibility can be demonstrated, in which case it is capitalised as an intangible asset on the balance sheet. Costs which do not meet these criteria and research costs are expensed as incurred.

Our development costs which give rise to internally developed software include upgrading the network architecture or functionality and developing service platforms aimed at offering new services to our customers.

#### Other

Other intangible assets include website development costs and other licences. Items are capitalised at cost and amortised on a straight line basis over their useful economic life or the term of the contract.

#### Estimated useful economic lives

The estimated useful economic lives assigned to the principal categories of intangible assets are as follows:

- Computer software 2 to 10 years
- Telecommunications licences 2 to 20 years
- Customer relationships and brands 1 to 15 years

#### Impairment of intangible assets

Intangible assets with finite useful lives are tested for impairment if events or changes in circumstances (assessed at each reporting date) indicate that the carrying amount may not be recoverable. When an impairment test is performed, the recoverable amount is assessed by reference to the higher of the net present value of the expected future cash flows (value in use) of the relevant cash generating unit and the fair value less costs to dispose.

Goodwill is reviewed for impairment at least annually as described below. Impairment losses are recognised in the income statement, as a specific item. If a cash generating unit is impaired, impairment losses are allocated firstly against goodwill, and secondly on a pro-rata basis against intangible and other assets.

## 13. Intangible assets continued

	Goodwill £m	Customer relationships and brands <sup>a</sup> £m	Telecoms licences and other <sup>b</sup> £m	Internally developed software <sup>c</sup> £m	Purchased software <sup>c</sup> £m	Total £m
<b>Cost</b>						
<b>At 1 April 2020</b>	<b>7,945</b>	<b>3,397</b>	<b>3,032</b>	<b>4,354</b>	<b>1,118</b>	<b>19,846</b>
Additions	–	–	–	596	187	783
Disposals and adjustments <sup>d</sup>	1	–	(19)	(240)	(122)	(380)
Transfers	–	–	–	46	(37)	9
Exchange differences	(108)	(14)	–	(3)	(11)	(136)
<b>At 31 March 2021</b>	<b>7,838</b>	<b>3,383</b>	<b>3,013</b>	<b>4,753</b>	<b>1,135</b>	<b>20,122</b>
Additions <sup>e</sup>	–	–	479	793	151	1,423
Acquisitions	94	–	–	–	2	96
Disposals and adjustments <sup>d</sup>	(7)	–	(3)	(239)	(272)	(521)
Transfers	–	–	1	45	(44)	2
Exchange differences	43	–	–	1	(1)	43
Transfer to assets held for sale <sup>f</sup>	(51)	–	–	(7)	–	(58)
<b>At 31 March 2022</b>	<b>7,917</b>	<b>3,383</b>	<b>3,490</b>	<b>5,346</b>	<b>971</b>	<b>21,107</b>
<b>Accumulated amortisation</b>						
<b>At 1 April 2020</b>	<b>–</b>	<b>1,930</b>	<b>574</b>	<b>2,951</b>	<b>502</b>	<b>5,957</b>
Charge for the year	–	322	162	593	120	1,197
Disposals and adjustments <sup>d</sup>	–	–	(2)	(242)	(119)	(363)
Transfers	–	–	–	(1)	1	–
Exchange differences	–	(14)	–	(2)	(10)	(26)
<b>At 31 March 2021</b>	<b>–</b>	<b>2,238</b>	<b>734</b>	<b>3,299</b>	<b>494</b>	<b>6,765</b>
Charge for the year <sup>g</sup>	–	231	179	529	109	1,048
Disposals and adjustments <sup>d</sup>	–	–	(5)	(229)	(278)	(512)
Transfers	–	–	–	(2)	2	–
Exchange differences	–	–	–	1	(1)	–
Transfer to assets held for sale <sup>f</sup>	–	–	–	(3)	–	(3)
<b>At 31 March 2022</b>	<b>–</b>	<b>2,469</b>	<b>908</b>	<b>3,595</b>	<b>326</b>	<b>7,298</b>
<b>Carrying amount</b>						
<b>At 31 March 2021</b>	<b>7,838</b>	<b>1,145</b>	<b>2,279</b>	<b>1,454</b>	<b>641</b>	<b>13,357</b>
<b>At 31 March 2022</b>	<b>7,917</b>	<b>914</b>	<b>2,582</b>	<b>1,751</b>	<b>645</b>	<b>13,809</b>

a The remaining unamortised balance of customer relationships and brands relates to customer relationships recognised on acquisition of EE.

b Telecoms licences and other primarily represents spectrum licences. These include 2100 MHz licence with book value of £693m (FY21: £744m), 1800 MHz with book value of £636m (FY21: £682m), 700MHz with book value of £297m (FY21: £nil), 3400 MHz with book value of £258m (FY21: £274m) and 2600 MHz with book value of £227m (FY21: £247m). Spectrum licences are being amortised over a period between 14 and 20 years.

c Includes a carrying amount of £1,046m (FY21: £608m) in respect of assets under construction, which are not yet amortised.

d Fully depreciated assets in the group's fixed asset registers were reviewed during the year, as part of the group's annual asset verification exercise, and certain assets that were no longer in use have been written off, reducing cost and accumulated depreciation by £0.4bn (FY21: £0.3bn).

e Additions to telecoms licences and other assets include £479m recognised in relation to spectrum which represents the amount paid to Ofcom to secure the spectrum bands together with the related interference mitigation provision.

f Assets transferred to held for sale during FY22 relate to our BT Sport operations. See note 23.

g Amortisation charge for FY22 includes impairment charges of £13m.

## Notes to the consolidated financial statements continued

### 13. Intangible assets continued

#### Impairment of goodwill

##### Significant accounting policies that apply to impairment of goodwill

We perform an annual goodwill impairment review.

Goodwill recognised in a business combination does not generate cash flows independently of other assets or groups of assets. As a result, the recoverable amount, being the value in use, is determined at a cash generating unit (CGU) level. These CGUs represent the smallest identifiable groups of assets that generate cash inflows that are largely independent of the cash inflows from other groups of assets. Our CGUs are deemed to be Consumer, Enterprise, and Global.

We allocate goodwill to each of the CGUs that we expect to benefit from the business combination. Each CGU to which goodwill is allocated represents the lowest level within the group at which the goodwill is monitored for internal management purposes.

The value in use of each CGU is determined using cash flow projections derived from financial plans approved by the Board covering a five-year period. They reflect management's expectations of revenue, EBITDA growth, capital expenditure, working capital and operating cash flows, based on past experience and future expectations of business performance. Cash flows beyond the fifth year have been extrapolated using perpetuity growth rates.

##### Key accounting estimates and significant judgements made in reviewing goodwill for impairment

###### Determining our CGUs

The determination of our CGUs is judgemental. The identification of CGUs involves an assessment of whether the asset or group of assets generate largely independent cash inflows. This involves consideration of how our core assets are operated and whether these generate independent revenue streams. During the year we have reviewed our CGUs and have brought together the Legacy BT Consumer and Legacy EE CGUs into a combined 'Consumer' CGU, aligning our CGUs to our CFUs, due to increased convergence between the prior CGUs such that cash inflows are no longer independent.

###### Estimating value in use

Our value in use calculations require estimates in relation to uncertain items, including management's expectations of future revenue growth, operating costs, profit margins, operating cash flows, and the discount rate for each CGU. Future cash flows used in the value in use calculations are based on our latest Board-approved five-year financial plans. Expectations about future growth reflect the expectations of growth in the markets to which the CGU relates. The future cash flows are discounted using a pre-tax discount rate that reflects current market assessments of the time value of money. The discount rate used in each CGU is adjusted for the risk specific to the asset, including the countries in which cash flow will be generated, for which the future cash flow estimates have not been adjusted.

We tested our goodwill for impairment as at 31 March 2022. The carrying value of goodwill and the key assumptions used in performing the annual impairment assessment and sensitivities are disclosed below.

Cost	Consumer £m	Legacy BT Consumer £m	Legacy EE £m	Enterprise £m	Global £m	Total £m
<b>At 1 April 2020</b>	–	<b>1,183</b>	<b>2,768</b>	<b>3,483</b>	<b>511</b>	<b>7,945</b>
Exchange differences	–	–	–	(8)	(100)	(108)
Acquisitions and disposals	–	–	–	–	1	1
<b>At 31 March 2021</b>	–	<b>1,183</b>	<b>2,768</b>	<b>3,475</b>	<b>412</b>	<b>7,838</b>
Transfer	3,951	(1,183)	(2,768)	–	–	–
Exchange differences	–	–	–	4	39	43
Acquisitions and disposals	–	–	–	94	(7)	87
Transfer to assets held for sale <sup>a</sup>	(51)	–	–	–	–	(51)
<b>At 31 March 2022</b>	<b>3,900</b>	–	–	<b>3,573</b>	<b>444</b>	<b>7,917</b>

a Assets transferred to held for sale during FY22 relate to our BT Sport operations. See note 23.

The increase in goodwill is driven primarily by the acquisition of the remaining 30% of the share capital of BT OnePhone Limited.

#### What discount rate have we used?

The pre-tax discount rates applied to the cash flow forecasts are derived from our post-tax weighted average cost of capital. The assumptions used in the calculation of the group's weighted average cost of capital are benchmarked to externally available data. The pre-tax discount rate used in performing the value in use calculation in FY22 was 7.6% (FY21: 8.1%). We have used the same discount rate for all CGUs except Global where we have used 7.9% (FY21: 8.5%) reflecting higher risk in some of the countries in which Global operates.

### 13. Intangible assets continued

#### What growth rates have we used?

The perpetuity growth rates are determined based on the forecast market growth rates of the regions in which the CGU operates, and reflect an assessment of the long-term growth prospects of that market. The growth rates have been benchmarked against external data for the relevant markets. None of the growth rates applied exceed the expected average long-term growth rates for those markets or sectors. We used a perpetuity growth rate of 2.3% (FY21: 2.3%) for Global and 2.0% (FY21: 2.0%) for Enterprise and Consumer.

#### What sensitivities have we applied?

There is significant headroom in all of our CGUs, such that at this point in time there are no reasonably possible changes to key assumptions that would result in an impairment.

### 14. Property, plant and equipment

#### Significant accounting policies that apply to property, plant and equipment

Our property, plant and equipment is included at historical cost, net of accumulated depreciation, government grants and any impairment charges. Property, plant and equipment acquired through business combinations are initially recorded at fair value and subsequently accounted for on the same basis as our existing assets. We derecognise items of property, plant and equipment on disposal or when no future economic benefits are expected to arise from the continued use of the asset. The difference between the sale proceeds and the net book value at the date of disposal is recognised in operating costs in the income statement.

Included within the cost of network infrastructure and equipment are direct and indirect labour costs, materials and directly attributable overheads.

We depreciate property, plant and equipment on a straight line basis from the time the asset is available for use, to write off the asset's cost over the estimated useful life taking into account any expected residual value. Freehold land is not depreciated.

#### Estimated useful economic lives

The estimated useful lives assigned to principal categories of assets are as follows:

##### Land and buildings

- |                                     |  |
|-------------------------------------|--|
| • Freehold buildings                | 14 to 50 years   |
| • Short-term leasehold improvements | Shorter of 10 years or lease term                                |
| • Leasehold land and buildings      | Unexpired portion of lease or 40 years, whichever is the shorter |

##### Network infrastructure

- |                         |               |
|-------------------------|---------------|
| Transmission equipment  |               |
| • Duct                  | 40 years      |
| • Cable                 | 3 to 25 years |
| • Fibre                 | 5 to 20 years |
| Exchange equipment      | 2 to 13 years |
| Other network equipment | 2 to 20 years |

##### Other assets

- |                                  |               |
|----------------------------------|---------------|
| • Motor vehicles                 | 2 to 10 years |
| • Computers and office equipment | 3 to 7 years  |

Residual values and useful lives are reassessed annually and, if necessary, changes are recognised prospectively. In FY22 we have updated the useful lives of motor vehicles from 2–9 to 2–10 years following a review of our specialised vehicle fleet.

#### Network share assets

Certain assets have been contributed to a network share arrangement by both EE and Hutchison 3G UK Limited, with legal title remaining with the contributor. This is considered to be a reciprocal arrangement. Our share of the assets on acquisition of EE were recognised at fair value within tangible assets, and depreciated in line with policy. Subsequent additions are recorded at cost.

#### Impairment of property, plant and equipment

We test property, plant and equipment for impairment if events or changes in circumstances (assessed at each reporting date) indicate that the carrying amount may not be recoverable. When an impairment test is performed, we assess the recoverable amount by reference to the higher of the net present value of the expected future cash flows (value in use) of the relevant asset and the fair value less costs to dispose. If it is not possible to determine the recoverable amount for the individual asset then we assess impairment by reference to the relevant cash generating unit as described in note 13.

## Notes to the consolidated financial statements continued

### 14. Property, plant and equipment continued

#### Building Digital UK (BDUK) government grants

We receive government grants in relation to BDUK and other rural superfast broadband contracts. Where we have achieved certain service levels, or delivered the network more efficiently than anticipated, we have an obligation to either re-invest or repay grant funding. Where this is the case, we recognise deferred income in respect of the funding that will be re-invested or repaid, and make a corresponding adjustment to the carrying amount of the related property, plant and equipment.

Assessing the timing of whether and when we change the estimated take-up assumption is judgemental as it involves considering information which is not always observable. Our consideration on whether and when to change the base case assumption is dependent on our expectation of the long-term take-up trend.

Our assessment of how much grant income to defer includes consideration of the difference between the take-up percentage agreed with the local authority and the likelihood of actual take-up. The value of the government grants deferred is disclosed in note 18.

	Network infrastructure					
	Land and buildings £m	Held by Openreach £m	Held by other units £m	Other <sup>a</sup> £m	Assets under construction £m	Total £m
<b>Cost</b>						
<b>At 1 April 2020</b>	<b>945</b>	<b>27,152</b>	<b>26,741</b>	<b>1,662</b>	<b>916</b>	<b>57,416</b>
Additions <sup>b</sup>	10	(179)	114	69	3,401	3,415
Transfers	32	2,151	972	141	(3,305)	(9)
Disposals and adjustments <sup>c</sup>	(19)	(16)	(2,193)	(333)	(21)	(2,582)
Exchange differences	(22)	–	(146)	(19)	(1)	(188)
<b>At 31 March 2021</b>	<b>946</b>	<b>29,108</b>	<b>25,488</b>	<b>1,520</b>	<b>990</b>	<b>58,052</b>
Additions <sup>b</sup>	87	–	111	89	3,548	3,835
Transfers	18	2,128	813	156	(3,117)	(2)
Disposals and adjustments <sup>c</sup>	(28)	40	(1,974)	(271)	29	(2,204)
Transfer to assets held for sale <sup>d</sup>	–	–	–	(50)	(4)	(54)
Exchange differences	(1)	–	1	–	–	–
<b>At 31 March 2022</b>	<b>1,022</b>	<b>31,276</b>	<b>24,439</b>	<b>1,444</b>	<b>1,446</b>	<b>59,627</b>
<b>Accumulated depreciation</b>						
<b>At 1 April 2020</b>	<b>610</b>	<b>14,867</b>	<b>22,213</b>	<b>1,350</b>	–	<b>39,040</b>
Charge for the year	41	1,232	1,050	137	–	2,460
Transfers	(1)	–	2	(1)	–	–
Disposals and adjustments <sup>c</sup>	(20)	(23)	(2,186)	(332)	–	(2,561)
Transfer to assets held for sale <sup>d</sup>	–	–	–	–	–	–
Exchange differences	(18)	–	(133)	(17)	–	(168)
<b>At 31 March 2021</b>	<b>612</b>	<b>16,076</b>	<b>20,946</b>	<b>1,137</b>	–	<b>38,771</b>
Charge for the year <sup>e</sup>	37	1,372	1,092	168	–	2,669
Transfers	–	–	(1)	1	–	–
Disposals and adjustments <sup>c</sup>	(28)	28	(1,985)	(240)	–	(2,225)
Transfer to assets held for sale <sup>d</sup>	–	–	–	(41)	–	(41)
Exchange differences	–	–	(2)	–	–	(2)
<b>At 31 March 2022</b>	<b>621</b>	<b>17,476</b>	<b>20,050</b>	<b>1,025</b>	–	<b>39,172</b>
<b>Carrying amount</b>						
<b>At 31 March 2021</b>	<b>334</b>	<b>13,032</b>	<b>4,542</b>	<b>383</b>	<b>990</b>	<b>19,281</b>
Engineering stores	–	–	–	–	116	116
<b>Total at 31 March 2021</b>	<b>334</b>	<b>13,032</b>	<b>4,542</b>	<b>383</b>	<b>1,106</b>	<b>19,397</b>
<b>At 31 March 2022</b>	<b>401</b>	<b>13,800</b>	<b>4,389</b>	<b>419</b>	<b>1,446</b>	<b>20,455</b>
Engineering stores	–	–	–	–	144	144
<b>Total at 31 March 2022</b>	<b>401</b>	<b>13,800</b>	<b>4,389</b>	<b>419</b>	<b>1,590</b>	<b>20,599</b>

a Other mainly comprises motor vehicles, computers and fixtures and fittings.

b Net of government grants of £78m (FY21: £21m).

c Fully depreciated assets in the group's fixed asset registers were reviewed during the year, as part of the group's annual asset verification exercise, and certain assets that were no longer in use have been written off, reducing cost and accumulated depreciation by £2.0bn (FY21: £2.3bn). Disposals and adjustments include adjustments resulting from changes in assumptions used in calculating lease-end obligations where the corresponding asset is capitalised.

d Transfers to assets held for sale during the year relate to our BT Sport operations, see note 23.

e Depreciation charge for FY22 includes impairment charges of £11m.

## 14. Property, plant and equipment continued

Included within the above disclosure are assets used in arrangements which represent core business activities for the group and which meet the definition of operating leases:

- £13,800m (FY21: £13,032m) of the carrying amount of the network infrastructure asset class represents Openreach's network infrastructure. The majority of the associated assets are used to deliver fixed-line telecommunications services that have been assessed as containing operating leases, to both internal and external communications providers. Network infrastructure held by Openreach is presented separately in the table above however it is not practicable to separate out infrastructure not used in operating lease arrangements.
- Other assets includes devices with a carrying amount of £169m (FY21: £128m) that are made available to retail customers under arrangements that contain operating leases. These are not presented separately in the table above as they are not material relative to the group's overall asset base.

The carrying amount of land and buildings, including leasehold improvements, comprised:

At 31 March	2022 £m	2021 £m
Freehold	92	123
Leasehold	309	211
<b>Total land and buildings</b>	<b>401</b>	<b>334</b>

### Network infrastructure

Some of our network assets are jointly controlled by EE Limited with Hutchison 3G UK Limited. These relate to shared 3G network and certain elements of network for 4G rural sites. The net book value of the group's share of assets controlled by its joint operation MBNL is £562m (FY21: £625m) and is recorded within network infrastructure. Included within this is £73m (FY21: £95m), being the group's share of assets owned by its joint operation MBNL.

Within network infrastructure are assets with a net book value of £10.3bn (FY21: £9.8bn) which have useful economic lives of more than 18 years. The prior year comparative has been restated from £10.3bn to exclude intangible licences associated with our network infrastructure.

## 15. Leases

### Significant accounting policies that apply to leases

#### Identifying whether a lease exists

At inception of a contract, we determine whether the contract is, or contains a lease. A lease exists if the contract conveys the right to control the use of an identified asset, for a period of time, in exchange for consideration. In making this assessment, we consider whether:

- The contract involves the use of an identified asset, either explicitly or implicitly. The asset must be physically distinct or represent substantially all the capacity of a physically distinct asset. Assets that a supplier has a substantive right to substitute are not considered distinct.
- The lessee (either the group, or the group's customers) has the right to obtain substantially all the economic benefits from the use of the asset throughout the period of use; and
- The lessee has the right to direct the use of the asset, in other words, has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

Where practicable, and by class of underlying asset, we have elected to account for leases containing a lease component and one or more non-lease components as a single lease component. Where this election has been taken, it has been applied to the entire asset.

#### Lessee accounting

We recognise a lease liability and right-of-use asset at the commencement of a lease.

Lease liabilities are initially measured at the present value of lease payments that are due over the lease term, discounted using the group's incremental borrowing rate.

The lease term is the non-cancellable period of the lease adjusted for the impact of any extension options that we are reasonably certain the lessee will exercise, or termination options that we are reasonably certain the lessee will not exercise.

The incremental borrowing rate is the rate that we would have to pay for a loan of a similar term, and with similar security, to obtain an asset of similar value.

## Notes to the consolidated financial statements continued

### 15. Leases continued

Lease payments include:

- fixed payments
- variable lease payments that depend on an index or rate
- amounts expected to be paid under residual value guarantees
- the exercise price of any purchase options that we are reasonably certain to exercise
- payments due over optional renewal periods where we are reasonably certain to renew
- penalties for early termination of the lease where we are reasonably certain to terminate early

Lease liabilities are subsequently measured at amortised cost using the effective interest method. They are remeasured if there is a change in future lease payments, including changes in the index or rate used to determine those payments, or the amount we expect to be payable under a residual value guarantee.

We also remeasure lease liabilities where the lease term changes. This occurs when the non-cancellable period of the lease changes, or on occurrence of a significant event or change in circumstances within the control of the lessee and which changes our initial assessment in regard to whether the lessee is reasonably certain to exercise extension options or not to exercise termination options. Where the lease term changes we remeasure the lease liability using the group's incremental borrowing rate at the date of reassessment. Where a significant event or change in circumstances does not occur, the lease term remains unchanged and the carrying amounts of the lease liability and associated right-of-use asset will decline over time.

Right-of-use assets are initially measured at the initial amount of the corresponding lease liabilities, adjusted for any prepaid lease payments, plus any initial direct costs incurred and an estimate of any decommissioning costs that have been recognised as provisions, less any lease incentives received. They are subsequently depreciated using the straight-line method to the earlier of the end of the useful life of the asset or the end of the lease term. Right-of-use assets are tested for impairment following the policy set out in note 14 and are adjusted for any remeasurement of lease liabilities.

We have elected not to recognise lease liabilities and right-of-use assets for short-term leases that have a lease term of 12 months or less, and leases of low-value assets with a purchase price under £5,000. We recognise lease payments associated with these items as an expense on a straight-line basis over the lease term.

Any variable lease payments that do not depend on an index or rate, such as usage-based payments, are recognised as an expense in the period to which the variability relates.

#### Significant judgements made in accounting for leases

The lease term is a key determinant of the size of the lease liability and right-of-use asset recognised where the group acts as lessee; and the deferral period for any upfront connection charges where the group acts as lessor. Determining the lease term requires judgement to evaluate whether we are reasonably certain the lessee will exercise extension options or will not exercise termination options. Key facts and circumstances that create an incentive to exercise those options are considered, these include:

- Our anticipated operational, retail and office property requirements in the mid and long-term.
- The availability of suitable alternative sites.
- Costs or penalties associated with exiting lease arrangements relative to the benefits to be gained, including costs of removing leasehold improvements or relocating, and indirect costs such as disruption to business.
- Significant investments in leased sites, in particular those with useful lives beyond the lease term.
- Costs associated with extending lease arrangements including rent increases during secondary lease periods.

Our definition of 'reasonable certainty', and therefore the lease term, will often align with the judgements made in our medium-term plan, in particular for leases of non-specialised property and equipment on rolling (or 'evergreen') arrangements that continue until terminated and which can be exited without significant penalty.

Following initial determination of the lease term, we exercise judgement in evaluating whether events or changes in circumstances are sufficiently significant to change the initial assessment of whether we are reasonably certain the lessee will exercise extension options or will not exercise termination options; and in the subsequent reassessment of the lease term.

#### Key judgements exercised in setting the lease term

The quantum of the lease liability and right-of-use asset currently recognised on our balance sheet is most significantly affected by the judgement exercised in setting the lease term for the arrangement under which the bulk of our operational UK property estate is held. Setting the lease term for our leased cell sites has also involved the use of judgement albeit to a lesser degree.

## 15. Leases continued

### UK operational property portfolio

Substantially all of our leased property estate is held under an arrangement which can be terminated in 2031, at which point we may either vacate some or all properties; or purchase the entire estate. If neither option is taken the lease continues to the next unilaterally available break point in 2041. The lease liability recognised for the arrangement reflects a lease end date of 2031. On initial recognition we concluded that, although the majority of these properties are expected to be needed on a long-term basis, we couldn't be reasonably certain that we wouldn't exercise the termination option or that we would exercise the purchase option. In coming to this conclusion, we had due regard to material sub-lease arrangements relating to the estate.

As time progresses our assessment may change; if this happens, we will remeasure the lease liability and right-of-use asset to reflect either the rentals due for any properties we will continue to occupy, or the cost of purchasing the estate.

On remeasurement there would be an adjustment to both the lease liability and right-of-use asset, with no overall impact on net assets.

- Exercising the purchase option would lead to an estimated increase in the lease liability and right-of-use asset of between £3bn and £5bn
- Continuing to lease the estate beyond 2031 until the next available break in 2041 would lead to an estimated increase in the lease liability and right-of-use asset of between £1bn and £2bn

Our assessment will be directly linked to future strategic decisions, which will be resolved at some time prior to 2031, around the development of the fixed network and the associated rationalisation of our exchange estate. The breadth of the ranges reflects the significant uncertainty around key variables used to determine cash outflows, especially future inflation and which properties the group will be able to exit prior to or in 2031.

Estimates are based on discounted cash outflows and do not reflect the likely and significant impact of cash inflows generated from the disposal, repurposing or subleasing of properties retained post-2031.

We are permitted to hand a limited number of properties back to the lessor prior to 2031. On initial adoption of IFRS 16 we were not reasonably certain which properties would be handed back and as such the lease term did not reflect the exercise of these options. Subsequently we exercise judgement in identifying significant events that trigger reassessment of our initial conclusion. We exercise similar judgement in identifying events triggering reassessment of whether we are reasonably certain we will not exercise termination options associated with other leased properties.

In doing so we consider decisions associated with our ongoing workplace rationalisation programme, in particular decisions to exit a particular location or lease an alternative property. Generally we remain reasonably certain that we will not exercise a termination option until implementation of the associated business plan has progressed to a stage that we are committed to exiting the property. At that point we reassess the lease term by reference to the time we expect to remain in occupation of the property and any notice period associated with exercise of the option.

### Cell sites

Most of the liability recognised in respect of leased cell sites relates to multi-site arrangements with commercial providers. The fixed-term nature of these arrangements means it has not been necessary to exercise significant judgement when determining the lease term. Where the arrangements offer extension options we have been required to conclude whether the options are reasonably certain to be exercised. Although the balance sheet could be materially affected by the conclusion reached in regard to these options, we have not been required to exercise a significant degree of judgement in arriving at the lease term having regard to the period of time covered by the options, the difficulty in predicting the group's long-term network requirements, and the relatively high threshold that 'reasonably certain' represents.

A smaller proportion of the cell site liability relates to arrangements with individual landlords which are either rolling or can be exited with notice. When setting the initial lease term for these arrangements we exercised significant judgement in establishing the period that we are reasonably certain to require use of the site. We broadly aligned lease terms with our medium-term planning horizon after assessing the relative strengths of the following factors:

- Long-term economic incentives to remain on sites including existing capital improvements;
- A need to maintain flexibility in our ability to develop and manage our network infrastructure to react quickly to technological developments and evolving capacity requirements; and
- Incentives to renegotiate arrangements in the medium term to gain more security over sites to support future capital investment.

Although significant judgement has been exercised in determining the lease term, reaching an alternative conclusion would not have a material impact on the balance sheet having regard to the most feasible alternative lease terms.

Subsequently, we consider key events that trigger reassessment of lease terms to be developments which resolve uncertainty around our economic incentive to remain on individual sites in the long term. These are primarily lease renegotiations and significant capital investments, for example that associated with our 5G rollout and other capital refresh programmes.

## Notes to the consolidated financial statements continued

### 15. Leases continued

#### Right-of-use assets

Most of our right-of-use assets are associated with our leased property portfolio, specifically our office, retail and exchange estate. We also lease a significant proportion of our network infrastructure, including mobile cell and switch sites.

	Land and buildings £m	Network infrastructure £m	Motor vehicles £m	Other £m	Total
<b>At 1 April 2020</b>	<b>4,829</b>	<b>179</b>	<b>377</b>	<b>6</b>	<b>5,391</b>
Additions <sup>a</sup>	361	6	116	11	494
Depreciation charge for the year	(546)	(30)	(110)	(4)	(690)
Other movements <sup>b,c</sup>	(312)	(10)	(8)	(2)	(332)
<b>At 31 March 2021</b>	<b>4,332</b>	<b>145</b>	<b>375</b>	<b>11</b>	<b>4,863</b>
Additions <sup>a</sup>	249	13	110	1	373
Depreciation charge for the year <sup>d</sup>	(532)	(37)	(115)	(4)	(688)
Transfer to assets held for sale <sup>e</sup>	(2)	–	–	–	(2)
Other movements <sup>b</sup>	(106)	(11)	(1)	1	(117)
<b>At 31 March 2022</b>	<b>3,941</b>	<b>110</b>	<b>369</b>	<b>9</b>	<b>4,429</b>

a Additions comprise increases to right-of-use assets as a result of entering into new leases, and upwards remeasurement of existing leases arising from lease extensions or reassessments and increases to lease payments.

b Other movements primarily relate to terminated leases and downwards remeasurements of right-of-use assets arising from reductions or reassessments of lease terms and decreases in lease payments.

c Other movements in FY21 include derecognition of right-of-use assets with a carrying amount of £208m associated with a finance sub-lease arrangement, see note 5.

d Depreciation charge for FY22 includes impairment charges of £12m.

e Assets transferred to held for sale during the year relate to our BT Sport operations, see note 23.

#### Lease liabilities

Lease liabilities recognised are as follows:

Year ended 31 March	2022 £m	2021 £m
Current	795	730
Non-current	4,965	5,422
	<b>5,760</b>	<b>6,152</b>

The following amounts relating to the group's obligations under lease arrangements were recognised in the income statement in the year:

- Interest expense of £133m (FY21: £142m) accrued on lease liabilities.
- Variable lease payments of £24m (FY21: £27m) which are not dependent on an index or rate and which have not been included in the measurement of lease liabilities.

Expenses relating to leases of low-value assets and short-term leases for which no right-of-use asset or lease liability has been recognised were not material.

The total cash outflow for leases in the year was £792m (FY21: £924m). Our cash flow statement and normalised free cash flow reconciliation present £659m (FY21: £782m) of the cash outflow as relating to the principal element of lease liability payments, with the remaining balance of £133m (FY21: £142m) presented within interest paid.

Note 28 presents a maturity analysis of the payments due over the remaining lease term for lease liabilities currently recognised on the balance sheet. This analysis only includes payments to be made over the reasonably certain lease term. Cash outflows are likely to exceed these amounts as payments will be made on optional periods that we do not currently consider to be reasonably certain, and in respect of leases entered into in future periods.

## 15. Leases continued

### Other information relating to leases

Our material lease arrangements do not have indexation clauses linked to Interbank Offered Rates (IBORs). As a result we do not consider that the upcoming Interest Rate Benchmark Reform will have a material impact on the lease liabilities or right-of-use assets recognised at 31 March 2022.

At 31 March 2022 the group was committed to future minimum lease payments of £39m in respect of leases which have not yet commenced and for which no lease liability has been recognised (31 March 2021: £4m).

The following table analyses cash payments to be received across the remaining term of operating lease arrangements where BT is lessor:

	To be recognised as revenue (note 5) £m	To be recognised as other operating income (note 6) £m	Total £m
<b>At 31 March 2022</b>			
Less than one year	446	20	466
One to two years	148	13	161
Two to three years	40	12	52
Three to four years	3	12	15
Four to five years	3	12	15
More than five years	–	24	24
<b>Total undiscounted lease payments</b>	<b>640</b>	<b>93</b>	<b>733</b>
<b>At 31 March 2021 (re-presented<sup>a</sup>)</b>			
Less than one year	336	27	363
One to two years	144	13	157
Two to three years	37	10	47
Three to four years	1	10	11
Four to five years	1	10	11
More than five years	–	30	30
<b>Total undiscounted lease payments</b>	<b>519</b>	<b>100</b>	<b>619</b>

a From FY22 this disclosure includes only outstanding and future cash payments to be received across the remaining term of operating lease arrangements, and excludes future revenue to be recognised on deferred income balances. This is considered to better align with the purpose of the disclosure and provides a clearer view of the group's liquidity risk disclosure. FY21 comparatives have been re-presented to exclude a total of £163m deferred connection fees on Openreach's 'last mile' products.

## 16. Programme rights

### Significant accounting policies that apply to programme rights

Programme rights are recognised on the balance sheet from the point at which the legally enforceable licence period begins. They are accounted for as inventory and held at the lower of cost and net realisable value. They are initially recognised at cost and are consumed from the point at which they are available for use, on a straight line basis over the programming period, or the remaining licence term, as appropriate, which is generally 12 months.

Additions reflect TV programme rights for which the legally enforceable licence period has started during the year. Rights for which the licence period has not started are disclosed as contractual commitments in note 31. Payments made to receive commissioned or acquired programming in advance of the legal right to broadcast the programmes are classified as prepayments (see note 17).

## Notes to the consolidated financial statements continued

### 16. Programme rights continued

	Total £m
<b>At 1 April 2020</b>	<b>310</b>
Additions	903
Credits received on prepaid programme rights <sup>a</sup>	(99)
Release	(786)
<b>At 1 April 2021</b>	<b>328</b>
Additions	861
Release	(879)
<b>At 31 March 2022</b>	<b>310</b>

a Credits received in FY21 in respect of prepaid programme rights relating to sporting events postponed or cancelled as a result of the Covid-19 pandemic.

### 17. Trade and other receivables

#### Significant accounting policies that apply to trade and other receivables

We initially recognise trade and other receivables at fair value, which is usually the original invoiced amount. They are subsequently carried at amortised cost using the effective interest method. The carrying amount of these balances approximates to fair value due to the short maturity of amounts receivable.

We provide services to consumer and business customers, mainly on credit terms. We know that certain debts due to us will not be paid through the default of a small number of our customers. Because of this, we recognise an allowance for doubtful debts on initial recognition of receivables, which is deducted from the gross carrying amount of the receivable. The allowance is calculated by reference to credit losses expected to be incurred over the lifetime of the receivable. In estimating a loss allowance we consider historical experience and informed credit assessment alongside other factors such as the current state of the economy and particular industry issues. We consider reasonable and supportable information that is relevant and available without undue cost or effort.

Once recognised, trade receivables are continuously monitored and updated. Allowances are based on our historical loss experiences for the relevant aged category as well as forward-looking information and general economic conditions. Allowances are calculated by individual CFUs in order to reflect the specific nature of the customers relevant to that CFU.

Contingent assets such as any insurance recoveries, or prepaid programme rights which we expect to recoup, have not been recognised in the financial statements as these are only recognised within trade and other receivables when their receipt is virtually certain.

At 31 March	2022 £m	2021 £m
<b>Current</b>		
Trade receivables	1,339	1,209
Prepayments <sup>a</sup>	523	1,357
Accrued income	150	130
Deferred contract costs	336	348
Other receivables	276	213
	<b>2,624</b>	<b>3,257</b>
<b>Non-current</b>		
Other assets <sup>b</sup>	111	103
Deferred contract costs	226	211
	<b>337</b>	<b>314</b>

a Prepayments in FY21 included £702m relating to funds prepaid to Ofcom for the recent Spectrum auction.

b Other assets comprise prepayments and leasing debtors.

## 17. Trade and other receivables continued

Trade receivables are stated after deducting allowances for doubtful debts, as follows:

	2022 £m	2021 £m
<b>At 1 April (restated<sup>a</sup>)</b>	<b>378</b>	<b>423</b>
Expense	35	95
Utilised	(189)	(131)
Exchange differences	(1)	(9)
<b>At 31 March (restated<sup>a</sup>)</b>	<b>223</b>	<b>378</b>

a The opening bad debt allowance at 1 April 2020 has been restated to include £94m bad debt provision recognised by EE Limited at the time of acquisition by the group but excluded from this disclosure in error in FY16 with a follow-on impact on subsequent years' opening and closing balances. This affects the bad debt disclosure in isolation and the trade receivables balance presented in the FY16 financial statements was accurately stated net of the acquired £94m provision.

Included within the movements above are certain items which have been classified as a specific item (see note 9). In FY22, £19m of expected credit loss provisions recognised as a specific item were released (FY21: £7m release) reflecting lower than expected credit losses.

Note 28 provides further disclosure regarding the credit quality of our gross trade receivables. Trade receivables are due as follows:

	Not past due £m	Trade receivables specifically impaired net of provision £m	Past due and not specifically impaired				Total £m
			Between 0 and 3 months £m	Between 3 and 6 months £m	Between 6 and 12 months £m	Over 12 months £m	
At 31 March							
<b>2022</b>	<b>938</b>	<b>3</b>	<b>246</b>	<b>48</b>	<b>47</b>	<b>57</b>	<b>1,339</b>
2021	845	36	205	40	51	32	1,209

Gross trade receivables which have been specifically impaired amounted to £20m (FY21: £51m).

The expected credit loss allowance for trade receivables was determined as follows:

	Not past due £m	Trade receivables specifically impaired net of provision £m	Past due and not specifically impaired				Total £m
			Between 0 and 3 months £m	Between 3 and 6 months £m	Between 6 and 12 months £m	Over 12 months £m	
At 31 March							
<b>2022</b>							
Expected loss rate %	1%	84%	12%	24%	33%	69%	14%
Gross carrying amount	946	20	280	63	70	183	1,562
Loss allowance	(8)	(17)	(34)	(15)	(23)	(126)	(223)
Net carrying amount	938	3	246	48	47	57	1,339
2021							
Expected loss rate %	4%	29%	15%	38%	47%	87%	24%
Gross carrying amount	880	51	240	65	97	254	1,587
Loss allowance	(35)	(15)	(35)	(25)	(46)	(222)	(378)
Net carrying amount	845	36	205	40	51	32	1,209

Trade receivables not past due and accrued income are analysed below by CFU.

	Trade receivables not past due		Accrued income	
	2022 £m	2021 £m	2022 £m	2021 £m
At 31 March				
Consumer	324	319	76	50
Enterprise	168	144	–	–
Global	446	380	–	–
Openreach	–	–	71	78
Other	–	2	3	2
<b>Total</b>	<b>938</b>	<b>845</b>	<b>150</b>	<b>130</b>

Given the broad and varied nature of our customer base, the analysis of trade receivables not past due and accrued income by CFU is considered the most appropriate disclosure of credit concentrations.

## Notes to the consolidated financial statements continued

### 17. Trade and other receivables continued

#### Deferred contract costs

##### Significant accounting policies that apply to deferred contract costs

We capitalise certain costs associated with the acquisition and fulfilment of contracts with customers and amortise them over the period that we transfer the associated services.

Connection costs are deferred as contract fulfilment costs because they allow satisfaction of the associated connection performance obligation and are considered recoverable. Sales commissions and other third party contract acquisition costs are capitalised as costs to acquire a contract unless the associated contract term is less than 12 months, in which case they are expensed as incurred. Capitalised costs are amortised over the minimum contract term. A portfolio approach is used to determine contract term.

Where the initial set-up, transition and transformation phases of long-term contractual arrangements represent distinct performance obligations, costs in delivering these services are expensed as incurred. Where these services are not distinct performance obligations, we capitalise eligible costs as a cost of fulfilling the related service. Capitalised costs are amortised on a straight line basis over the remaining contract term, unless the pattern of service delivery indicates a more appropriate profile. To be eligible for capitalisation, costs must be directly attributable to specific contracts, relate to future activity, and generate future economic benefits. Capitalised costs are regularly assessed for recoverability.

The following table shows the movement on deferred costs:

	Deferred connection costs £m	Deferred contract acquisition costs – commissions £m	Deferred contract acquisition costs – dealer incentives £m	Transition and transformation £m	Total £m
<b>At 1 April 2020</b>	<b>32</b>	<b>94</b>	<b>449</b>	<b>106</b>	<b>681</b>
Additions	10	76	301	26	413
Amortisation	(9)	(68)	(391)	(19)	(487)
Impairment	(1)	(4)	(11)	(15)	(31)
Other	–	(4)	–	(13)	(17)
<b>At 31 March 2021</b>	<b>32</b>	<b>94</b>	<b>348</b>	<b>85</b>	<b>559</b>
Additions	17	98	291	50	456
Amortisation	(14)	(78)	(308)	(33)	(433)
Impairment	(1)	(5)	(10)	(11)	(27)
Other	(10)	15	3	(1)	7
<b>At 31 March 2022</b>	<b>24</b>	<b>124</b>	<b>324</b>	<b>90</b>	<b>562</b>

### 18. Trade and other payables

##### Significant accounting policies that apply to trade and other payables

We initially recognise trade and other payables at fair value, which is usually the original invoiced amount. We subsequently carry them at amortised cost using the effective interest method.

	2022 £m	2021 £m
<b>At 31 March</b>		
<b>Current</b>		
Trade payables	4,143	4,024
Other taxation and social security	573	491
Other payables	532	495
Accrued expenses	549	634
Deferred income <sup>a</sup>	345	336
	<b>6,142</b>	<b>5,980</b>

<sup>a</sup> Deferred income includes £96m (FY21: £96m) current and £392m (FY21: £472m) non-current liabilities relating to Building Digital UK, for which grants received by the group may be subject to re-investment or repayment depending on the level of take-up.

## 18. Trade and other payables continued

At 31 March	2022 £m	2021 £m
<b>Non-current</b>		
Other payables	30	12
Deferred income <sup>a</sup>	594	670
	<b>624</b>	<b>682</b>

a Deferred income includes £96m (FY21: £96m) current and £392m (FY21: £472m) non-current liabilities relating to Building Digital UK, for which grants received by the group may be subject to re-investment or repayment depending on the level of take-up.

Current trade and other payables at 31 March 2022 include £89m of trade payables that have been factored by suppliers in a supply chain financing programme (31 March 2021: £45m). These programmes are used with a limited number of suppliers with short payment terms to extend them to a more typical payment term.

## 19. Provisions & contingent liabilities

Our provisions principally relate to obligations arising from property rationalisation programmes, restructuring programmes, asset retirement obligations, network assets, insurance claims, litigation and regulatory risks. Contingent liabilities primarily arise from litigation and regulatory matters that are not sufficiently certain to meet the criteria for recognition as provisions.



### Significant accounting policies that apply to provisions & contingent liabilities

We recognise provisions when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Where these criteria are not met we disclose a contingent liability if the group has a possible obligation, or has a present obligation with an outflow that is not probable or which cannot be reliably estimated.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.



### Critical & key accounting estimates and significant judgements made in accounting for provisions & contingent liabilities

We exercise judgement in determining the quantum of all provisions to be recognised. Our assessment includes consideration of whether we have a present obligation, whether payment is probable and if so whether the amount can be estimated reliably.

As part of this assessment, we also assess the likelihood of contingent liabilities occurring in the future. Contingent liabilities are not recognised as liabilities on our balance sheet. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. We assess the likelihood that a potential claim or liability will arise and also quantify the possible range of financial outcomes where this can be reasonably determined.

In estimating contingent liabilities we make key judgements in relation to applicable law and any historical and pending court rulings, and the likelihood, timing and cost of resolution.

#### Critical accounting estimates applied in accounting for contingent liabilities

Establishing contingent liabilities associated with litigation brought against the group may involve the use of critical estimates and assumptions, in particular around the ability to form a reliable estimate of any probable outflow. We provide further information in relation to specific matters in the 'contingent liabilities' section below.

#### Key accounting estimates applied in accounting for provisions and contingent liabilities

Other provisions may involve the use of key (but not critical) estimates as explained below.

Property provisions relate to obligations arising in relation to our property portfolio, in particular costs to restore leased properties on vacation where this is required under the lease agreement. In measuring property provisions, we have made estimates of the costs association with the restoration of properties by reference to any relevant guidance such as rate cards. Cash outflows occur as and when properties are vacated and the obligations are settled.

Asset retirement obligations (AROs) relate to obligations to dismantle equipment and restore network sites on vacation of the site. The provision represents the group's best estimate of the costs to dismantle equipment and restore the sites. Obligations are settled as and when sites are vacated and the timing is largely influenced by the group's network strategy.

Network share provisions represent our future operational costs and vacant site rentals arising from obligations relating to network share agreements. Costs are expected to be incurred over a period of up to 20 years.

## Notes to the consolidated financial statements continued

### 19. Provisions & contingent liabilities continued

Our regulatory provision represents our best estimate of the cost to settle our present obligation in relation to historical regulatory matters. The charge/credit for the year represents the outcome of management's re-assessment of the estimates and regulatory risks across a range of issues, including price and service issues. The prices at which certain services are charged are regulated and may be subject to retrospective adjustment by regulators. When estimating the likely value of regulatory risk we make key judgements, including in regard to interpreting Ofcom regulations and past and current claims. The precise outcome of each matter depends on whether it becomes an active issue, and the extent to which negotiation or regulatory and compliance decisions will result in financial settlement. The ultimate liability may vary from the amounts provided and will be dependent upon the eventual outcome of any settlement.

Litigation provisions represent the best estimate to settle present obligations recognised in respect of claims brought against the group. The estimate reflects the specific facts and circumstances of each individual matter and any relevant external advice received. Provisions recognised are inherently judgemental and could change over time as matters progress.

Our insurance provision is based on our gross exposure to latent disease claims from former colleagues. A third party reviews our exposure and provides an estimate of the most likely outcome.

Other provisions do not include any individually material provisions.

For all risks, the ultimate liability may vary materially from the amounts provided and will be dependent upon the eventual outcome of any settlement.

	Property <sup>a</sup> £m	Network ARO <sup>a</sup> £m	Network share £m	Regulatory £m	Litigation £m	Insurance £m	Other £m	Total £m
<b>At 1 April 2020</b>	<b>144</b>	<b>179</b>	<b>12</b>	<b>79</b>	<b>88</b>	<b>89</b>	<b>128</b>	<b>719</b>
Additions	9	–	1	32	17	7	50	116
Unwind of discount	1	–	–	–	–	–	–	1
Utilised	(7)	(4)	(1)	(15)	–	(5)	(7)	(39)
Released	(9)	(17)	–	–	–	–	(56)	(82)
Transfers	–	–	–	–	4	–	(4)	–
<b>At 31 March 2021</b>	<b>138</b>	<b>158</b>	<b>12</b>	<b>96</b>	<b>109</b>	<b>91</b>	<b>111</b>	<b>715</b>
Additions	17	25	7	14	7	6	15	91
Unwind of discount	–	1	–	–	–	–	–	1
Utilised	(9)	(3)	(6)	(26)	–	(5)	(5)	(54)
Released	(2)	–	(8)	(18)	(31)	–	(30)	(89)
Transfers <sup>b</sup>	(2)	–	–	(1)	–	–	–	(3)
<b>31 March 2022</b>	<b>142</b>	<b>181</b>	<b>5</b>	<b>65</b>	<b>85</b>	<b>92</b>	<b>91</b>	<b>661</b>

a Timing of expected cash flows associated with property and network ARO provisions varies depending on the exit dates of individual properties and sites. During FY22 there has been no material change in the judgements or assumptions applied in the measurement of our existing obligations.

b Transfers in FY22 are due to reclassification to other payables during the period.

	2022 £m	2021 £m
<b>At 31 March</b>		
<b>Analysed as:</b>		
Current	222	288
Non-current	439	427
	<b>661</b>	<b>715</b>

Included within 'Other' provisions are contract loss provisions of £1m (FY21: £2m) relating to the anticipated total losses in respect of certain contracts.

### Contingent liabilities

In the ordinary course of business, we are periodically notified of actual or threatened litigation, and regulatory and compliance matters and investigations. We provide for anticipated costs where an outflow of resources is considered probable and a reasonable estimate can be made of the likely outcome. Provisions are reflected in the table above.

Where an outflow is not probable but is possible a contingent liability exists. Save as disclosed below, the group does not currently believe that there are any legal proceedings, or government or regulatory investigations that may have a material adverse impact on the operations or financial condition of the group. In respect of each of the claims below, the nature and progression of such proceedings and investigations can make it difficult to predict the impact they will have on the group. There are many reasons why we cannot make these assessments with certainty, including, among others, that they are in early stages, no damages or remedies have been specified, and/or the often slow pace of litigation.

## 19. Provisions & contingent liabilities continued

### Class action claim

In January 2021, law firm Mishcon de Reya applied to the Competition Appeal Tribunal to bring a proposed class action claim for damages they estimated at £608m (inclusive of compound interest) or £589m (inclusive of simple interest) on behalf of our landline customers alleging anti-competitive behaviour through excessive pricing by BT to customers with certain residential landline services. Ofcom considered this topic more than four years ago. At that time, Ofcom's final statement made no finding of excessive pricing or breach of competition law more generally. The claim seeks to hold against us the fact that we implemented a voluntary commitment to reduce prices for customers that have a BT landline only and not to increase those prices beyond inflation (CPI). At the reporting date we are not aware of any evidence to indicate that a present obligation exists such that any amount should be provided for. In September 2021 the Competition Appeal Tribunal certified the claim to proceed to a substantive trial on an opt-out basis (class members are automatically included in the claim unless they choose to opt-out). We appealed the opt-out nature of that decision and in May 2022 the Court of Appeal determined that the claim should proceed on an opt-out basis. The next procedural hearing is listed on 13 May 2022. BT intends to defend itself vigorously.

### Italian business

**Milan Public Prosecutor prosecutions:** In February 2019 the Milan Public Prosecutor served BT Italia S.P.A. (BT Italia) with a notice (which named BT Italia, as well as various individuals) to record the Prosecutor's view that there is a basis for proceeding with its case against BT Italia for certain potential offences, namely the charge of having adopted, from 2011 to 2016, an inadequate management and control organisation model for the purposes of Articles 5 and 25 of Legislative Decree 231/2001.

BT Italia disputes this and maintains in a defence brief filed in April 2019 that: (a) BT Italia did not gain any interest or benefit from the conduct in question; and (b) in any event, it had a sufficient organisational, management and audit model that was circumvented/overridden by individuals acting in their own self-interest. However, following a series of committal hearings in Autumn 2020, on 10 November 2020, the Italian court agreed (as is the normal process unless there are limitation or other fundamental issues with the claim) that BT Italia, and all but one of the individuals, should be committed to a full trial.

The trial commenced on 26 January 2021 and is expected to last at least two years. On 23 April 2021, the Italian court allowed some parties to be joined to the criminal proceedings as civil parties ('parte civile') – a procedural feature of the Italian criminal law system. These claims are directed at certain individual defendants (which include former BT/BT Italia employees). Those parties have now applied to join BT Italia as a respondent to their civil claims ('responsabile civile') on the basis that it is vicariously responsible for the individuals' wrongdoing. If successful, the quantum of those claims is not anticipated to be material.

### Phones 4U

Since 2015 the administrators of Phones 4U Limited have made allegations that EE and other mobile network operators colluded to procure Phones 4U's insolvency. Legal proceedings for an unquantified amount were issued in December 2018 by the administrators and in April 2019 we submitted our defence to this claim. The first trial, on the question of breach, is due to start on 16 May 2022, and the second trial, on quantum (if necessary), would be listed after that. We continue to dispute these allegations vigorously.

## 20. Retirement benefit plans

### Background to BT's pension plans

The group has both defined benefit and defined contribution retirement benefit plans. The group's main plans are in the UK and the largest by membership is the BT Pension Scheme (BTPS) which is a defined benefit plan that was closed to future benefit accrual in 2018 for over 99% of the active membership at the time. The BT Hybrid Scheme (BTHS), which combines elements of both defined benefit and defined contribution plans, was set up for non-management employees impacted by the closure of the BTPS and was closed to new entrants in 2019.

New entrants to BT in the UK are eligible to join a defined contribution plan, currently the BT Retirement Saving Scheme (BTRSS), a contract-based arrangement operated by Standard Life.

EE Limited operates the EE Pension Scheme (EEPS), which has a defined benefit section that was closed to future benefit accrual in 2014 and a defined contribution section.

The group also has retirement arrangements around the world in line with local markets and culture.

	What are they?	Future implications for BT?
<b>Defined contribution plans</b>	Benefits in a defined contribution plan are linked to the value of each member's fund, which is based on: <ul style="list-style-type: none"> <li>contributions paid</li> <li>the performance of each individual's chosen investments.</li> </ul>	The group has no exposure to investment and other experience risks.
<b>Defined benefit plans</b>	Benefits in a defined benefit plan are determined by the plan rules and are: <ul style="list-style-type: none"> <li>dependent on factors such as age, years of service and pensionable pay</li> <li>not dependent on actual contributions made by the company or members.</li> </ul>	The group is exposed to investment and other experience risks and may need to make additional contributions where it is estimated that the benefits will not be met from regular contributions, expected investment income and assets held.

## Notes to the consolidated financial statements continued

### 20. Retirement benefit plans continued

#### Significant accounting policies that apply to retirement benefit plans

##### Defined benefit plans

The net defined benefit liability, or deficit, in respect of the defined benefit plans is the present value of all expected future benefit cash flows to be paid by each plan, calculated using the projected unit credit method by professionally qualified actuaries (also known as the Defined Benefit Obligation (DBO) or liabilities) less the fair value of the plan assets.

The income statement expense is allocated between an operating charge and net finance expense.

- The operating charge reflects the increase in the liability resulting from the pension benefit earned by active employees in the current period, the cost of administering the plans and any past service costs/credits such as those arising from curtailments or settlements.
- The net finance expense reflects the interest on the net defined benefit liability recognised in the group balance sheet, based on the discount rate at the start of the year.

Remeasurements of the net defined benefit liability are recognised in full in the group statement of comprehensive income in the year in which they arise. These comprise:

- The impact on the liabilities of changes in financial assumptions, which are based on market conditions at the balance sheet date, and demographic assumptions, such as life expectancy, compared with those adopted at the start of the year;
- The impact on the liabilities of actual experience over the year being different compared to the assumptions made at the start of the year, for example, from members choosing different benefit options at retirement or actual pension increases being different to the pension increase assumption; and
- The return on plan assets being above or below the amount included in the net finance expense.

##### Defined contribution plans

The operating charge for the defined contribution pension plans represents the contributions payable for the year.

### Amounts in the financial statements

#### Group income statement

The expense arising from all group retirement benefit arrangements recognised in the group income statement is shown below.

Year ended 31 March	2022 £m	2021 £m
<b>Recognised in the income statement before specific items (note 6)</b>		
– Service cost (including administration expenses and PPF levy):		
– defined benefit plans	67	63
– defined contribution plans	525	527
– Past service cost	(1)	1
<b>Subtotal</b>	<b>591</b>	<b>591</b>
<b>Recognised in the income statement as specific items (note 9)</b>		
– Costs to close BTPS and provide transition payments <sup>a</sup> for affected employees	14	21
– Interest on pensions deficit	93	18
<b>Subtotal</b>	<b>107</b>	<b>39</b>
<b>Total recognised in the income statement</b>	<b>698</b>	<b>630</b>

<sup>a</sup> All employees impacted by the closure of the BTPS were eligible for transition payments from the date of closure into their BTRSS pot for a period linked to the employee's age.

#### Group balance sheet

The net defined benefit liability in respect of defined benefit plans reported in the group balance sheet are set out below.

	2022			2021		
	Assets £m	Liabilities £m	Deficit <sup>a</sup> £m	Assets £m	Liabilities £m	Deficit <sup>a</sup> £m
At 31 March						
BTPS	53,465	(54,309)	(844)	53,172	(57,737)	(4,565)
EEPS	1,004	(1,017)	(13)	934	(1,127)	(193)
Other plans <sup>b</sup>	468	(754)	(286)	506	(844)	(338)
<b>Total (gross of tax)</b>	<b>54,937</b>	<b>(56,080)</b>	<b>(1,143)</b>	<b>54,612</b>	<b>(59,708)</b>	<b>(5,096)</b>
Deferred tax asset			190			925
<b>Total (net of tax)</b>			<b>(953)</b>			<b>(4,171)</b>

<sup>a</sup> BT is not required to limit any pension surplus or recognise additional pensions liabilities in individual plans as economic benefits are available in the form of either future refunds or reductions to future contributions. In particular, a refund of surplus is available following the gradual settlement of the liabilities over time until there are no members remaining in the BTPS or EEPS.

<sup>b</sup> Included in the liabilities of other plans is £115m (FY21: £146m) related to unfunded pension arrangements.

## 20. Retirement benefit plans continued

### Movements in defined benefit plan assets and liabilities

The table below shows the movements in the defined benefit plan assets and liabilities and shows where they are reflected in the financial statements.

	Assets £m	Liabilities £m	Deficit £m
<b>At 31 March 2020</b>	<b>53,471</b>	<b>(54,611)</b>	<b>(1,140)</b>
Service cost (including administration expenses and PPF levy)	(44)	(19)	(63)
Past service cost	–	(1)	(1)
Interest on pension deficit	1,281	(1,299)	(18)
<b>Included in the group income statement</b>			<b>(82)</b>
Return on plan assets above the amount included in the group income statement	1,766	–	1,766
Actuarial (loss) arising from changes in financial assumptions	–	(8,504)	(8,504)
Actuarial gain arising from changes in demographic assumptions	–	1,746	1,746
Actuarial gain arising from experience adjustments	–	136	136
<b>Included in the group statement of comprehensive income</b>			<b>(4,856)</b>
Regular contributions by employer	17	–	17
Deficit contributions by employer	955	–	955
<b>Included in the group cash flow statement</b>			<b>972</b>
Contributions by employees	1	(1)	–
Benefits paid	(2,822)	2,822	–
Other (e.g. foreign exchange)	(13)	23	10
<b>Other movements</b>			<b>10</b>
<b>At 31 March 2021</b>	<b>54,612</b>	<b>(59,708)</b>	<b>(5,096)</b>
Service cost (including administration expenses and PPF levy)	(47)	(20)	(67)
Past service credit	–	1	1
Interest on pension deficit	1,095	(1,188)	(93)
<b>Included in the group income statement</b>			<b>(159)</b>
Return on plan assets above the amount included in the group income statement	780	–	780
Actuarial gain arising from changes in financial assumptions	–	2,932	2,932
Actuarial gain arising from changes in demographic assumptions	–	804	804
Actuarial (loss) arising from experience adjustments <sup>a</sup>	–	(1,651)	(1,651)
<b>Included in the group statement of comprehensive income</b>			<b>2,865</b>
Regular contributions by employer	114	–	114
Deficit contributions by employer	1,121	–	1,121
<b>Included in the group cash flow statement</b>			<b>1,235</b>
Contributions by employees	1	(1)	–
Benefits paid	(2,748)	2,748	–
Other (e.g. foreign exchange)	9	3	12
<b>Other movements</b>			<b>12</b>
<b>At 31 March 2022</b>	<b>54,937</b>	<b>(56,080)</b>	<b>(1,143)</b>

<sup>a</sup> Primarily reflects the impact on the liabilities of actual inflation being higher than assumed at the prior reporting date. There has been a broadly equivalent benefit to inflation-linked assets from higher inflation.

### Overview and governance of the BTPS

#### What are the benefits under the BTPS?

Benefits earned for pensionable service prior to 1 April 2009 are based upon a member's final salary and a normal pensionable age of 60.

Between 1 April 2009 and 30 June 2018, Section B and C active members accrued benefits based upon a career average re-valued earnings (CARE) basis and a normal pensionable age of 65. On a CARE basis benefits are built up based upon earnings in each year and the benefit accrued for each year is increased by the lower of inflation or the individual's actual pay increase in each year to retirement.

For Section A members, benefits earned for pensionable service up to 30 June 2018 are all based upon a member's final salary and a normal pensionable age of 60.

## Notes to the consolidated financial statements continued

### 20. Retirement benefit plans continued

Under the BTPS rules, increases for the majority of benefits are linked to either the Retail Price Index (RPI) or the Consumer Price Index (CPI) as summarised in the table below.

	Before retirement	After retirement
Sections A & B <sup>a</sup>	Preserved benefits increase before retirement based on CPI	Increases to benefits in payment are currently based on CPI
Section C		Increases to benefits in payment are currently based on RPI up to a maximum of 5%

<sup>a</sup> Section A members have typically elected to take Section B benefits at retirement.

#### How is the BTPS governed and managed?

BT Pension Scheme Trustees Limited (the Trustee) has been appointed by BT as an independent trustee to administer and manage the BTPS on behalf of the members in accordance with the terms of the BTPS Trust Deed and Rules and relevant legislation (principally the Pensions Acts of 1993, 1995, 2004 and 2021).

Under the terms of the Trust Deed there are nine Trustee directors, all of whom are appointed by BT, as illustrated below. Trustee directors are usually appointed for a three-year term but are then eligible for re-appointment.



#### Chairman of the Trustee directors

Appointed by BT after consultation with, and with the agreement of, the relevant trade unions.



#### Member nominated Trustee directors

Appointed by BT based on nominations by trade unions.



#### Employer nominated Trustee directors

Appointed by BT. Two normally hold senior positions within the group and two normally hold (or have held) senior positions in commerce or industry.

### BTPS IAS 19 assets



#### Critical accounting estimates and significant judgements made when valuing our pension assets

Under IAS 19, plan assets should be measured at fair value at the balance sheet date.

The pension assets include quoted and unquoted investments. A portion of unquoted investments are valued based on inputs that are not directly observable, which require more judgement. The assumptions used in valuing unquoted investments are affected by market conditions.

Around £5.6bn of these unquoted investments are formally valued periodically by the investment manager and the latest valuation precedes the balance sheet date. These valuations have been adjusted for cash movements between the previous valuation date and 31 March 2022. The valuation approach and inputs for these investments would only be approximately updated where there were indications of significant market movements, which was not the case at 31 March 2022 or in 2021. The BTPS exposure to Russian assets is less than 0.1% of the BTPS assets.

The asset-backed funding arrangement, issued to the BTPS in May 2021, which has a fair value of £1.4bn at 31 March 2022, is not recognised as a pension asset when measuring the group's IAS 19 net defined benefit liability as it is a non-transferable financial instrument issued by the reporting entity.

#### Valuation of main quoted investments

- Equities listed on recognised stock exchanges are valued at closing bid prices.
- Bonds that are regularly traded are valued using broker quotes.
- Exchange traded derivative contracts are valued based on closing bid prices.

## 20. Retirement benefit plans continued

### Valuation of main unquoted investments

- Equities are valued using the International Private Equity and Venture Capital (IPEVC) guidelines where the most significant assumptions are the discount rate and earnings assumptions.
- Property investments are valued on the basis of open market value by an independent valuer using RICS guidelines. The significant assumptions used in the valuation are rental yields and occupancy rates.
- Bonds, including those issued by BT, that are not regularly traded are valued by an independent valuer using pricing models making assumptions for credit risk, market risk and market yield curves.
- Over the counter derivatives are valued by an independent valuer using cash flows discounted at market rates. The significant assumptions used in the valuation are the yield curves and cost of carry.
- Holdings in investment funds are typically valued at the Net Asset Value provided by the fund administrator or investment manager. The significant assumption used in the valuation is the Net Asset Value.
- Infrastructure investments are valued by an independent valuer using a model-based valuation such as a discounted cash flow approach, or at the price of recent market transactions if they represent fair value. Where a discounted cash flow model is used, the significant assumptions used in the valuation are the discount rate and the expected cash flows.
- The value of the longevity insurance contract held by the BTPS is measured by discounting the projected cash flows payable under the contract (projected by an actuary, consistent with the terms of the contract). The significant assumptions used to value the asset are the discount rate (including adjustments to the risk free rate) and the mortality assumptions.

### How are the BTPS assets invested?

The Trustee regularly reviews the allocation of assets between different investment classes, taking into account current market conditions and trends. The allocations reflect the Trustee's views on the appropriate balance to be struck between seeking returns and incurring risk, and on the extent to which the assets should be allocated to match liabilities.

The table below shows the fair value of the BTPS assets analysed by asset category, subdivided by valuations based on a quoted market price in an active market, and those that are not (such as investment funds).

		2022 <sup>a</sup>			2021 <sup>a</sup>		
		Total assets £bn	of which quoted <sup>b</sup> £bn	Total %	Total assets £bn	of which quoted <sup>b</sup> £bn	Total %
At 31 March							
<b>Growth</b>							
Equities	UK	0.3	0.2	1	0.3	0.3	1
	Overseas developed	6.5	5.6	12	7.0	6.5	13
	Emerging markets	1.0	0.9	2	1.3	1.3	2
Private Equity		1.2	–	2	1.6	–	3
Property	UK	3.4	–	6	2.9	–	5
	Overseas	0.8	–	2	0.8	–	2
Other growth assets	Absolute Return <sup>c</sup>	1.0	–	2	1.1	–	2
	Non Core Credit <sup>d</sup>	4.7	1.4	9	4.3	1.4	8
	Mature Infrastructure	1.4	–	3	1.3	–	2
<b>Liability matching</b>							
Government bonds	UK	15.1	15.1	28	14.3	14.3	27
Investment grade credit	Global	13.9	11.7	26	14.1	11.5	27
Secure income assets <sup>e</sup>		2.6	–	5	2.1	–	4
<b>Cash, derivatives and other</b>							
Cash balances		2.9	–	5	1.4	–	3
Longevity insurance contract <sup>f</sup>		(1.0)	–	(2)	(0.8)	–	(2)
Other <sup>g</sup>		(0.3)	–	(1)	1.5	–	3
<b>Total</b>		<b>53.5</b>	<b>34.9</b>	<b>100</b>	<b>53.2</b>	<b>35.3</b>	<b>100</b>

a At 31 March 2022, the BTPS did not hold any equity issued by the group (FY21: nil). The BTPS held £1,930m (FY21: £2,216m) of bonds issued by the group.

b Assets with a quoted price in an active market.

c This allocation seeks to generate a positive return in all market conditions.

d This allocation includes a range of credit investments, including emerging market, sub-investment grade and unrated credit. The allocation seeks to exploit investment opportunities within credit markets using the expertise of a range of specialist investment managers.

e This allocation includes property, infrastructure and credit investments which provide a stable income to the BTPS.

f The Trustee has hedged some of BTPS's longevity risk through a longevity insurance contract which was entered into in 2014. The value reflects experience to date on the contract from higher than expected deaths and movements partly offset a corresponding reduction in BTPS's liabilities over the same period.

g Includes collateral posted in relation to derivatives held by the BTPS.

## Notes to the consolidated financial statements continued

### 20. Retirement benefit plans continued

#### BTPS IAS 19 Liabilities

##### Critical accounting estimates and significant judgements made when valuing our pension liabilities

The measurement of the service cost and the liabilities involves judgement about uncertain events including the life expectancy of members, price inflation and the discount rate used to calculate the net present value of the future pension payments. We use estimates for all of these uncertain events. Our assumptions reflect historical experience, actuarial advice and our judgement regarding future expectations at the balance sheet date.

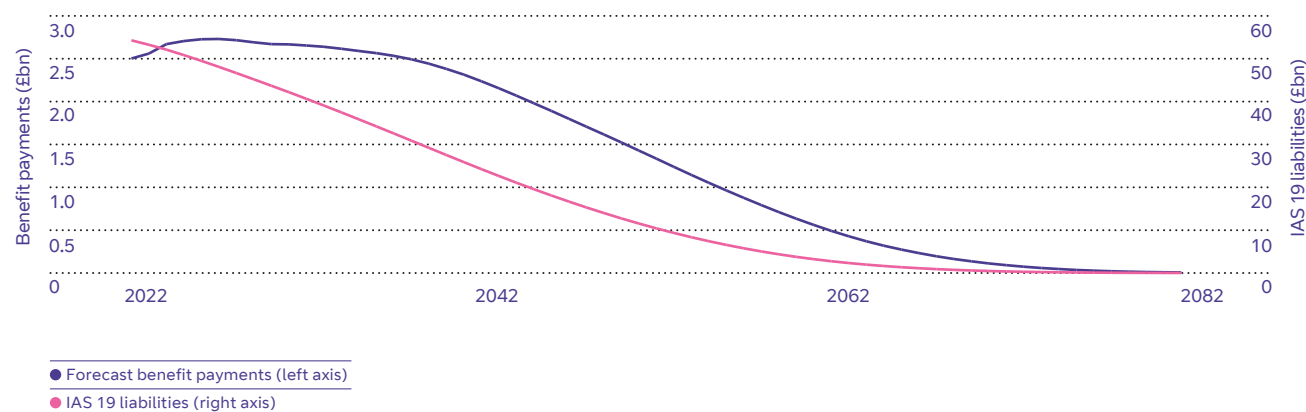
#### What are the forecast benefits payable from the BTPS?

There were 274,000 members in the BTPS at 30 June 2021, the date of the membership data used to value the IAS 19 liabilities. Members belong to one of three sections depending upon the date they first joined the BTPS, which impacts the benefits they are expected to receive.

Benefits to members from the BTPS are expected to be paid over more than 60 years. Projecting future expected benefit payments requires a number of assumptions, including future inflation, retirement ages, benefit options chosen and life expectancy and is therefore inherently uncertain. Actual benefit payments in a given year may be higher or lower, for example if members retire sooner or later than assumed, or take a greater or lesser cash lump sum at retirement than assumed. The liabilities are the present value of the future expected benefit payments.

The chart below illustrates the estimated benefits payable from the BTPS, and projected liabilities, forecast using the IAS 19 assumptions. Whilst benefit payments are expected to increase over the earlier years, the value of the liabilities is expected to reduce.

Forecast benefits payable by BTPS at 31 March 2022 (unaudited)



The estimated duration of the BTPS liabilities, which is an indicator of the weighted average term of the liabilities, is 14 years using the IAS 19 assumptions.

#### What is the breakdown of the membership and IAS 19 liabilities?

	Active members	Deferred members	Pensioners	Total
Sections A and B liabilities (£bn)	–	5.5	30.7	36.2
Section C liabilities (£bn)	–	12.4	5.7	18.1
<b>Total IAS 19 liabilities (£bn)</b>	<b>–</b>	<b>17.9</b>	<b>36.4</b>	<b>54.3</b>
<b>Total number of members (000's)</b>	<b>–</b>	<b>67</b>	<b>207</b>	<b>274</b>

#### What are the key assumptions and how have they been set?

The key financial assumptions used to measure the IAS 19 liabilities of the BTPS, where the nominal rates have been rounded to the nearest 0.05%, are shown below.

	Nominal rates (per year)		Real rates (per year) <sup>a</sup>	
	2022	2021	2022	2021
At 31 March				
Discount rate	2.75%	2.05%	(0.92)%	(1.11)%
Inflation – average increase in RPI	3.70%	3.20%	–	–
Inflation – average increase in CPI	3.25%	2.75%	(0.43)%	(0.44)%

<sup>a</sup> The real rate is calculated relative to RPI inflation.

## 20. Retirement benefit plans continued

The BTPS represents around 97% of the group's pension liabilities. While the financial assumptions may vary for each scheme, the nominal financial assumptions weighted by liabilities across all schemes are equal to the figures shown in the table above (to the nearest 0.05%).

The key demographic assumptions used to measure the IAS 19 liabilities of the BTPS relate to how long members are expected to live. Based on these assumptions, the forecast life expectancies for BTPS members aged 60 are as follows:

	2022	2021
	Number of years	Number of years
At 31 March		
Male in lower pension bracket (below £20,300 p.a.)	25.2	25.5
Male in higher pension bracket (above £20,300 p.a.)	27.3	27.6
Female	27.8	27.9
Average additional life expectancy for a male member retiring at age 60 in 10 years' time	0.4	0.4

The table below summarises the approach used to set the key IAS 19 assumptions for the BTPS and key drivers for the movement in the assumptions.

	Detail
<b>Discount rate</b>	<p>IAS 19 requires that the discount rate is determined by reference to market yields at the balance sheet date on high quality corporate bonds. The currency and term of these should be consistent with the currency and estimated term of the pension liabilities.</p> <p>The assumption is calculated by applying the projected BTPS benefit cash flows to a corporate bond yield curve constructed by our external actuary based on the yield on AA-rated corporate bonds.</p> <p>In setting the yield curve, judgement is required on the selection of appropriate bonds to be included in the universe and the approach used to then derive the yield curve.</p> <p>The increase in the discount rate over the year reflects changes in the market yield of corporate bonds.</p>
<b>RPI and CPI inflation</b>	<p>The RPI inflation assumption is calculated by applying the projected BTPS benefit cash flows to an inflation curve derived from market yields on government bonds, and making an adjustment for an inflation risk premium (to reflect the extra premium paid by investors for inflation linked assets).</p> <p>The CPI inflation assumption is calculated with reference to the RPI inflation assumption taking into account market forecasts and independent estimates of the expected difference.</p> <p>In 2020, it was announced that RPI will be aligned with CPIH from 2030 onwards. Therefore, CPI inflation is assumed to be in line with RPI inflation after 2030, as historically CPI and CPIH inflation have been broadly comparable.</p> <p>Before 2030, CPI inflation is assumed to be 1% lower than RPI inflation, reflecting the latest published inflation forecasts. At the prior reporting date CPI inflation was assumed to be 0.9% lower than RPI inflation before 2030. This change reduced the BTPS IAS 19 liabilities by £0.2bn.</p>
<b>Pension increases</b>	Benefits are assumed to increase in line with the RPI or CPI inflation assumptions, based on the relevant index for increasing benefits, as prescribed by the rules of the BTPS and summarised above.
<b>Longevity</b>	<p>The longevity assumption takes into account:</p> <ul style="list-style-type: none"> <li>the actual mortality experience of the BTPS pensioners, based on a formal review conducted at the 2020 triennial funding valuation</li> <li>future improvements in longevity based on a model published by the UK actuarial profession's Continuous Mortality Investigation (CMI) (updating to use the CMI 2020 Mortality Projections model, with a long-term improvement parameter of 1% per year).</li> </ul> <p>There is significant uncertainty on the impact of the Covid-19 pandemic on mortality. The default CMI 2020 model makes no allowance for deaths in 2020, when there were higher deaths due to the Covid-19 pandemic, but provides an additional parameter to allow users to make their own judgement of the extent to which deaths in 2020 will impact future improvements. We have assumed a short-term slow down in life expectancy improvements, with a neutral impact over the longer-term. Based on analysis carried out by the CMI, this scenario is equivalent to applying a 15% weighting on 2020 data and has reduced the BTPS IAS 19 liabilities by £0.7bn.</p>

## Notes to the consolidated financial statements continued

### 20. Retirement benefit plans continued

#### Risks underlying the BTPS deficit

##### Background

A large increase in our pension scheme obligations could stop us from being able to fund our business cash flows or meet our payment commitments. Things like future low investment returns, high inflation, longer life expectancy and regulatory changes may all mean the BTPS becomes more of a financial burden to BT.

Changes in external factors, such as bond yields, can have an impact on the IAS 19 and funding assumptions, impacting the measurement of BTPS liabilities. These factors can also impact the BTPS assets. The BTPS hedges some of these risks, including interest rates, inflation, longevity and currency using financial instruments and insurance contracts with reference to the funding liabilities.

Some of the key financial risks, and mitigations, for the BTPS are set out in the table below.

<b>Changes in government bond yields</b>	<p>A fall in government bond yields will lead to:</p> <ul style="list-style-type: none"> <li>• a fall in corporate bond yields (assuming no changes in credit spreads), and therefore the IAS 19 discount rate. A fall in the IAS 19 discount rate will increase the IAS 19 liabilities.</li> <li>• an increase in the value of government bonds, interest rate derivatives, and corporate bonds held by the BTPS.</li> </ul> <p>We estimate the change in the BTPS assets will more than offset the increase in the IAS 19 liabilities, but only partly offset an increase in the funding liabilities.</p>
<b>Changes in credit spreads</b>	<p>A fall in credit spreads will lead to a fall in corporate bond yields, and therefore an increase in the IAS 19 liabilities and a corresponding increase in asset values.</p>
<b>Changes in inflation expectations</b>	<p>A significant proportion of the benefits paid to members are currently increased in line with RPI or CPI inflation.</p> <p><b>Changes in average inflation expectations over the lifetime of the plan</b></p> <p>An increase in average inflation expectations will lead to:</p> <ul style="list-style-type: none"> <li>• an increase in the IAS 19 liabilities</li> <li>• an increase in the value of index-linked bonds and other inflation linked assets held by the BTPS</li> </ul> <p>We estimate the change in the BTPS assets will more than offset the increase in the IAS 19 liabilities, but only partly offset an increase in the funding liabilities.</p> <p><b>Changes in inflation over the next year</b></p> <p>If inflation over the next year is lower or higher than assumed, it would lead to a fall or increase in the IAS 19 liabilities. We estimate the change in asset values will broadly offset the movement in the IAS 19 liabilities.</p>
<b>Changes in growth assets</b>	<p>A significant proportion of the BTPS assets are invested in growth assets, such as equities and property. Although the BTPS has temporary hedges in place to partly offset the impact of a fall in equity markets, and adopts a diverse portfolio, a fall in these growth assets will lead to a worsening of the net defined benefit liability.</p>
<b>Changes in life expectancy</b>	<p>An increase in the life expectancy of members will result in benefits being paid out for longer, leading to an increase in the BTPS liabilities.</p> <p>The BTPS holds a longevity insurance contract which covers around 20% of the BTPS's total exposure to improvements in longevity, providing long-term protection and income to the BTPS in the event that members live longer than currently expected.</p>

Other risks include: changes in legislation or regulation which impact the value of the liabilities or assets; and member take-up of options before and at retirement to reshape their benefits.

## 20. Retirement benefit plans continued

### IAS 19 Scenario analysis

The potential negative impact of the key risks is illustrated by the following five scenarios. These have been assessed by BT's independent actuary as scenarios that might occur no more than once in every 20 years.

Scenario	1-in-20 events	
	2022	2021
1. Fall in bond yields <sup>a</sup>	0.8%	1.1%
2. Increase in credit spreads <sup>b</sup>	0.7%	0.7%
3. Increase to average inflation expectations over the lifetime of the plan <sup>c</sup>	0.6%	0.7%
4. Fall in growth assets <sup>d</sup>	20.0%	20.0%
5. Increase to life expectancy	1.00 years	1.00 years

a Scenario assumes a fall in the yields on both government and corporate bonds.

b Scenario assumes an increase in the yield on corporate bonds, with no change to yield on government bonds.

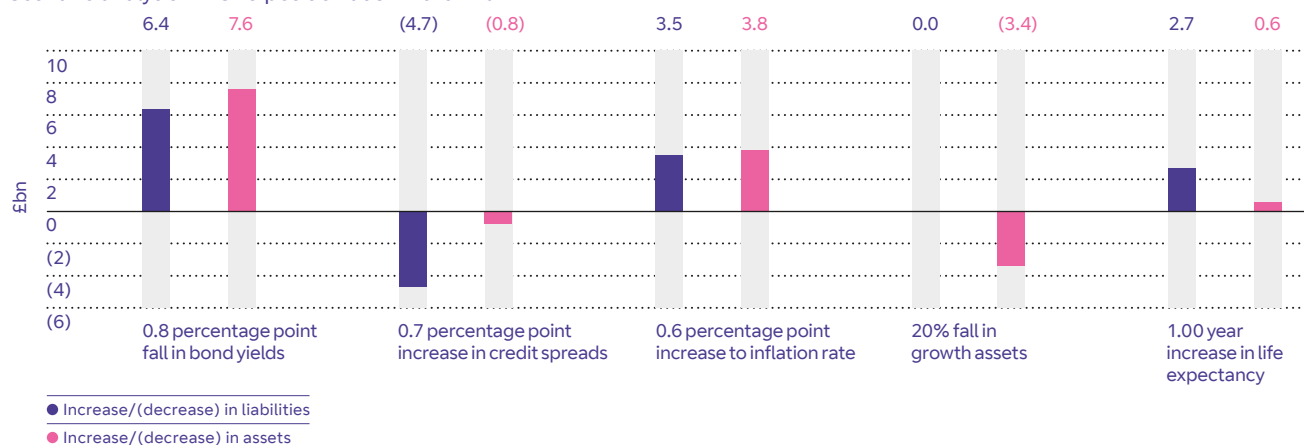
c Scenario assumes average RPI and CPI inflation expectations over the lifetime of the plan increase by the same amount.

d Impact includes the potential impact of temporary equity hedges held by the BTPS. Scenario considers combinations of changes to the key inputs used to value the growth assets, leading to a 20% fall in the aggregate value of the growth assets prior to temporary hedges held by the BTPS.

The impact shown under each scenario looks at each event in isolation – in practice a combination of events could arise.

### Impact of illustrative scenarios which might occur no more than once in every 20 years

Scenario analysis – IAS 19 position at 31 March 2022



The sensitivities have been prepared using the same approach as FY21 which involves calculating the liabilities and assets assuming the change in market conditions assumed under the scenario occurs.

### BTPS funding

#### Triennial funding valuation

A funding valuation is carried out for the Trustee by a professionally qualified independent actuary at least every three years. The purpose of the funding valuation is for BT and the Trustee to agree cash contributions from BT to the BTPS to ensure the BTPS has sufficient funds available to meet future benefit payments to members. It is prepared using the principles set out in UK Pension legislation, such as the 2004 Pensions Act, and uses a prudent approach overall.

This differs from the IAS 19 valuation, which is used for deriving the balance sheet and P&L figures in the Group accounts with principles being set out in the IFRS standards, and uses a best-estimate approach overall (with the exception of the discount rate, which IAS 19 requires to be based on the yields on high quality corporate bonds regardless of the investment held by the BTPS).

The different purpose and principles lead to different assumptions being used, and therefore a different estimate for the liabilities and deficit.

The latest funding valuation was performed as at 30 June 2020. The next funding valuation will have an effective date of no later than 30 June 2023.

## Notes to the consolidated financial statements continued

### 20. Retirement benefit plans continued

The results of the two most recent funding valuations are shown below.

	June 2020 valuation £bn	June 2017 valuation £bn
BTPS funding liabilities	(65.3)	(60.4)
Market value of BTPS assets	57.3	49.1
Funding deficit	(8.0)	(11.3)
Percentage of accrued benefits covered by the BTPS assets at valuation date	88%	81%
Percentage of accrued benefits on a solvency basis covered by the BTPS assets at the valuation date	71%	62%

#### Key assumptions – funding valuation

The most recent funding valuations were determined using the following prudent long-term assumptions.

	Nominal rates (per year)		Real rates (per year) <sup>a</sup>	
	June 2020 valuation %	June 2017 valuation %	June 2020 valuation %	June 2017 valuation %
Average single equivalent discount rate	1.4	2.6	(1.7)	(0.8)
Average long-term increase in RPI	3.2	3.4	–	–
Average long-term increase in CPI	2.4	2.4	(0.7)	(1.0)

a The real rate is calculated relative to RPI inflation and is shown as a comparator.

The discount rate at 30 June 2020 was derived from prudent return expectations above a risk-free yield curve based on gilt and swap rates. The discount rate reflects the investment strategy over time, allowing for the BTPS to de-risk to a portfolio consisting predominantly of bond and bond-like investments by 2034. It has been set consistently with the 2017 valuation, mechanically updated to reflect the move in swap pricing from LIBOR to SONIA, leading to a prudent discount rate of 1.4% per year above the risk-free yield curve in 2020, trending down to 0.8% per year above the risk-free yield curve from 2035. The assumption was equivalent to using a flat discount rate of 0.9% per year above the risk-free yield curve at 30 June 2020.

The average life expectancy assumptions at the funding valuation dates, for members 60 years of age, are as follows.

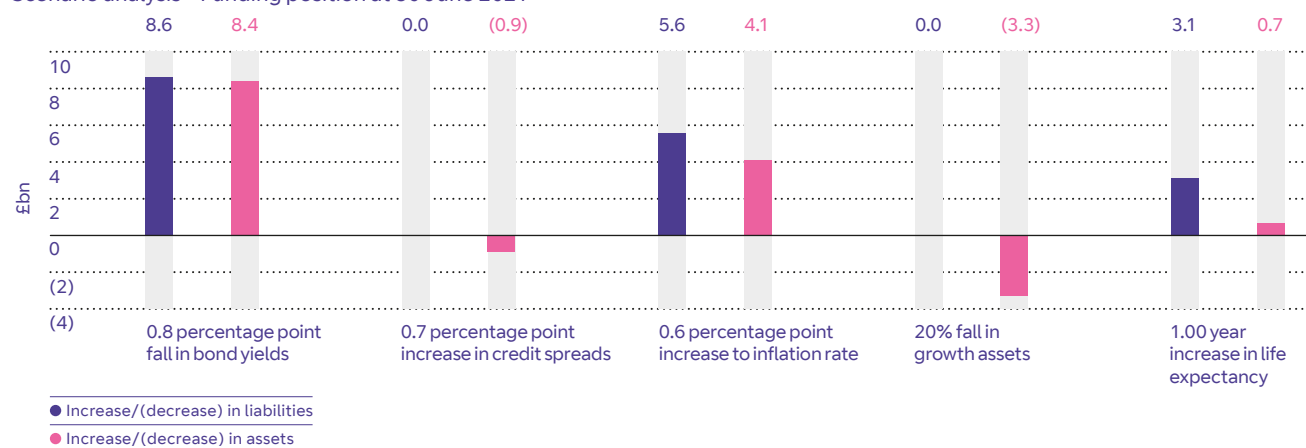
Number of years from valuation date	June 2020 assumptions	June 2017 assumptions
Male in lower pension bracket	25.8	25.9 to 27.2
Male in higher pension bracket	28.0	28.6
Female	28.5	28.6 to 28.9
Average additional life expectancy for a member retiring at age 60 in 10 years' time	0.9	0.9

#### Changes in the funding position (unaudited)

The Scheme Actuary has carried out an interim assessment as at 30 June 2021, estimating the BTPS's funding position to have improved from a funding deficit of £8.0bn to £4.1bn. BT and the Trustee will agree cash contributions in the usual way at the next full triennial funding valuation, scheduled to take place as at 30 June 2023.

Changes in market conditions can have a different impact on the funding liabilities and the IAS 19 liabilities. For example, the funding liabilities use a discount rate linked to a risk-free rate, whereas the IAS 19 liabilities use a discount rate based on corporate bond yields (and so are affected by changes in credit spreads). The estimated impact of the scenarios illustrated on [page 175](#) on the 30 June 2021 interim assessment of the funding position are shown in the table below.

#### Scenario analysis – Funding position at 30 June 2021



## 20. Retirement benefit plans continued

### Future funding obligations and deficit repair plan

Under the terms of the Trust Deed, the group is required to have a funding plan, determined at the conclusion of the triennial funding valuation, which is a legal agreement between BT and the Trustee and should address the deficit over a maximum period of 20 years.

In May 2021, the 2020 triennial funding valuation was finalised, agreed with the Trustee and certified by the Scheme Actuary. The funding deficit at 30 June 2020 was £8.0bn. The funding deficit was agreed to be met as follows:

- £2bn met through an Asset Backed Funding arrangement (ABF) which is structured as a Scottish Limited Partnership (SLP) with BT and BTPS as limited partners, and BT Corporate Limited as general partner. The underlying asset is a loan note issued by EE Group Investments Limited, with an initial face value of £1.9bn. The BTPS has an entitlement to the full value of the loan note in the event of an insolvency of BT.

The loan note had a term of approximately 13 years. On or before 30 June each year (with a final payment in June 2033), the ABF will distribute capital and interest amounting to £180m to the BTPS, provided that the BTPS was in deficit on a funding basis as at 30 June of the preceding year. If the BTPS reaches full funding at any 30 June, the payments to the BTPS will cease. The stream of payments are financed through distributions from EE Limited and shares in EE Limited provide security over the payment stream. No impact is expected on the day-to-day operations of BT or EE as a result. The fair value of the BTPS investment in the ABF at the date of investment was £1.66bn, with BT receiving tax relief on that amount spread over four years. This is calculated as the net present value of the annual capital and interest payments, and is less than the face value of the underlying loan note reflecting the probability of the BTPS becoming fully funded, and therefore the annual capital and interest payments to the BTPS ending before the underlying loan note matures. Following receipt of the first £180m capital and interest payment, the fair value of the BTPS investment in the ABF as at 31 March 2022 was £1.4bn.

The ABF has no impact on the gross IAS 19 deficit in the BT Group plc consolidated accounts initially, but has reduced the deferred tax asset recognised, as some tax relief has been received up-front. Annual capital and interest payments will reduce the IAS 19 net defined benefit liability.

- Cash contributions over the 10 years to 30 June 2030.

### Co-investment vehicle

BT and the Trustee agreed a co-investment vehicle at the 30 June 2020 valuation which provides BT with some protection against the risk of overfunding by allowing money to be returned to BT if not needed by the BTPS, enabling BT to provide upfront funding with greater confidence.

BT has the option to pay deficit repair plan payments after 30 June 2023 into the co-investment vehicle (which is a SLP separate to the SLP used for the ABF), which will be invested as if part of the overall BTPS investment strategy. The value of the assets held in the vehicle are included in the assets of the BTPS for the purposes of calculating both the funding deficit and the IAS 19 net defined benefit liability.

To the extent there is a funding deficit at 30 June 2034, the co-investment vehicle will pay funds to the BTPS. BT will receive tax relief on funds paid at this point, rather than in the year when funds are paid from BT into the vehicle.

Any remaining funds in the co-investment vehicle will then be returned to BT in three annual payments in 2035, 2036 and 2037, unless the BTPS has subsequently moved into funding deficit or the Trustee, acting prudently but reasonably, decides to defer or reduce these payments.

At 31 March 2022, there were less than £1m of assets in the co-investment vehicle.

### Future funding commitment

At the 2020 valuation, BT agreed additional contributions will be automatically payable in the event the deficit repair plan is no longer sufficient to meet the funding deficit.

Should an annual update of the funding position reveal that the BTPS has fallen more than £1bn behind plan, BT will commence additional payments of between £150m to £200m per year. The payments will stop once the funding deficit at a future annual update has improved such that the remaining deficit repair plan is sufficient to meet the funding deficit. Payments can switch-on again if the funding deficit position subsequently deteriorates.

The first annual test was carried out as at 30 June 2021. This showed that the deficit repair plan was still sufficient to meet the funding deficit, and hence no additional contributions were required. The next annual test will be carried out as at 30 June 2022.

Any additional contributions under this agreement cease by 30 June 2034.

## Notes to the consolidated financial statements continued

### 20. Retirement benefit plans continued

These payments are set out in the table below.

Year to 31 March	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Cash provided by BT	800 <sup>a</sup>	610 <sup>b</sup>	600 <sup>c</sup>	600 <sup>c</sup>	600 <sup>c</sup>	600 <sup>c</sup>	600 <sup>c</sup>	600 <sup>c</sup>	500 <sup>c</sup>	–	–	–
Cash provided by ABF structure	180	180	180	180	180	180	180	180	180	180	180	180
<b>Total</b>	<b>980</b>	<b>790</b>	<b>780</b>	<b>780</b>	<b>780</b>	<b>780</b>	<b>780</b>	<b>780</b>	<b>680</b>	<b>180</b>	<b>180</b>	<b>180</b>

a £400m due by 30 June.

b £500m due by 30 June.

c £490m of each payment due by 30 June. £10m is directly payable to the BTPS, and BT has the option to pay remaining amounts into the co-investment vehicle.

#### Other protections

BT has agreed to provide the Trustee with certain protections to 2035, or until the deficit calculated using the long-term discount rate, currently 0.8% per year above the risk-free yield curve, (Protections Deficit) has reduced below £2bn. A £2bn deficit on this measure is currently broadly equivalent to a nil funding deficit. The protections include:

Feature	Detail
<b>Shareholder distributions</b>	<p>BT will provide additional payments to the BTPS by the amount that shareholder distributions exceed a threshold. For the three years following the 2020 valuation, the threshold allows for 10% per year dividend per share growth based on dividends restarting at 7.7p per share in 2021/22.</p> <p>BT has agreed to implement a similar protection at each subsequent valuation, with the terms to be negotiated at the time.</p> <p>BT will consult with the Trustee if:</p> <ul style="list-style-type: none"> <li>it considers share buybacks for any purpose other than relating to employee share awards;</li> <li>it considers making any shareholder distributions in any of the next 3 years if annual normalised free cash flow of the Group is below £1bn in the year and distributions within the year would be in excess of 120% of the above threshold; or</li> <li>it considers making a special dividend.</li> </ul>
<b>Material corporate events</b>	<p>In the event that BT generates net cash proceeds greater than a threshold from disposals (net of acquisitions) in any financial year, BT will make additional contributions to the BTPS. The threshold is £750m until 30 June 2023, and £1bn thereafter (increased by CPI from 30 June 2020).</p> <p>The amount payable is one third of the total net cash proceeds, or the amount by which the Protections Deficit exceeds £2bn if lower.</p> <p>BT will consult with the Trustee if:</p> <ul style="list-style-type: none"> <li>it considers making acquisitions with a total cost of more than £1.0bn in any 12-month period;</li> <li>it considers making disposals of more than £1.0bn;</li> <li>it considers making a Class 1 transaction (acquisition or disposal);</li> <li>it is likely to be subject to a takeover offer; or</li> <li>there is any other material corporate or third-party events which may have a material detrimental impact on BT's covenant to the BTPS, and BT will use best endeavours to agree appropriate mitigation</li> </ul> <p>This obligation is on-going until otherwise terminated.</p>
<b>Negative pledge</b>	<p>A negative pledge that future creditors will not be granted superior security to the BTPS in excess of a £0.5bn threshold, to cover any member of the BT group. Business as usual financing arrangements are not included within the £0.5bn threshold.</p>

## 20. Retirement benefit plans continued

In the highly unlikely event that the group were to become insolvent there are additional protections of BTPS members' benefits:

Feature	Detail
<b>Crown Guarantee</b>	<p>The Crown Guarantee was granted by the Government when the group was privatised in 1984 and would only come into effect upon the insolvency of BT.</p> <p>The Trustee brought court proceedings to clarify the scope and extent of the Crown Guarantee. The Court of Appeal judgement on 16 July 2014 established that:</p> <ul style="list-style-type: none"> <li>the Crown Guarantee covers BT's funding obligation in relation to the benefits of members of the BTPS who joined post-privatisation as well as those who joined pre-privatisation (subject to certain exceptions)</li> <li>the funding obligation to which the Crown Guarantee relates is measured with reference to BT's obligation to pay deficit contributions under the rules of the BTPS.</li> </ul> <p>The Crown Guarantee is not taken into account for the purposes of the actuarial valuation of the BTPS and is an entirely separate matter, only being relevant in the highly unlikely event that BT became insolvent.</p>
<b>Pension Protection Fund (PPF)</b>	Further protection is also provided by the PPF which is the fund responsible for paying compensation in schemes where the employer becomes insolvent.

## Other benefit plans

### EEPS

The EEPS is the second largest defined benefit plan sponsored by the group. It has a defined benefit section that is closed to future accrual, with liabilities of around £1.0bn, and a defined contribution section with around 8,000 members.

At 31 March 2022, the defined benefit section's assets are invested across a number of asset classes including global equities (26%), property & illiquid alternatives (31%), an absolute return portfolio (17%) and a liability driven investment portfolio (26%).

A triennial valuation of the defined benefit section as at 31 December 2021 is currently underway. The previous triennial valuation was performed as at 31 December 2018 and agreed in March 2020. This showed a funding deficit of £161m. The group is scheduled to contribute £3.3m each month until 31 July 2022.

### BTRSS

The BTRSS is the largest defined contribution plan maintained by the group with around 66,000 active members. In the year to 31 March 2022, £469m of contributions were payable by the group to the BTRSS.

### BTHS

The BTHS combines elements of both defined benefit and defined contribution pension plans. At 31 March 2022 it had IAS 19 liabilities of around £45m and £9.9m of contributions were payable by the group to the BTHS.

## 21. Own shares



### Significant accounting policies that apply to own shares

Own shares are recorded at cost and deducted from equity. When shares held for the beneficial ownership of employees vest unconditionally or are cancelled they are transferred from the own shares reserve to retained earnings at their weighted average cost.

	Treasury shares <sup>a</sup>		Employee share ownership trust <sup>a</sup>		Total	
	millions	£m	millions	£m	millions	£m
<b>At 1 April 2020</b>	<b>86</b>	<b>(223)</b>	<b>7</b>	<b>(14)</b>	<b>93</b>	<b>(237)</b>
Own shares purchased <sup>b</sup>	–	–	11	(14)	11	(14)
Yourshare issue	(35)	90	–	–	(35)	90
Share options exercised <sup>b</sup>	–	1	–	–	–	1
Share awards vested	–	–	(9)	17	(9)	17
<b>At 31 March 2021</b>	<b>51</b>	<b>(132)</b>	<b>9</b>	<b>(11)</b>	<b>60</b>	<b>(143)</b>
Own shares purchased <sup>b</sup>	–	–	114	(210)	114	(210)
Yourshare issue	(1)	2	(18)	34	(19)	36
Share options exercised <sup>b</sup>	(9)	22	–	–	(9)	22
Share awards vested	–	–	(11)	21	(11)	21
<b>At 31 March 2022</b>	<b>41</b>	<b>(108)</b>	<b>94</b>	<b>(166)</b>	<b>135</b>	<b>(274)</b>

a At 31 March 2022, 41,429,938 shares (FY21: 50,724,972) with an aggregate nominal value of £2m (FY21: £3m) were held at cost as treasury shares and 94,120,883 shares (FY21: 9,172,675) with an aggregate nominal value of £5m (FY21: £nil) were held in the Trust.

b See group cash flow statement. The cash paid for the repurchase of ordinary shares was £184m (FY21: £14m). 15m shares (FY21: nil) were purchased via a forward contract. The cash received for proceeds on the issue of treasury shares was £13m (FY21: £1m).

## Notes to the consolidated financial statements continued

### 21. Own shares continued

The treasury shares reserve represents BT Group plc shares purchased directly by the group. The BT Group Employee Share Ownership Trust (the Trust) also purchases BT Group plc shares.

The treasury shares and the shares in the Trust are being used to satisfy our obligations under employee share plans, further details of which are provided in note 22.

### 22. Share-based payments

#### Significant accounting policies that apply to share-based payments

We operate a number of equity-settled share-based payment arrangements, under which we receive services from employees in consideration for equity instruments (share options and shares) of the group. Equity-settled share-based payments are measured at fair value at the date of grant. Market-based performance criteria and non-vesting conditions (for example, the requirement for employees to make contributions to the share purchase programme) are reflected in this measurement of fair value. The fair value determined at the grant date is recognised as an expense on a straight line basis over the vesting period, based on the group's estimate of the options or shares that will eventually vest and adjusted for the effect of non market-based vesting conditions. Fair value is measured using either the Binomial options pricing model or Monte Carlo simulations, whichever is more appropriate to the share-based payment arrangement.

Service and performance conditions are vesting conditions. Any other conditions are non-vesting conditions which have to be taken into account to determine the fair value of equity instruments granted. In the case that an award or option does not vest as a result of a failure to meet a non-vesting condition that is within the control of either counterparty, this is accounted for as a cancellation. Cancellations are treated as accelerated vesting and all remaining future charges are immediately recognised in the income statement. As the requirement to save under an employee saveshare arrangement is a non-vesting condition, employee cancellations, other than through a termination of service, are treated as an accelerated vesting.

No adjustment is made to total equity for awards that lapse or are forfeited after the vesting date.

Year ended 31 March	2022 £m	2021 £m
Employee saveshare plans	29	38
Yourshare	28	18
Executive share plans:		
Incentive Share Plan (ISP)	14	(8)
Deferred Bonus Plan (DBP)	11	10
Retention and Restricted Share Plans (RSP)	26	14
	<b>108</b>	<b>72</b>

#### What share incentive arrangements do we have?

Our plans include savings-related share option plans for employees and those of participating subsidiaries and several share plans for executives. All share-based payment plans are equity-settled. Details of these plans are set out below.

##### Employee Saveshare Plans

Under an HMRC-approved savings-related share option plan, employees save on a monthly basis, over a three or five-year period, towards the purchase of shares at a fixed price determined when the option is granted. This price is set at a 20% discount to the market price for five-year plans and 10% for three-year plans. The options must be exercised within six months of maturity of the savings contract, otherwise they lapse. Similar plans operate for our overseas employees. The scheme did not operate in FY22.

##### Incentive Share Plan (ISP)

Participants are entitled to shares under the ISP in full at the end of a three-year period only if the group has met the relevant pre-determined corporate performance measures and if the participants are still employed by the group. The last ISP award was granted in 2019. For this award, 40% of each award is linked to a total shareholder return (TSR) target for a comparator group of companies from the beginning of the relevant performance period; 40% is linked to a three-year cumulative normalised free cash flow measure; and 20% to growth in underlying revenue.

The cash flow and revenue targets under the 2019 ISP were adjusted in FY22 to reflect acquisitions and divestments during the three-year period to ensure performance is being measured on a like-for-like basis. This resulted in a charge of £14m for the year (FY21: credit of £8m).

##### Deferred Bonus Plan (DBP)

Awards are granted annually to selected employees. Shares in the group are transferred to participants at the end of three years if they continue to be employed by the group throughout that period.

##### Retention and Restricted Share Plans (RSP)

Awards are granted to selected employees. Shares in the group are transferred to participants at the end of a specified retention or restricted period if they continue to be employed by the group throughout that period.

## 22. Share-based payments continued

### Yourshare

In June 2021, all eligible employees of the group were awarded £500 of BT shares (FY21: £500). The shares will be held in trust for a 3 year vesting period after which they will be transferred to employees, providing they have been continuously employed during that time. A similar plan operates for overseas employees.

Under the terms of Yourshare and the executive share plans, dividends are reinvested in shares that are added to the relevant share awards.

### Employee Saveshare Plans

Movements in Employee Saveshare options are shown below.

	Number of share options		Weighted average exercise price	
	2022 millions	2021 millions	2022 pence	2021 pence
Year ended 31 March				
Outstanding at 1 April	414	214	121	202
Granted	–	283	–	85
Forfeited	(41)	(59)	127	175
Exercised	(9)	–	152	85
Expired	(22)	(24)	229	277
<b>Outstanding at 31 March</b>	<b>342</b>	<b>414</b>	<b>113</b>	<b>121</b>
<b>Exercisable at 31 March</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>282</b>

The weighted average share price for all options exercised during FY22 was 185p (FY21: 134p).

The following table summarises information relating to options outstanding and exercisable under Employee Saveshare plans at 31 March 2022.

Normal dates of vesting and exercise (based on calendar years)	Exercise price per share	Weighted average exercise price	Number of outstanding options millions	Weighted average remaining contractual life (months)
2022	164p – 243p	201p	36	10
2023	82p – 170p	108p	102	22
2024	164p	164p	44	34
2025	82p	82p	160	46
<b>Total</b>		<b>113p</b>	<b>342</b>	<b>34</b>

### Executive share plans

Movements in executive share plan awards are shown below:

	Number of shares (millions)			
	ISP	DBP	RSP	Total
At 1 April 2020	91	12	13	116
Awards granted	–	10	41	51
Awards vested	–	(2)	(6)	(8)
Awards lapsed	(25)	–	(1)	(26)
At 1 April 2021	66	20	47	133
Awards granted	–	7	23	30
Awards vested	–	(4)	(7)	(11)
Awards lapsed	(35)	(1)	(6)	(42)
Dividend shares reinvested	–	–	1	1
<b>At 31 March 2022</b>	<b>31</b>	<b>22</b>	<b>58</b>	<b>111</b>

## Notes to the consolidated financial statements continued

### 22. Share-based payments continued

#### Fair values

The following table summarises the fair values and key assumptions used for valuing grants made under the Employee Saveshare plans in FY21. There were no grants under Employee Saveshare in FY22.

Year ended 31 March 2021	Employee Saveshare
Weighted average fair value	23p
Weighted average share price	114p
Weighted average exercise price of options	85p
Expected dividend yield	5.19% – 6.49%
Risk free rates	-0.001% – 0.11%
Expected volatility	28.33% – 28.39%

Employee Saveshare grants are valued using a Binomial options pricing model. Awards under the ISP were valued using Monte Carlo simulations. TSRs are generated for BT and the comparator group at the end of the three-year performance period, using each company's volatility and the cross correlation between pairs of stocks. There were no ISP awards granted in FY21 or FY22.

Volatility has been determined by reference to BT's historical volatility which is expected to reflect the BT share price in the future. An expected life of six months after vesting date is assumed for Employee Saveshare options. For all other awards the expected life is equal to the vesting period. The risk-free interest rate is based on the UK gilt curve in effect at the time of the grant, for the expected life of the option or award.

The fair values for the DBP and RSP were determined using the market price of the shares at the grant date. The weighted average share price for DBP awards granted in FY22 was 203p (FY21: 117p) and for RSP awards granted in FY22 was 201p (FY21: 103p).

### 23. Divestments and assets & liabilities classified as held for sale

#### Significant accounting policies that apply to divestments and assets & liabilities classified as held for sale

We classify non-current assets or a group of assets and associated liabilities, together forming a disposal group, as 'held for sale' when their carrying amount will be recovered principally through disposal rather than continuing use and the sale is highly probable. Sale is considered to be highly probable when management are committed to a plan to sell the asset or disposal group and the sale should be expected to qualify for recognition as a completed divestment within one year from the date of classification. We measure non-current assets or disposal groups classified as held for sale at the lower of their carrying amount and fair value less costs of disposal. Intangible assets, property, plant and equipment and right-of-use assets classified as held for sale are not depreciated or amortised.

Upon completion of a divestment, we recognise a profit or loss on disposal calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest less costs incurred in disposing of the asset or disposal group and (ii) the carrying amount of the asset or disposal group (including goodwill). The profit or loss on disposal is recognised as a specific item, see note 9.

In the event that non-current assets or disposal groups held for sale form a separate and identifiable major line of business, the results for both the current and comparative periods are reclassified as 'discontinued operations'.

#### Divestments

During the year we completed the disposals of Diamond IP, a non-core software business in America, and certain business units in Italy serving customers in the public administration and SME sectors, recording a combined net gain of £35m.

In FY21 we recorded a net gain of £80m on disposal of our domestic operations in Spain, a combined net loss of £11m on the disposals of our domestic operations in France and Latin America, and a net loss of £4m relating to the disposal of a number of other businesses.

The divestment of these operations is in line with our long-term strategy. The disposals in the current or prior year have not been reclassified as discontinued operations as they do not meet our definition of a separate major line of business.

### 23. Divestments and assets & liabilities classified as held for sale continued

The net consideration recognised on completion of these divestments was as follows:

	2022 £m	2021 £m
Intangible assets (including goodwill)	12	37
Property, plant and equipment	6	39
Right-of-use assets	1	38
Other non-current assets	1	3
Current assets	26	159
Liabilities	(15)	(199)
<b>Net assets of operations disposed<sup>a</sup></b>	<b>31</b>	<b>77</b>
Less: recycling from translation reserve <sup>b</sup>	(1)	(23)
<b>Net impact on the consolidated balance sheet</b>	<b>30</b>	<b>54</b>
Profit on disposal <sup>c</sup>	41	65
<b>Net consideration</b>	<b>71</b>	<b>119</b>
<b>Satisfied by</b>		
<b>Proceeds received in the year per the cash flow statement</b>	<b>76</b>	<b>164</b>
Adjustments to non-cash consideration <sup>d</sup>	(2)	(25)
Costs of disposal <sup>e</sup>	(3)	(20)
<b>Net consideration</b>	<b>71</b>	<b>119</b>

a FY21 assets are stated after impairment charge booked on held for sale classification in FY20 on the France and Latin America divestments.

b Cumulative translation differences previously held in equity and recycled to the income statement on disposal of foreign operations.

c FY22 profit on disposal includes true-ups on divestments completed in prior years. The net gain is fully recognised as specific items, see note 9.

d Includes provisions for proceeds to be paid back to the purchaser through deferred or contingent payments or where negotiations on post-completion purchase price adjustments were ongoing at the end of the year.

e £1m (FY21: £13m) disposal costs have been paid and are included within cash flows from operating activities in the cash flow statement. The remaining £2m (FY21: £7m) costs were accrued for at the end of the year.

#### Assets and liabilities held for sale

At 31 March 2022, the group had one disposal group held for sale, BT Sport, which was previously held within the Consumer segment. No other disposal groups were classified as held for sale during FY21 or FY22.

##### BT Sport

In May 2022 we reached an agreement with Warner Bros. Discovery (Discovery) to create a sports joint venture (JV) combining BT Sport and Discovery's Eurosport UK business into a separate legal entity with both BT and Discovery each holding a 50% interest and equal voting rights. The production and operational assets of BT Sport will transfer to, and become a wholly owned subsidiary of, Discovery who will manage and operate the production of the sport content.

Discovery will have the option to acquire BT's 50% interest in the JV at specified points during the first four years of the JV. The price payable under the Call Option will be 50% of the JV, at a price to be determined at the time, plus any unpaid fixed consideration and remaining earn-out as described below. If the Call Option is not exercised, BT will have the ability to exit its shareholding in the JV either through a sale or IPO.

At completion of the transaction, BT is expected to lose control of the BT Sport operations and the group's interest in the combined business is expected to be classified as a Joint Venture under IFRS 11 based on the assessment of ownership and joint control over the key decisions of the JV (50/50 with Discovery) established through the joint venture agreement. BT will enter into a distribution agreement with the JV to procure the sport content required to continue to supply our existing broadband, TV and mobile customers. BT's agreement with the JV will extend beyond 2030 and for the first four years includes a minimum revenue guarantee of approximately £500m per annum, after which the agreement will change to a fully variable arrangement.

BT Sport's distribution agreement with Virgin Media will transfer into the JV, and the JV will also enter into a new agreement with Sky extending beyond 2030 to provide for its distribution of the JV's combined sports content. BT will also enter into a distribution agreement with Discovery to provide discovery+, the non-fiction entertainment streaming service to its direct BT TV and BT Sport customers.

The transaction is subject to regulatory approval, but it is expected to conclude by the end of 2022 and meets the held for sale criteria per IFRS 5. Accordingly, the asset and liabilities of the BT Sport disposal group have been classified as held for sale at 31 March 2022.

The assets of the disposal group have been tested for impairment under existing relevant standards immediately prior to classification as held for sale with no impairment recognised.

## Notes to the consolidated financial statements continued

### 23. Divestments and assets & liabilities classified as held for sale continued

As the estimated fair value from the joint venture transaction, net of any costs incurred or liabilities recognised, is higher than the carrying value of the disposal group, no impairment has been recognised subsequent to classification as held for sale. We used the discounted cash flows due to BT from fixed consideration of £93m payable in four instalments over the next three years and variable consideration whereby BT will be issued with redeemable preferred shares in the JV which will entitle BT to receive an earn out from the JV of up to approximately £540m over the first four years post completion subject to certain conditions being met, plus a potential exit value from the sale of the group's 50% interest, as total gross consideration. BT's obligation under the minimum revenue guarantee in the distribution agreement has been treated as a reduction to the fair value of the consideration in the impairment test. The inputs into the fair value calculation are classified as Level 3 on the fair value hierarchy and supported by internal valuation models over which we have applied sensitivities on the future cash flows from the JV and the trading multiples for the exit valuation.

BT Sport has not been reclassified as a discontinued operation as it does not meet our definition of a separate major line of business.

The BT Sport disposal group comprises the following assets and liabilities:

At 31 March	2022 £m
<b>Assets</b>	
Intangible assets <sup>a</sup>	55
Property, plant and equipment	13
Right-of-use assets	2
Trade and other receivables	10
<b>Assets held for sale<sup>b</sup></b>	<b>80</b>
<b>Liabilities</b>	
Trade and other payables	38
Lease liabilities	2
<b>Liabilities held for sale</b>	<b>40</b>

a Intangible assets includes goodwill of £51m that has been allocated to the disposal group on a relative value approach as per IAS 36.

b £310m of programme rights relating to sports broadcasting rights acquired for the BT Sport operations have not been reclassified to held for sale as the carrying amount of these assets is expected to be recovered principally through continuing use before completion of the transaction.

### 24. Investments

#### Significant accounting policies that apply to investments

##### Investments classified as amortised cost

These investments are measured at amortised cost. The carrying amount of these balances approximates to fair value. Any gain or loss on derecognition is recognised in the income statement.

##### Investments classified as fair value through profit and loss

These investments are initially recognised at fair value plus direct transaction costs. They are re-measured at subsequent reporting dates to fair value and changes are recognised directly in the income statement.

##### Equity instruments classified as fair value through other comprehensive income

We have made an irrevocable election to present changes in the fair value of equity investments that are not held for trading in other comprehensive income. All gains or losses are recognised in other comprehensive income and are not reclassified to the income statement when the investments are disposed of, aside from dividends which are recognised in the income statement when our right to receive payment is established. Equity investments are recorded in non-current assets unless they are expected to be sold within one year.

At 31 March	2022 £m	2021 £m
<b>Non-current assets</b>		
Fair value through other comprehensive income	34	20
Fair value through profit or loss	–	11
<b>Total non-current asset investments</b>	<b>34</b>	<b>31</b>
<b>Current assets</b>		
Investments held at amortised cost	2,679	3,652
<b>Current asset investments</b>	<b>2,679</b>	<b>3,652</b>

Investments held at amortised cost relate to money market investments denominated in sterling of £2,225m (FY21: £3,171m), in euros of £436m (FY21: £456m) and in US dollars of £18m (FY21: £25m). Within these amounts are investments in liquidity funds of £1,912m (FY21: £3,570m), £67m collateral paid on swaps (FY21: £82m) and repurchase agreements £700m (FY21: £nil).

## 24. Investments continued

### Fair value estimation

Fair value hierarchy At 31 March 2022	Level 1 £m	Level 2 £m	Level 3 £m	Total held at fair value £m
<b>Non-current and current investments</b>				
Fair value through other comprehensive income	4	–	30	34
<b>Total</b>	<b>4</b>	<b>–</b>	<b>30</b>	<b>34</b>

Fair value hierarchy At 31 March 2021	Level 1 £m	Level 2 £m	Level 3 £m	Total held at fair value £m
<b>Non-current and current investments</b>				
Fair value through other comprehensive income	–	–	20	20
Fair value through profit or loss	11	–	–	11
<b>Total</b>	<b>11</b>	<b>–</b>	<b>20</b>	<b>31</b>

The three levels of valuation methodology used are:

Level 1 – uses quoted prices in active markets for identical assets or liabilities.

Level 2 – uses inputs for the asset or liability other than quoted prices that are observable either directly or indirectly.

Level 3 – uses inputs for the asset or liability that are not based on observable market data, such as internal models or other valuation methods.

Level 3 balances consist of investments classified as fair value through other comprehensive income of £30m (FY21: £20m) which represent investments in a number of private companies. If specific market data is not available, these investments are held at cost, adjusted as necessary for impairments, which approximates to fair value.

## 25. Cash and cash equivalents

### Significant accounting policies that apply to cash and cash equivalents

Cash and cash equivalents comprise cash in hand and current balances with banks and similar institutions, which are readily convertible to cash, are subject to insignificant risk of changes in value and have an original maturity of three months or less. All are held at amortised cost on the balance sheet, equating to fair value.

For the purpose of the consolidated cash flow statement, cash and cash equivalents are as defined above net of outstanding bank overdrafts. Bank overdrafts are included within the current element of loans and other borrowings (note 26).

At 31 March	2022 £m	2021 £m
<b>Cash at bank and in hand</b>	<b>324</b>	<b>371</b>
<b>Cash equivalents</b>		
UK deposits	353	601
Indian rupee deposits	90	23
Other deposits	10	5
<b>Total cash equivalents</b>	<b>453</b>	<b>629</b>
<b>Total cash and cash equivalents</b>	<b>777</b>	<b>1,000</b>
Bank overdrafts (note 26)	(85)	(104)
<b>Cash and cash equivalents per the cash flow statement</b>	<b>692</b>	<b>896</b>

Cash and cash equivalents include restricted cash of £24m (FY21: £38m), of which £22m (FY21: £29m) was held in countries where local capital or exchange controls currently prevent us from accessing cash balances. The remaining balance of £2m (FY21: £9m) was held in escrow accounts, or in commercial arrangements akin to escrow.

## Notes to the consolidated financial statements continued

### 26. Loans and other borrowings

#### Significant accounting policies that apply to loans and other borrowings

We initially recognise loans and other borrowings at the fair value of amounts received net of transaction costs. They are subsequently measured at amortised cost using the effective interest method and, if included in a fair value hedge relationship, are re-valued to reflect the fair value movements on the associated hedged risk. The resulting amortisation of fair value movements, on de-designation of the hedge, is recognised in the income statement.

#### What's our capital management policy?

The objective of our capital management policy is to target an overall level of debt consistent with our credit rating target while investing in the business, supporting the pension scheme and meeting our distribution policy. In order to meet this objective, we may issue or repay debt, issue new shares, repurchase shares, or adjust the amount of dividends paid to shareholders. We manage the capital structure and make adjustments to it accordingly to reflect changes in economic conditions and the risk characteristics of the group. The Board regularly reviews the capital structure. No changes were made to these objectives and processes during FY22. For details of share issues and repurchases in the year see note 21.

Our capital structure consists of net debt and shareholders' equity. The analysis below summarises the components which we manage as capital.

At 31 March	2022 £m	2021 £m
Net debt	18,009	17,802
Total parent shareholders' equity <sup>a</sup>	15,274	11,650
<b>Capital structure</b>	<b>33,283</b>	<b>29,452</b>

a Excludes non-controlling interests of £22m (FY21: £29m).

#### Net debt and net financial debt

Net debt consists of loans and other borrowings and lease liabilities, less current asset investments and cash and cash equivalents, including items which have been classified as held for sale on balance sheet.

Our net debt calculation starts from the expected undiscounted cash flows that should arise when our financial instruments mature. Currency denominated balances within net debt are translated to sterling at swapped rates where hedged. Fair value adjustments and accrued interest applied to loans and other borrowings, current asset investments and cash equivalents to reflect the effective interest method are removed. Net financial debt is net debt excluding lease liabilities.

Net debt and net financial debt are considered to be alternative performance measures as they are not defined in IFRS. The most directly comparable IFRS measure is the aggregate of loans and other borrowings and lease liabilities (current and non-current), current asset investments and cash and cash equivalents. A reconciliation from these IFRS measures to net debt and net financial debt is given below.

At 31 March	Notes	2022 £m	2021 £m
Loans and other borrowings <sup>a</sup>		16,185	16,685
Lease liabilities	15	5,760	6,152
Net liabilities classified as held for sale <sup>b</sup>	23	2	–
<b>Less:</b>			
Cash and cash equivalents	25	(777)	(1,000)
Current asset investments	24	(2,679)	(3,652)
		<b>18,491</b>	<b>18,185</b>
<b>Adjustments:</b>			
To retranslate debt balances at swap rates where hedged by currency swaps <sup>c</sup>		(234)	(142)
To remove accrued interest applied to reflect the effective interest method and fair value adjustments		(248)	(241)
<b>Net debt</b>		<b>18,009</b>	<b>17,802</b>
Lease liabilities		(5,760)	(6,152)
Lease liabilities classified as held for sale <sup>b</sup>		(2)	–
<b>Net financial debt</b>		<b>12,247</b>	<b>11,650</b>

a Includes overdrafts of £85m at 31 March 2022 (31 March 2021: £104m).

b There are lease liabilities classified as held for sale, refer to note 23.

c The translation difference between spot rate and hedged rate of loans and borrowings denominated in foreign currency.

## 26. Loans and other borrowings continued

The table below shows the key components of net debt and the increase of £207m this year.

	At 31 March 2021 £m	Cash flows £m	Net lease additions <sup>a</sup> £m	Foreign exchange £m	Transfer to within one year £m	Other movements <sup>d</sup> £m	At 31 March 2022 £m
Loans and other borrowings due within one year <sup>b</sup>	911	(1,421)	–	59	1,341	(17)	873
Lease liabilities due within one year	730	(792)	–	–	857	–	795
Loans and other borrowings due after one year	15,774	743	–	71	(1,341)	65	15,312
Lease liabilities due after one year	5,422	–	397	3	(857)	–	4,965
Liabilities classified as held for sale	–	–	–	–	–	2	2
Impact of cross-currency swaps <sup>c</sup>	(142)	–	–	(92)	–	–	(234)
Removal of the accrued interest and fair value adjustments	(242)	–	–	–	–	(9)	(251)
<b>Gross debt<sup>e</sup></b>	<b>22,453</b>	<b>(1,470)</b>	<b>397</b>	<b>41</b>	<b>–</b>	<b>41</b>	<b>21,462</b>
Less:							
Cash and cash equivalents	(1,000)	226	–	(3)	–	–	(777)
Current asset investments	(3,652)	970	–	3	–	–	(2,679)
Removal of the accrued interest	1	–	–	–	–	2	3
<b>Net debt</b>	<b>17,802</b>	<b>(274)</b>	<b>397</b>	<b>41</b>	<b>–</b>	<b>43</b>	<b>18,009</b>
	At 31 March 2020 £m	Cash flows £m	Net lease additions <sup>a</sup> £m	Foreign exchange £m	Transfer to within one year £m	Other movements <sup>d</sup> £m	At 31 March 2021 £m
Loans and other borrowings due within one year <sup>b</sup>	2,842	(1,731)	–	(179)	–	(21)	911
Lease liabilities due within one year	812	(924)	–	–	842	–	730
Loans and other borrowings due after one year	16,492	–	–	(742)	–	24	15,774
Lease liabilities due after one year	5,748	–	543	(27)	(842)	–	5,422
Liabilities classified as held for sale	62	–	–	–	–	(62)	–
Impact of cross-currency swaps <sup>c</sup>	(1,049)	–	–	907	–	–	(142)
Removal of the accrued interest and fair value adjustments	(257)	–	–	–	–	15	(242)
<b>Gross debt<sup>e</sup></b>	<b>24,650</b>	<b>(2,655)</b>	<b>543</b>	<b>(41)</b>	<b>–</b>	<b>(44)</b>	<b>22,453</b>
Less:							
Cash and cash equivalents	(1,549)	532	–	15	–	2	(1,000)
Current asset investments	(5,092)	1,421	–	19	–	–	(3,652)
Assets classified as held for sale	(43)	43	–	–	–	–	–
Removal of the accrued interest	3	–	–	–	–	(2)	1
<b>Net debt</b>	<b>17,969</b>	<b>(659)</b>	<b>543</b>	<b>(7)</b>	<b>–</b>	<b>(44)</b>	<b>17,802</b>

a Net lease additions are net non-cash movements in lease liabilities during the period, and primarily comprise new and terminated leases, remeasurements of existing leases and lease interest charges.

b Includes accrued interest and bank overdrafts.

c Translation of debt balances at swap rates where hedged by cross-currency swaps.

d Other movements include removal of accrued interest applied to reflect the effective interest rate method, removal of fair value adjustments and movements relating to held for sale assets and liabilities (see note 23).

e Cash flows from gross debt of £1,470m outflow (FY21: £2,655m outflow) include repayment of borrowings £1,374m (FY21: £1,162m outflow), proceeds from bank loans and bonds £744m inflow (FY21: nil), cash flows from collateral received £29m outflow (FY21: £490m outflow), payment of lease liabilities £659m outflow (FY21: £782m outflow), interest paid on lease liabilities £133m outflow (FY21: £142m outflow), and change in bank overdraft £19m outflow (FY21: £79m outflow).

## Notes to the consolidated financial statements continued

### 26. Loans and other borrowings continued

The table below gives details of the listed bonds and other debt.

At 31 March	2022 £m	2021 £m
0.5% €575m bond due June 2022 <sup>a,d</sup>	–	491
1.125% €1,100m bond due March 2023 <sup>a,d</sup>	–	936
0.875% €500m bond due September 2023 <sup>a</sup>	423	426
4.5% US\$675m bond due December 2023 <sup>a</sup>	520	496
1% €575m bond due June 2024 <sup>a</sup>	489	493
1% €1,100m bond due November 2024 <sup>a</sup>	929	935
3.50% £250m index linked bond due April 2025	468	449
0.5% €650m bond due September 2025 <sup>a</sup>	549	553
1.75% €1,300m bond due March 2026 <sup>a</sup>	1,098	1,106
1.5% €1,150m bond due June 2027 <sup>a</sup>	977	984
2.125% €500m bond due September 2028 <sup>a</sup>	425	428
5.125% US\$700m bond due December 2028 <sup>a</sup>	537	512
5.75% £600m bond due December 2028	680	690
1.125% €750m bond due September 2029 <sup>a</sup>	631	635
3.25% US\$1,000m bond due November 2029 <sup>a</sup>	762	726
9.625% US\$2,670m bond due December 2030 <sup>a</sup> (minimum 8.625% <sup>b</sup> )	2,077	1,981
3.125% £500m bond due November 2031	503	503
3.64% £330m bond due June 2033	339	339
1.613% £330m index linked bond due June 2033	362	347
6.375% £500m bond due June 2037 <sup>a</sup>	523	522
3.883% £330m bond due June 2039	340	340
1.739% £330m index linked bond due June 2039	363	348
3.924% £340m bond due June 2042	350	350
1.774% £340m index linked bond due June 2042	374	358
3.625% £250m bond due November 2047	250	250
4.25% US\$500m bond due November 2049 <sup>a</sup>	383	366
1.874% €500m hybrid bond due August 2080 <sup>a,c</sup>	426	429
4.250% \$500m hybrid bond due November 2081 <sup>a,c</sup>	383	–
4.875% \$500m hybrid bond due November 2081 <sup>a,c</sup>	384	–
<b>Total listed bonds</b>	<b>15,545</b>	<b>15,993</b>
Other loans	555	588
Bank overdrafts (note 25)	85	104
<b>Total other loans and borrowings</b>	<b>640</b>	<b>692</b>
<b>Total loans and other borrowings</b>	<b>16,185</b>	<b>16,685</b>

a Designated in a cash flow hedge relationship.

b The interest rate payable on this bond attracts an additional 0.25% for rating category downgrade by either Moody's or Standard & Poor's to the group's senior unsecured debt below A3/A– respectively. In addition, if Moody's or Standard & Poor's subsequently increase the ratings then the interest rate will be decreased by 0.25% for each rating category upgrade by either rating agency. In no event will the interest rate be reduced below the minimum rate reflected in the above table.

c Includes call options between 3.5 years and 9.5 years.

d Bond redeemed in March 2022.

Unless previously designated in a fair value hedge relationship, all loans and other borrowings are carried on our balance sheet and in the table above at amortised cost. The fair value of listed bonds is £16,750m (FY21: £18,554m).

The fair value of our listed bonds is estimated on the basis of quoted market prices (Level 1).

The carrying amount of other loans and bank overdrafts equates to fair value due to the short maturity of these items (Level 3).

The interest rates payable on loans and borrowings disclosed above reflect the coupons on the underlying issued loans and borrowings and not the interest rates achieved through applying associated cross-currency and interest rate swaps in hedge arrangements.

The group does not have any listed bonds that are exposed to any benchmark interest rates that are impacted by the Interest Rate Benchmark reform. Overdraft arrangements have transitioned onto Alternative Reference Rates (ARRs) where applicable.

## 26. Loans and other borrowings continued

Loans and other borrowings are analysed as follows:

At 31 March	2022 £m	2021 £m
<b>Current liabilities</b>		
Listed bonds	233	219
Other loans and bank overdrafts <sup>a</sup>	640	692
<b>Total current liabilities</b>	<b>873</b>	<b>911</b>
<b>Non-current liabilities</b>		
Listed bonds	15,312	15,774
<b>Total non-current liabilities</b>	<b>15,312</b>	<b>15,774</b>
<b>Total loans and other borrowings</b>	<b>16,185</b>	<b>16,685</b>

a Includes collateral received on swaps of £555m (FY21: £588m).

The carrying values disclosed in the above table reflect balances at amortised cost adjusted for accrued interest and fair value adjustments to the relevant loans or borrowings. These do not reflect the final principal repayments that will arise after taking account of the relevant derivatives in hedging relationships which are reflected in the table below. All borrowings as at 31 March 2022 were unsecured.

The principal repayments of loans and borrowings at hedged rates amounted to £15,700m (FY21: £16,301m) and repayments fall due as follows:

	2022			2021		
	Carrying amount £m	Effect of hedging and interest £m	Principal repayments at hedged rates £m	Carrying amount £m	Effect of hedging and interest £m	Principal repayments at hedged rates £m
At 31 March						
<b>Within one year, or on demand</b>	<b>873</b>	<b>(233)</b>	<b>640</b>	<b>911</b>	<b>(219)</b>	<b>692</b>
Between one and two years	935	43	978	1,427	(69)	1,358
Between two and three years	1,415	76	1,491	915	63	978
Between three and four years	2,532	(59)	2,473	1,427	65	1,492
Between four and five years	379	(8)	371	2,529	(77)	2,452
After five years	10,041	(294)	9,747	9,463	(134)	9,329
<b>Total due for repayment after more than one year</b>	<b>15,302</b>	<b>(242)</b>	<b>15,060</b>	<b>15,761</b>	<b>(152)</b>	<b>15,609</b>
<b>Total repayments</b>	<b>16,175</b>	<b>(475)</b>	<b>15,700</b>	<b>16,672</b>	<b>(371)</b>	<b>16,301</b>
Fair value adjustments	10			13		
<b>Total loans and other borrowings</b>	<b>16,185</b>			<b>16,685</b>		

## 27. Finance expense

Year ended 31 March	2022 £m	2021 £m
<b>Finance expense</b>		
Interest on:		
Financial liabilities at amortised cost and associated derivatives	628	572
Lease liabilities	133	142
Derivatives	4	–
Fair value movements on derivatives not in a designated hedge relationship	4	(1)
Reclassification of cash flow hedge from other comprehensive income	64	72
<b>Total finance expense before specific items</b>	<b>833</b>	<b>785</b>
Specific items (note 9)	101	18
<b>Total finance expense</b>	<b>934</b>	<b>803</b>

## Notes to the consolidated financial statements continued

### 28. Financial instruments and risk management

We issue or hold financial instruments mainly to finance our operations; to finance corporate transactions such as share buybacks and acquisitions; for the temporary investment of short-term funds; and to manage currency and interest rate risks. In addition, various financial instruments, for example trade receivables and payables arise directly from operations.

#### How do we manage financial risk?

Our activities expose us to a variety of financial risks: market risk (including interest rate risk and foreign exchange risk), credit risk and liquidity risk.

#### Treasury operation

We have a centralised treasury operation whose primary role is to manage liquidity and funding requirements as well as our exposure to associated market risks, and credit risk.

#### Treasury policy

Treasury policy is set by the Board. Group treasury activities are subject to a set of controls appropriate for the magnitude of borrowing, investments and group-wide exposures. The Board has delegated authority to operate these policies to a series of panels responsible for the management of key treasury risks and operations. Appointment to and removal from the key panels requires approval from two of the following: the chairman, the chief executive or the chief financial officer.

There has been no change in the nature of our risk profile between 31 March 2022 and the date of approval of these financial statements.

#### How do we manage interest rate risk?

##### Management policy

Interest rate risk arises primarily from our long-term borrowings. Interest cash flow risk arises from borrowings issued at variable rates, partially offset by cash held at variable rates. Fair value interest rate risk arises from borrowings issued at fixed rates.

Our policy, as set by the Board, is to ensure that at least 70% of on-going net debt is at fixed rates. Short-term interest rate management is delegated to the treasury operation while long-term interest rate management decisions require further approval by the chief financial officer, the director tax, treasury, insurance and pensions or the group treasury director who each have been delegated such authority from the Board.

##### Hedging strategy

In order to manage our interest rate profile, we enter into cross-currency and interest rate swap agreements to vary the amounts and periods for which interest rates on borrowings are fixed. The duration of the swap agreements matches the duration of the debt instruments. The majority of the group's long-term borrowings are subject to fixed sterling interest rates after applying the impact of these hedging instruments.

##### Interest Rate Benchmark reform

The UK Financial Conduct Authority announced on 5 March 2021 that as part of the Interest Rate Benchmark Reform, LIBOR will start being discontinued as a benchmark rate from 31 December 2021. The group has no floating rate debt securities. It has 5 US dollar cross-currency interest rate swaps and 21 sterling interest rate swaps impacted by the IBOR reform maturing between 2028 and 2030. The net exposure of these swaps is nil. The group has adhered to the International Swaps And Derivatives Association, Inc. (ISDA) 2020 IBOR Fall backs Protocol, however, BT has varied some terms on a bilateral basis to apply five-day lookback without observational shift. The impact of any resulting ineffectiveness arising from the discontinuation of LIBOR will be immaterial to the group and will not adversely affect the group's ability to manage interest rate risk.

#### How do we manage foreign exchange risk?

##### Management policy

Foreign currency hedging activities protect the group from the risk that changes in exchange rates will adversely affect future net cash flows.

The Board's policy for foreign exchange risk management defines the types of transactions typically covered, including significant operational, funding and currency interest exposures, and the period over which cover should extend for each type of transaction.

The Board has delegated short-term foreign exchange management to the treasury operation and long-term foreign exchange management decisions require further approval from the chief financial officer, the director tax, treasury, insurance and pensions or the group treasury director.

## 28. Financial instruments and risk management continued

### Hedging strategy

A significant proportion of our external revenue and costs arise within the UK and are denominated in sterling. Our non-UK operations generally trade and are funded in their functional currency which limits their exposure to foreign exchange volatility.

We enter into forward currency contracts to hedge foreign currency capital purchases, purchase and sale commitments, interest expense and foreign currency investments. The commitments hedged are principally denominated in US dollar, euro and Indian rupees. As a result, our exposure to foreign currency arises mainly on non-UK subsidiary investments and on residual currency trading flows.

We use cross-currency swaps to swap foreign currency borrowings into sterling. The table below reflects the currency and interest rate profile of our loans and borrowings after the impact of hedging.

	2022			2021		
	Fixed rate interest £m	Floating rate interest £m	Total £m	Fixed rate interest £m	Floating rate interest £m	Total £m
At 31 March						
Sterling	13,515	1,746	15,261	14,129	1,688	15,817
Euro	–	436	436	–	464	464
Other	–	3	3	–	20	20
<b>Total</b>	<b>13,515</b>	<b>2,185</b>	<b>15,700</b>	<b>14,129</b>	<b>2,172</b>	<b>16,301</b>
Ratio of fixed to floating	86%	14%	100%	87%	13%	100%
Weighted average effective fixed interest rate – sterling	3.9%			3.8%		

The floating rate loans and borrowings and committed facilities bear interest rates fixed in advance for periods up to one year, primarily by reference to RPI, CPI and LIBOR which have transitioned onto ARR where applicable.

### Sensitivity analysis

The income statement and shareholders' equity are exposed to volatility arising from changes in interest rates and foreign exchange rates. To demonstrate this volatility, management has concluded that the following are reasonable benchmarks for performing sensitivity analysis:

- For interest, a 1% increase in interest rates and parallel shift in yield curves across sterling, US dollar and euro currencies.
- For foreign exchange, a 10% strengthening of sterling against other currencies.

The impact on equity, before tax and excluding any impact related to retirement benefit plans, of a 1% increase in interest rates and a 10% strengthening of sterling against other currencies is as detailed below:

	2022 £m Increase (reduce)	2021 £m Increase (reduce)
At 31 March		
Sterling interest rates	666	816
US dollar interest rates	(429)	(438)
Euro interest rates	(247)	(349)
Sterling strengthening	(203)	(255)

A 1% decrease in interest rates and 10% weakening of sterling against other currencies would have broadly the same impact in the opposite direction.

The impact of a 1% change in interest rates on the group's annual net finance expense and our exposure to foreign exchange volatility in the income statement, after hedging, (excluding translation exposures) would not have been material in FY22 and FY21.

### Credit ratings

We continue to target a BBB+/Baa1 credit rating over the cycle, with a BBB floor. We regularly review the liquidity of the group and our funding strategy takes account of medium-term requirements. These include the pension deficit and shareholder distributions.

Our December 2030 bond contains terms that require us to pay higher rates of interest when our credit ratings are below A3 in the case of Moody's or A– in the case of Standard & Poor's (S&P). Additional interest of 0.25% per year accrues for each ratings category downgrade by each agency below those levels effective from the next coupon date following a downgrade. Based on the total notional value of debt outstanding of £2bn at 31 March 2022, our finance expense would increase/decrease by approximately £10m a year if the group's credit rating were to be downgraded/upgraded, respectively, by one credit rating category by both agencies.

## Notes to the consolidated financial statements continued

### 28. Financial instruments and risk management continued

Our credit ratings were as detailed below:

At 31 March	2022		2021	
	Rating	Outlook	Rating	Outlook
<b>Rating agency</b>				
Fitch	BBB	Stable	BBB	Stable
Moody's	Baa2	Negative	Baa2	Negative
Standard & Poor's	BBB	Stable	BBB	Stable

#### How do we manage liquidity risk?

##### Management policy

We maintain liquidity by entering into short and long-term financial instruments to support operational and other funding requirements, determined by using short and long-term cash forecasts. These forecasts are supplemented by a financial headroom analysis which is used to assess funding adequacy for at least a 12-month period. On at least an annual basis the Board reviews and approves the long-term funding requirements of the group and on an ongoing basis considers any related matters. We manage refinancing risk by limiting the amount of borrowing that matures within any specified period and having appropriate strategies in place to manage refinancing needs as they arise. The maturity profile of our loans and borrowings at 31 March 2022 is disclosed in note 26. We have no term debt maturities in FY23.

Our treasury operation reviews and manages our short-term requirements within the parameters of the policies set by the Board. We hold cash, cash equivalents and current investments in order to manage short-term liquidity requirements. At 31 March 2022 we had undrawn committed borrowing facilities of £2.1bn (FY21: £2.1bn) maturing in March 2027.

In the UK, the group has arranged for funders to offer a supplier financing scheme to the group's suppliers. This enables suppliers who sign up to the arrangements to sell their invoices to the funders and to be paid earlier than the invoice due date. The group assesses the arrangement against indicators to assess if debts which vendors have sold to the funder under the supplier financing scheme continue to meet the definition of trade payables or should be classified as borrowings. At 31 March 2022 the payables met the criteria of trade payables.

##### Interest Rate Benchmark reform

The group's syndicated Revolving Credit Facility (undrawn at 31st March 2022), previously referring to IBOR rates, has been updated to reference alternative benchmark rates for sterling (Sonia) and US dollars (SOFR). Notional cash pooling arrangements and overdraft arrangements have transitioned onto ARRs where applicable. Any outstanding group contracts with reference to LIBOR benchmarks include provisions for calculation of interest based on alternative benchmark rates.

The following table provides an analysis of the remaining cash flows including interest payable for our non-derivative financial liabilities on an undiscounted basis, which may therefore differ from both the carrying value and fair value.

Non-derivative financial liabilities At 31 March 2022	Loans and other borrowings £m	Interest on loans and other borrowings £m	Trade and other payables £m	Provisions £m	Lease liabilities £m	Total £m
Due within one year	640	568	5,224	4	788	7,224
Between one and two years	935	564	–	4	784	2,287
Between two and three years	1,415	538	–	3	729	2,685
Between three and four years	2,532	515	–	–	626	3,673
Between four and five years	379	477	–	–	589	1,445
After five years	10,041	2,809	–	–	2,983	15,833
	<b>15,942</b>	<b>5,471</b>	<b>5,224</b>	<b>11</b>	<b>6,499</b>	<b>33,147</b>
Interest payments not yet accrued	–	(5,238)	–	–	–	(5,238)
Fair value adjustment	10	–	–	–	–	10
Impact of discounting	–	–	–	–	(739)	(739)
<b>Carrying value on the balance sheet<sup>a,b</sup></b>	<b>15,952</b>	<b>233</b>	<b>5,224</b>	<b>11</b>	<b>5,760</b>	<b>27,180</b>

## 28. Financial instruments and risk management continued

Non-derivative financial liabilities At 31 March 2021	Loans and other borrowings £m	Interest on loans and other borrowings £m	Trade and other payables £m	Provisions £m	Lease liabilities £m	Total £m
Due within one year	692	528	5,153	1	724	7,098
Between one and two years	1,427	528	–	3	791	2,749
Between two and three years	915	515	–	4	762	2,196
Between three and four years	1,427	489	–	2	710	2,628
Between four and five years	2,529	467	–	2	592	3,590
After five years	9,463	3,076	–	–	3,391	15,930
	<b>16,453</b>	<b>5,603</b>	<b>5,153</b>	<b>12</b>	<b>6,970</b>	<b>34,191</b>
Interest payments not yet accrued	–	(5,384)	–	–	–	(5,384)
Fair value adjustment	13	–	–	–	–	13
Impact of discounting	–	–	–	–	(818)	(818)
<b>Carrying value on the balance sheet<sup>a,b</sup></b>	<b>16,466</b>	<b>219</b>	<b>5,153</b>	<b>12</b>	<b>6,152</b>	<b>28,002</b>

a Foreign currency-related cash flows were translated at closing foreign exchange rates as at the relevant reporting date. Future variable interest cash flows were calculated using the most recent interest or indexation rates at the relevant balance sheet date.

b The carrying amount of trade and other payables excludes £624m (FY21: £682m) of non-current trade and other payables which relates to non-financial liabilities, and £918m (FY21: £827m) of other taxation and social security and deferred income.

Trade and other payables are held at amortised cost. The carrying amount of these balances approximates to fair value due to the short maturity of amounts payable.

The following table provides an analysis of the contractually agreed cash flows in respect of the group's derivative financial instruments. Cash flows are presented on a net or gross basis in accordance with settlement arrangements of the instruments.

Derivative financial liabilities At 31 March 2022	Derivatives – Analysed by earliest payment date <sup>a</sup>				Derivatives – Analysis based on holding instrument to maturity			
	Net settled £m	Gross settled outflows £m	Gross settled inflows £m	Total £m	Net settled £m	Gross settled outflows £m	Gross settled inflows £m	Total £m
Due within one year	300	940	(873)	367	77	940	(873)	144
Between one and two years	247	1,615	(1,508)	354	77	1,615	(1,508)	184
Between two and three years	18	1,679	(1,566)	131	77	1,679	(1,566)	190
Between three and four years	17	736	(685)	68	77	736	(685)	128
Between four and five years	17	511	(513)	15	77	511	(513)	75
After five years	65	4,789	(4,725)	129	279	4,789	(4,725)	343
<b>Total<sup>b</sup></b>	<b>664</b>	<b>10,270</b>	<b>(9,870)</b>	<b>1,064</b>	<b>664</b>	<b>10,270</b>	<b>(9,870)</b>	<b>1,064</b>

Derivative financial liabilities At 31 March 2021	Derivatives – Analysed by earliest payment date <sup>a</sup>				Derivatives – Analysis based on holding instrument to maturity			
	Net settled £m	Gross settled outflows £m	Gross settled inflows £m	Total £m	Net settled £m	Gross settled outflows £m	Gross settled inflows £m	Total £m
Due within one year	130	1,365	(1,274)	221	90	1,365	(1,274)	181
Between one and two years	283	1,248	(1,166)	365	90	1,248	(1,166)	172
Between two and three years	268	1,663	(1,541)	390	90	1,663	(1,541)	212
Between three and four years	28	1,646	(1,540)	134	90	1,646	(1,540)	196
Between four and five years	28	703	(652)	79	90	703	(652)	141
After five years	114	4,439	(4,266)	287	401	4,439	(4,266)	574
<b>Total<sup>b</sup></b>	<b>851</b>	<b>11,064</b>	<b>(10,439)</b>	<b>1,476</b>	<b>851</b>	<b>11,064</b>	<b>(10,439)</b>	<b>1,476</b>

a Certain derivative financial instruments contain break clauses whereby either the group or bank counterparty have the right to terminate the swap on certain dates. If the break clause was exercised, the mark to market position would be settled in cash.

b Foreign currency-related cash flows were translated at closing foreign exchange rates as at the relevant reporting date. Future variable interest rate cash flows were calculated using the most recent rate applied at the relevant balance sheet date.

## Notes to the consolidated financial statements continued

### 28. Financial instruments and risk management continued

#### How do we manage credit risk?

##### Management policy

Our exposure to credit risk arises from financial assets transacted by the treasury operation (primarily derivatives, investments, cash and cash equivalents) and from trading-related receivables.

For treasury-related balances, the Board's defined policy restricts exposure to any one counterparty by setting credit limits based on the credit quality as defined by Moody's and Standard & Poor's. The minimum credit ratings permitted with counterparties in respect of new transactions are A3/A- for long-term and P1/A1 for short-term investments. If counterparties in respect of existing transactions fall below the permitted criteria we will take action where appropriate.

The treasury operation continuously reviews the limits applied to counterparties and will adjust the limit according to the nature and credit standing of the counterparty, and in response to market conditions, up to the maximum allowable limit set by the Board.

##### Operational management policy

Our credit policy for trading-related financial assets is applied and managed by each of the customer-facing units (CFUs) to ensure compliance. The policy requires that the creditworthiness and financial strength of customers are assessed at inception and on an ongoing basis. Payment terms are set in accordance with industry standards. Where appropriate, we may minimise risks by requesting securities such as deposits, guarantees and letters of credit. We take proactive steps including constantly reviewing credit ratings of counterparties to minimise the impact of adverse market conditions on trading-related financial assets.

##### Exposures

The maximum credit risk exposure of the group's financial assets at the balance sheet date is as follows:

At 31 March	Notes	2022 £m	2021 £m
Derivative financial assets		1,091	1,235
Investments	24	2,713	3,683
Trade and other receivables <sup>a</sup>	17	1,489	1,339
Contract assets	5	1,915	1,859
Cash and cash equivalents	25	777	1,000
<b>Total</b>		<b>7,985</b>	<b>9,116</b>

a The carrying amount excludes £337m (FY21: £314m) of non-current trade and other receivables which relate to non-financial assets, and £1,135m (FY21: £1,918m) of prepayments, deferred contract costs and other receivables.

The credit quality and credit concentration of cash equivalents, current asset investments and derivative financial assets are detailed in the tables below. Where the opinion of Moody's and Standard & Poor's (S&P) differ, the lower rating is used.

Moody's/S&P credit rating of counterparty	2022 £m	2021 £m
Aa2/AA and above	1,946	3,571
Aa3/AA-	1,118	656
A1/A+	768	775
A2/A	269	334
A3/A-	122	115
Baa1/BBB+	-	65
Baa2/BBB and below	-	-
<b>Total<sup>a</sup></b>	<b>4,223</b>	<b>5,516</b>

a We hold cash collateral of £555m (FY21: £588m) in respect of derivative financial assets with certain counterparties.

The concentration of credit risk for our trading balances is provided in note 17, which analyses outstanding balances by CFU. Where multiple transactions are undertaken with a single financial counterparty or group of related counterparties, we enter into netting arrangements to reduce our exposure to credit risk by making use of standard International Swaps and Derivatives Association (ISDA) documentation. We have also entered into credit support agreements with certain swap counterparties whereby, on a daily, weekly and monthly basis, the fair value position on notional £2,024m of long dated cross-currency swaps and interest rate swaps is collateralised.

## 28. Financial instruments and risk management continued

### Offsetting of financial instruments

The table below shows our financial assets and liabilities that are subject to offset in the group's balance sheet and the impact of enforceable master netting or similar agreements.

Financial assets and liabilities At 31 March 2022	Amounts presented in the balance sheet £m	Related amounts not set off in the balance sheet		
		Right of set off with derivative counterparties £m	Cash collateral £m	Net amount £m
Derivative financial assets	1,091	(431)	(555)	105
Derivative financial liabilities	(870)	431	67	(372)
<b>Total</b>	<b>221</b>	<b>–</b>	<b>(488)</b>	<b>(267)</b>

Financial assets and liabilities At 31 March 2021	Amounts presented in the balance sheet £m	Related amounts not set off in the balance sheet		
		Right of set off with derivative counterparties £m	Cash collateral £m	Net amount £m
Derivative financial assets	1,235	(585)	(588)	62
Derivative financial liabilities	(1,283)	585	82	(616)
<b>Total</b>	<b>(48)</b>	<b>–</b>	<b>(506)</b>	<b>(554)</b>

### Derivatives and hedging

We use derivative financial instruments mainly to reduce exposure to foreign exchange and interest rate risks. Derivatives may qualify as hedges for accounting purposes if they meet the criteria for designation as cash flow hedges or fair value hedges in accordance with IFRS 9.



#### Significant accounting policies that apply to derivatives and hedge accounting

All of our derivative financial instruments are held at fair value on the balance sheet.

#### Derivatives designated in a cash flow hedge

The group designates certain derivatives in a cash flow hedge relationship. Where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the hedge. To qualify for hedge accounting, hedge documentation must be prepared at inception, the hedge must be in line with BT's risk management strategy and there must be an economic relationship based on the currency, amount and timing of the respective cash flows of the hedging instrument and hedged item. This is assessed at inception and in subsequent periods in which the hedge remains in operation. Hedge accounting is discontinued when it is no longer in line with BT's risk management strategy or if it no longer qualifies for hedge accounting.

The group targets a one-to-one hedge ratio. The economic relationship between the hedged item and the hedging instrument is assessed on an ongoing basis. Ineffectiveness can arise from subsequent change in the forecast transactions as a result of altered timing, cash flows or value.

When a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in equity. For cash flow hedges of recognised assets or liabilities, the associated cumulative gain or loss is removed from equity and recognised in the same line of the income statement and in the same period or periods that the hedged transaction affects the income statement. Any ineffectiveness arising on a cash flow hedge is recognised immediately in the income statement.

#### Other derivatives

Our policy is not to use derivatives for trading purposes. However, due to the complex nature of hedge accounting, some derivatives may not qualify for hedge accounting, or may be specifically not designated as a hedge because natural offset is more appropriate. These derivatives are classified as fair value through profit and loss and are recognised at fair value. Any direct transaction costs are recognised immediately in the income statement. Gains and losses on re-measurement are recognised in the income statement in the line that most appropriately reflects the nature of the item or transaction to which they relate.

Where the fair value of a derivative contract at initial recognition is not supported by observable market data and differs from the transaction price, a day one gain or loss will arise which is not recognised in the income statement. Such gains and losses are deferred and amortised to the income statement based on the remaining contractual term and as observable market data becomes available.

The fair values of outstanding swaps and foreign exchange contracts are estimated using discounted cash flow models and market rates of interest and foreign exchange at the balance sheet date.

## Notes to the consolidated financial statements continued

### 28. Financial instruments and risk management continued

	Current asset £m	Non-current asset £m	Current liability £m	Non-current liability £m
<b>At 31 March 2022</b>				
Designated in a cash flow hedge	77	878	25	712
Other	11	125	26	107
<b>Total derivatives</b>	<b>88</b>	<b>1,003</b>	<b>51</b>	<b>819</b>
	Current asset £m	Non-current asset £m	Current liability £m	Non-current liability £m
<b>At 31 March 2021</b>				
Designated in a cash flow hedge	56	950	58	1,023
Other	14	215	30	172
<b>Total derivatives</b>	<b>70</b>	<b>1,165</b>	<b>88</b>	<b>1,195</b>

All derivative financial instruments are categorised at Level 2, with the exception of the energy contracts which are categorised at Level 3 of the fair value hierarchy as defined in note 24.

Instruments designated in a cash flow hedge include interest rate swaps and cross-currency swaps hedging euro and US dollar-denominated borrowings. Forward currency contracts are taken out to hedge step-up interest on currency denominated borrowings relating to the group's 2030 US dollar bond. The hedged cash flows will affect the group's income statement as interest and principal amounts are repaid over the remaining term of the borrowings (see note 26).

We hedge forecast foreign currency purchases, principally denominated in US dollar, euro and Indian rupees 12 months forward with certain specific transactions hedged further forward. The related cash flows are recognised in the income statement over this period.

The amounts related to items designated as hedging instruments were as follows:

Hedged items At 31 March 2022	Notional principal £m	Asset £m	Liability £m	Balance in cash flow hedge related reserves (gain)/loss £m	Fair value (gain)/loss recognised in OCI £m	Amount recycled from cash flow hedge related reserves to P&L £m
Sterling, euro and US dollar denominated borrowings <sup>a</sup>	11,688	889	(731)	(26)	(83)	61
Step up interest on the 2030 US dollar bond <sup>b</sup>	122	5	–	(29)	(6)	3
Foreign currency purchases, principally denominated in US dollar, euro and Indian rupees <sup>c</sup>	946	30	(3)	(21)	(51)	(10)
Energy contracts <sup>d</sup>		31	(3)	(28)	(64)	–
<b>Total cash flow hedges</b>	<b>12,756</b>	<b>955</b>	<b>(737)</b>	<b>(104)</b>	<b>(204)</b>	<b>54</b>
Deferred tax		–	–	16		
Derivatives not in a designated hedge relationship		136	(133)	–		
<b>Carrying value on the balance sheet</b>		<b>1,091</b>	<b>(870)</b>	<b>(88)</b>		

a Sterling, euro and US dollar denominated borrowings are hedged using cross-currency swaps and interest rate swaps. Amounts recycled to profit and loss are presented within operating costs and finance expense.

b Step up interest on US dollar denominated borrowings are hedged using forward currency contracts. Amounts recycled to profit and loss are presented within finance expense.

c Foreign currency purchases, principally denominated in US dollar, euro and Indian rupees are hedged using forward currency contracts. Amounts recycled to profit and loss are presented within cost of sales, operating costs or fixed assets, in line with the underlying hedged item.

d Energy contracts are hedged using contracts for difference and virtual power purchase agreements in order to provide long term power cost certainty. Amounts recycled to profit and loss are presented within operating costs.

## 28. Financial instruments and risk management continued

Hedged items At 31 March 2021	Notional principal £m	Asset £m	Liability £m	Balance in cash flow hedge related reserves (gain)/loss £m	Fair value (gain)/loss recognised in OCI £m	Amount recycled from cash flow hedge related reserves to P&L £m
Sterling, euro and US dollar denominated borrowings <sup>a</sup>	12,302	999	(974)	(3)	1,349	(862)
Step up interest on the 2030 US dollar bond <sup>b</sup>	147	–	(7)	(26)	16	3
Foreign currency purchases, principally denominated in US dollar, euro and Indian rupees <sup>c</sup>	2,145	7	(64)	40	88	9
Energy contracts <sup>d</sup>	–	–	(36)	36	15	–
<b>Total cash flow hedges</b>	<b>14,594</b>	<b>1,006</b>	<b>(1,081)</b>	<b>47</b>	<b>1,468</b>	<b>(850)</b>
Deferred tax		–	–	(16)		
Derivatives not in a designated hedge relationship		229	(202)	–		
<b>Carrying value on the balance sheet</b>		<b>1,235</b>	<b>(1,283)</b>	<b>31</b>		

a Sterling, euro and US dollar denominated borrowings are hedged using cross-currency swaps and interest rate swaps. Amounts recycled to profit and loss are presented within operating costs and finance expense.

b Step up interest on US dollar denominated borrowings are hedged using forward currency contracts. Amounts recycled to profit and loss are presented within finance expense.

c Foreign currency purchases, principally denominated in US dollar, euro and Indian rupees are hedged using forward currency contracts. Amounts recycled to profit and loss are presented within cost of sales, operating costs or fixed assets, in line with the underlying hedged item.

d Energy contracts are hedged using contracts for difference and virtual power purchase agreements in order to provide long term power cost certainty. Amounts recycled to profit and loss are presented within operating costs.

With the exception of one hedge which became ineffective due to divestment activity (see note 9), all cash flow hedges were fully effective in the period.

## 29. Other reserves

	Other comprehensive income					
	Capital redemption reserve £m	Cash flow reserve <sup>a</sup> £m	Fair value reserve £m	Cost of hedging reserve <sup>c</sup> £m	Translation reserve <sup>d,g</sup> £m	Total £m
<b>At 1 April 2020</b>	<b>27</b>	<b>476</b>	<b>–</b>	<b>–</b>	<b>616</b>	<b>1,119</b>
Exchange differences <sup>e</sup>	–	–	–	–	(189)	(189)
Net fair value gain (loss) on cash flow hedges	–	(1,481)	–	13	–	(1,468)
Movements in relation to cash flow hedges recognised in income and expense <sup>f</sup>	–	804	–	46	–	850
Tax recognised in other comprehensive income	–	111	–	–	22	133
Transfer to realised profit	–	–	–	–	(9)	(9)
<b>At 31 March 2021</b>	<b>27</b>	<b>(90)</b>	<b>–</b>	<b>59</b>	<b>440</b>	<b>436</b>
Exchange differences <sup>e</sup>	–	–	–	–	65	65
Net fair value gain (loss) on cash flow hedges	–	59	–	145	–	204
Movements in relation to cash flow hedges recognised in income and expense <sup>f</sup>	–	(86)	–	32	–	(54)
Fair value movement on assets at fair value through other comprehensive income	–	–	6	–	–	6
Tax recognised in other comprehensive income	–	(31)	–	–	–	(31)
Transfer to realised profit <sup>b</sup>	–	–	(7)	–	–	(7)
<b>At 31 March 2022</b>	<b>27</b>	<b>(148)</b>	<b>(1)</b>	<b>236</b>	<b>505</b>	<b>619</b>

a The cash flow reserve is used to record the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.

b Realised profit includes profit on disposal of investments held at fair value through other comprehensive income.

c The cost of hedging reserve reflects the gain or loss on the portion excluded from the designated hedging instrument that relates to the currency basis element of our cross currency swaps and forward points on certain foreign exchange contracts. It is initially recognised in other comprehensive income and accounted for similarly to gains or losses in the cash flow reserve.

d The translation reserve is used to record cumulative translation differences on the net assets of foreign operations. The cumulative translation differences are recycled to the income statement on disposal of the foreign operation.

e Excludes £1m (FY21: £nil) of exchange differences in relation to retained earnings attributed to non-controlling interests.

f Movements in cash flow hedge related reserves recognised in income and expense include a net charge to other comprehensive income of £126m (FY21: restated credit of £778m) which have been reclassified to operating costs, and a net credit to the cash flow reserve of £72m (FY21: credit of £72m) which have been reclassified to finance expense (see note 27).

g Included within the £65m movement in translation reserve is £1m (FY21: £23m) which relate to disposals (see note 23).

## Notes to the consolidated financial statements continued

### 30. Related party transactions

Key management personnel comprise executive and non-executive directors and members of the Executive Committee. Compensation of key management personnel is disclosed in note 6.

Amounts paid to the group's retirement benefit plans are set out in note 20.

Transactions with associates and joint ventures are shown below:

At 31 March	2022 £m	2021 £m
Sales of services to associates and joint ventures	5	9
Purchases from associates and joint ventures	44	51
Amounts receivable from associates and joint ventures	2	3
Amounts payable to associates and joint ventures	1	5

Other related party transactions include the purchase of energy from an entity owned by the BT Pension Scheme. Total purchases during the year were £12m (FY21: £13m). £1m was due to the other party as at 31 March 2022 (FY21: £2m). The balance is unsecured and no guarantees have been given.

### 31. Financial commitments

Financial commitments were as follows:

At 31 March	2022 £m	2021 £m
TV programme rights commitments	997	1,691
Capital commitments	1,596	1,370
Other commitments	295	263
<b>Total</b>	<b>2,888</b>	<b>3,324</b>

TV programme rights commitments, mainly relating to football broadcast rights, are those for which the licence period has not yet started. A sale of our BT Sport operations to which these commitments relate is considered highly probable. The group is contractually committed to future rights payments until the sale completes at which point the commitment will transfer to the new established joint venture. Further details on the transaction and held for sale assets and liabilities are included in note 23.

Other than as disclosed below and in note 19, there were no contingent liabilities or guarantees at 31 March 2022 other than those arising in the ordinary course of the group's business and on these no material losses are anticipated. We have insurance cover to certain limits for major risks on property and major claims in connection with legal liabilities arising in the course of our operations. Otherwise, the group generally carries its own risks.

### Commitments and guarantees

#### BT plc

From March 2019 a formal guarantee was put in place by BT Group plc to fully and unconditionally guarantee the obligations of its wholly owned subsidiary British Telecommunications plc ("BT plc") under its corporate bonds. This guarantee has been given in respect of all bonds issued since that date and was retrospectively applied to bonds issued prior to that date. It applies to all bonds issued in BT plc's Yankee, Euro Medium Term Note and hybrid bond programmes, and under the BT plc £600m 5.75% bonds due in 2028.

### Legal and regulatory proceedings

See note 19 for contingent liabilities associated with legal and regulatory proceedings.

### 32. Post balance sheet events

#### BT Sport

In May 2022, we reached an agreement with Warner Bros. Discovery (Discovery) to create a sports joint venture (JV) combining BT Sport and Discovery's Eurosport UK business into a separate legal entity with both BT and Discovery each holding a 50% interest and equal voting rights. The production and operational assets of BT Sport will transfer to, and become a wholly owned subsidiary of, Discovery who will manage and operate the production and distribution of the sport content. Discovery will have the option to acquire BT's 50% interest in the JV at specified points during the first four years of the JV. At completion of the transaction, BT is expected to lose control of the BT Sport operations and the group's interest in the combined business is expected to be classified as a Joint Venture. BT will enter into a distribution agreement with the JV to procure the sport content required to continue to supply our existing broadband, TV and mobile customers. BT's agreement with the JV will extend beyond 2030, and for the first four years includes a minimum revenue guarantee of approximately £500m per annum, after which the agreement will change to a fully variable arrangement.

The transaction is subject to regulatory approval, but it is expected to conclude by the end of 2022. The transaction meets the held for sale criteria per IFRS 5 and accordingly the asset and liabilities of the BT Sport disposal group have been classified as held for sale at 31 March 2022. Further details are provided in note 23.

# Financial Statements of BT Group plc

## BT Group plc company balance sheet

### Registered number 4190816

At 31 March	Note	2022 £m	2021 £m
<b>Non-current assets</b>			
Investment in subsidiary undertaking	2	11,201	11,096
Other investments <sup>a</sup>		585	972
		<b>11,786</b>	<b>12,068</b>
<b>Current assets</b>			
Cash and cash equivalents		5	3
		<b>5</b>	<b>3</b>
<b>Current liabilities</b>			
Trade and other payables <sup>b</sup>		32	27
		<b>32</b>	<b>27</b>
<b>Total assets less current liabilities</b>		<b>11,759</b>	<b>12,044</b>
<b>Non-current liabilities</b>			
Trade and other payables <sup>b</sup>		26	–
		<b>26</b>	<b>–</b>
<b>Equity</b>			
Ordinary shares		499	499
Share premium		1,051	1,051
Capital redemption reserve		27	27
Own shares		(274)	(143)
Profit and loss account <sup>c</sup>		10,430	10,610
<b>Total equity</b>		<b>11,733</b>	<b>12,044</b>
		<b>11,759</b>	<b>12,044</b>

a Other investments consists of loan to group undertakings of £580m (FY21: £971m) and accrued interest of £5m (FY21:£1m). The loan attracts interest of LIBOR plus 37.5 basis points and will transition onto ARR after the balance sheet date (FY21: LIBOR plus 37.5 basis points). The loan is measured at amortised cost using the effective interest rate method. The expected credit loss provision against long-term loan to group undertakings is immaterial. In the 2021 Annual Report, this balance sheet caption was labelled 'Trade and other receivables'. We have opted to change the name to 'Other investments' as it better represents the loan to group undertaking and aligns to how it is classified in the British Telecommunication plc Annual Report.

b Current trade and other payables consists of loans from group undertakings of £16m (FY21: £10m) and other creditors of £16m (FY21: £17m). The non-current trade and other payables comprises the obligation to purchase own shares into trust via a forward contract.

c As permitted by Section 408(3) of the Companies Act 2006, no profit and loss account of the company is presented. The profit for the financial year, dealt with in the profit and loss account of the company was £2m (FY21: £6m).

The financial statements of the company on **pages 199 to 202** were approved by the Board of Directors on 11 May 2022 and were signed on its behalf by:

**Adam Crozier**  
Chairman

**Philip Jansen**  
Chief Executive

**Simon Lowth**  
Chief Financial Officer

## BT Group plc company statement of changes in equity

	Note	Called up share capital <sup>a</sup> £m	Share premium account £m	Capital redemption reserve £m	Merger reserve £m	Own shares <sup>b</sup> £m	Profit and loss account <sup>b,c</sup> £m	Total £m
<b>At 1 April 2020</b>		<b>499</b>	<b>1,051</b>	<b>27</b>	<b>1,574</b>	<b>(237)</b>	<b>9,065</b>	<b>11,979</b>
Profit for the financial year		–	–	–	–	–	6	6
Transfer to realised profit	3	–	–	–	(1,574)	–	1,574	–
Capital contribution in respect of share-based payments		–	–	–	–	–	72	72
Net buyback of own shares		–	–	–	–	94	(107)	(13)
<b>At 31 March 2021</b>		<b>499</b>	<b>1,051</b>	<b>27</b>	<b>–</b>	<b>(143)</b>	<b>10,610</b>	<b>12,044</b>
Profit for the financial year		–	–	–	–	–	2	2
Dividends paid		–	–	–	–	–	(227)	(227)
Unclaimed dividends over 10 years		–	–	–	–	–	2	2
Share-based payments		–	–	–	–	–	3	3
Capital contribution in respect of share-based payments		–	–	–	–	–	105	105
Net buyback of own shares		–	–	–	–	(131)	(65)	(196)
<b>At 31 March 2022</b>		<b>499</b>	<b>1,051</b>	<b>27</b>	<b>–</b>	<b>(274)</b>	<b>10,430</b>	<b>11,733</b>

a The allotted, called up and fully paid ordinary share capital of the company at 31 March 2022 was £499m (31 March 2021: £499m), representing 9,968,127,681 (31 March 2021: 9,968,127,681) ordinary shares of 5p each.

b In FY22, 19,672,628 shares (FY21: 44,573,595) were issued from Own shares to satisfy obligations under employee share schemes and executive share awards at a cost of £43m (FY21: £108m). At 31 March 2022, 41,429,938 shares (FY21: 50,724,972) with an aggregate nominal value of £2m (FY21: £3m) were held at cost as treasury shares and 94,120,883 shares (FY21: 9,172,675) with an aggregate nominal value of £5m (FY21: £nil) were held in the Trust.

c As permitted by Section 408(3) of the Companies Act 2006, no profit and loss account of the company is presented. The profit for the financial year, dealt with in the profit and loss account of the company was £2m (FY21: £6m).

# Notes to the company financial statements

## 1. BT Group plc accounting policies

### Principal activity

The principal activity of the company is to act as the ultimate holding company of the BT group.

### Accounting basis

As used in these financial statements and associated notes, the term 'company' refers to BT Group plc (a public company limited by shares). These separate financial statements are prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101). In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted international accounting standards, but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

### Financial statements

The financial statements are prepared on a going concern basis and under the historical cost convention. Refer to [page 134](#) for further details of this assessment.

As permitted by Section 408(3) of the Companies Act 2006, the company's profit and loss account has not been presented.

### New and amended accounting standards effective during the year

There have been no new or amended accounting standards or interpretations adopted during the year that have a significant impact on the financial statements.

### Exemptions

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to business combinations, share-based payments, non-current assets held for sale, financial instruments, capital management, and presentation of comparative information in respect of certain assets, presentation of a cash flow statement, standards not yet effective, impairment of assets and related party transactions. The company intends to continue to take advantage of these exemptions in future years. Further detail is provided below.

Where required, equivalent disclosures have been given in the consolidated financial statements of BT Group plc.

The BT Group plc consolidated financial statements for the year ended 31 March 2022 contain a consolidated cash flow statement. Consequently, as permitted by IAS 7 'Statement of Cash flow', the company has not presented its own cash flow statement.

The BT Group plc consolidated financial statements for the year ended 31 March 2022 contain related party disclosures. Consequently, the company has taken advantage of the exemption in IAS 24, 'Related Party Disclosures' not to disclose transactions with other members of the BT Group.

The BT Group plc consolidated financial statements for the year ended 31 March 2022 contain financial instrument disclosures which comply with IFRS 7, 'Financial Instruments: Disclosures'. Consequently, the company is exempt from the disclosure requirements of IFRS 7 in respect of its financial instruments.

### Investment in subsidiary undertaking

Investment in subsidiary undertaking is stated at cost and reviewed for impairment if there are indicators that the carrying value may not be recoverable. An impairment loss is recognised to the extent that the carrying amount cannot be recovered either by selling the asset or by continuing to hold the asset and benefiting from the net present value of the future cash flows of the investment.

### Taxation

Full provision is made for deferred taxation on all temporary differences which have arisen but not reversed at the balance sheet date. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that there will be sufficient taxable profits from which the underlying timing differences can be deducted. The deferred tax balances are not discounted.

### Dividends

Dividend distributions are recognised as a liability in the year in which the dividends are approved by the company's shareholders. Interim dividends are recognised when they are paid; final dividends when authorised in general meetings by shareholders. Dividend income is recognised on receipt.

### Share capital

Ordinary shares are classified as equity. Repurchased shares of the company are recorded in the balance sheet as part of Own shares and presented as a deduction from shareholders' equity at cost.

### Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and current balances with banks and similar institutions, which are readily convertible to cash and are subject to insignificant risk of changes in value and have an original maturity of three months or less.

### Share-based payments

The company does not incur a charge for share-based payments. However, the issuance by the company of share options and awards to employees of its subsidiaries represents additional capital contributions to its subsidiaries. An addition to the company's investment in subsidiaries is recorded with a corresponding increase in equity shareholders' funds. The additional capital contribution is determined based on the fair value of options and awards at the date of grant and is recognised over the vesting period.

## 2. Investment in subsidiary undertaking

Cost	Total £m
<b>At 1 April 2020</b>	<b>11,024</b>
Additions	72
<b>At 31 March 2021</b>	<b>11,096</b>
Additions	105
<b>At 31 March 2022</b>	<b>11,201</b>

Additions of £105m (FY21: £72m) comprise capital contributions in respect of share-based payments.

The company held a 100% investment in BT Group Investments Limited, a company registered in England and Wales, throughout FY22 and FY21.

## Notes to the company financial statements continued

### 3. Merger reserve

On 29 January 2016, the company issued 1,594,900,429 ordinary shares of 5p at 470.70p per share resulting in a total of £80m being credited to the share capital.

These shares were used as part consideration for the acquisition of EE, which completed on 29 January 2016. As a result of this transaction, a merger reserve was created of £7,424m net of £3m issue costs. The acquisition of EE was structured by way of a share-for-share exchange. This transaction fell within the provisions of Section 612 of the Companies Act 2006 (merger relief) such that no share premium was recorded in respect of the shares issued. The company chose to record its investment in EE at fair value and therefore recorded a merger reserve equal to the value of the share premium which would have been recorded had Section 612 of the Companies Act 2006 not been applicable i.e. equal to the difference between the fair value of EE and the aggregate nominal value of the shares issued).

This merger reserve was initially considered unrealised on the basis it was represented by the investment in EE. This was not considered to represent qualifying consideration (in accordance with Tech 02/10 (Guidance on the determination of realised profits and losses in the context of distributions under the Companies Act 2006)), as superseded by Tech 02/17 (Guidance on realised and distributable profits under the Companies Act 2006).

Immediately following the acquisition of EE, the company's investment in EE was transferred to the company's subsidiary, BT plc, in exchange for an intercompany loan. To the extent the loan is settled in qualifying consideration, the related proportion of the merger reserve is considered realised. Hence the merger reserve is an unrealised reserve until it is realised by the settlement of the intercompany loan by qualifying consideration.

During 2020/21, the remaining £1,574m (2019/20: £1,575m) of merger reserve was transferred to realised profit following the settlement of an intercompany loan by qualifying consideration. The merger reserve is now nil.

### 4. Other information

#### Dividends

An interim dividend of 2.31p per share amounting to £227m was paid on 7 February 2022. A final dividend of 5.39p per share amounting to approximately £528m is proposed in respect of the year ended 31 March 2022 (FY21: no interim or final dividend paid).

#### Employees and directors

The chairman and the executive and non-executive directors of BT Group plc were the only employees and directors of the company during FY22 and FY21. The costs relating to qualifying services provided to the company's principal subsidiary, British Telecommunications plc, are recharged to that company.

## Subsidiaries

Company name	Group interest in allotted capital <sup>a</sup>	Share class
<b>Belgium</b>		
<b>Telecomlaan 9, 1831 Diegem, Belgium</b>		
BT Global Services Belgium BV	100%	ordinary
BT Professional Services (Holdings) N.V.	100%	ordinary
Global Security Europe Limited – Belgian Branch <sup>b</sup>	100%	–
<b>Rue de L'Aéropostale 8, 4460 Grâce-Hollogne, Belgium</b>		
IP Trade SA	100%	ordinary
<b>Bermuda</b>		
<b>Century House, 16 Par-la-Ville Road, Hamilton, HM08, Bermuda</b>		
Communications Global Network Services Limited	100%	ordinary
<b>Bolivia</b>		
<b>Avda. 6 de Agosto N° 2700, Torre Empresarial CADECO, Piso 4, La Paz, Bolivia</b>		
BT Solutions Limited Sucursal Bolivia <sup>b</sup>	100%	–
<b>Bosnia and Herzegovina</b>		
<b>Trg Heroja 10/1, Sarajevo, 71000, Bosnia and Herzegovina</b>		
BTIH Teleconsult Društvo sa organiceonom odgovornoscu za posredovanje i zastupanje d.o.o. Sarajevo	100%	–
<b>Botswana</b>		
<b>Deloitte House, Fairgrounds Office Park, Plot 64518, Gaborone, PO BOX 1839, Botswana</b>		
BT Global Services Botswana (Proprietary) Limited	100%	ordinary
<b>Brazil</b>		
<b>Avenida Das Nações Unidas, 4777 – 14 andar, São Paulo, SP, Brazil</b>		
BT Communications do Brasil Limitada	100%	quotas
<b>Avenida Das Nações Unidas, 4777 – 14 andar, Pinheiros, São Paulo, SP, 05477-000, Brazil</b>		
BT Global Communications do Brasil Limitada	100%	quotas
<b>Bulgaria</b>		
<b>51B Bulgaria Blvd., fl. 4, Sofia, 1404, Bulgaria</b>		
BT Bulgaria EOOD	100%	ordinary
<b>Canada</b>		
<b>Regus Brookfield Place, 161 Bay Street 26th and 27th Floors, Toronto ON M5J 2S1, Canada</b>		
BT Canada Inc.	100%	common

BT Group plc Annual Report 2022

## Related undertakings continued

### Subsidiaries continued

Company name	Group interest in allotted capital <sup>a</sup>	Share class
<b>Czech Republic</b>		
<b>Pujmanové 1753 / 10a, Nusle, 140 00, Prague, 4, Czech Republic</b>		
BT Limited, organizacni slozka <sup>b</sup>	100%	–
BT Global Europe B.V., odštěpný závod <sup>b</sup>	100%	–
<b>Denmark</b>		
<b>Havneholmen 29, 1561, Kobenhavn V, Copenhagen, Denmark</b>		
BT Denmark ApS	100%	ordinary
<b>Dominican Republic</b>		
<b>Av. Abraham Lincoln Esq. Jose Amado Soler, Edif. Progreso, Local 3-A, Sector Ens. Serralles, Santo Domingo, Dominican Republic</b>		
BT Dominican Republic, S. A.	100%	ordinary
<b>Ecuador</b>		
<b>Av. Amazonas N21-252 y Carrión, Edificio Londres, 4º Piso, Quito, Ecuador</b>		
BT Solutions Limited (Sucursal Ecuador) <sup>b</sup>	100%	–
<b>Egypt</b>		
<b>95 C st. El Sayed El Mirghany, Heliopolis Cairo, Egypt</b>		
BT Telecom Egypt LLC	100%	stakes
<b>El Salvador</b>		
<b>Edificio Avante Penthouse Oficina, 10-01 Y 10-03 Urbanizacion, Madre Selva, Antiguo Cuscatlan, La Libertad, El Salvador</b>		
BT El Salvador, Limitada de Capital Variable	100%	ordinary
<b>Estonia</b>		
<b>A.H. Tammsaare tee 47, Tallinn, 11316, Estonia</b>		
BT Solutions Limited Eesti Filiaal <sup>b</sup>	100%	–
<b>Finland</b>		
<b>Mannerheimvägen 12 B 6, 00100 Helsinki, Finland</b>		
BT Nordics Finland Oy	100%	ordinary
<b>France</b>		
<b>Tour Ariane, 5 place de la Pyramide, La Defense Cedex, 92088 PARIS, France</b>		
BT France S.A.S.	100%	ordinary
<b>Germany</b>		
<b>Barthstraße 4, 80339, Munich, Germany</b>		
BT (Germany) GmbH & Co. oHG	100%	ordinary
BT Deutschland GmbH	100%	ordinary
BT Garrick GmbH	100%	ordinary
<b>Frankfurter Straße 21-25, Eschborn, 65760, Frankfurt am Main, Germany</b>		
IP Trade Networks GmbH	100%	ordinary

Company name	Group interest in allotted capital <sup>a</sup>	Share class
<b>Widdersdorfer Strasse 252, 50933, Cologne, Germany</b>		
Global Security Europe Limited – Germany Branch <sup>b</sup>	100%	–
<b>Ghana</b>		
<b>5th Floor, Vivo Place, Cantonments City, Rangoon Lane, P.O. Box MB 595, Accra, Ghana</b>		
BT Ghana Limited	100%	ordinary
<b>Greece</b>		
<b>75 Patision Street, Athens, 10434, Greece</b>		
BT Solutions Limited-Greek Branch <sup>b</sup>	100%	–
<b>Guatemala</b>		
<b>5ta avenida 5-55 zona 14, Edificio Europlaza World Business Center, Torre IV, nivel 7, oficina 702, Guatemala City, Guatemala</b>		
BT Guatemala S.A.	100%	unique
<b>Honduras</b>		
<b>Colonia Pueblo Nuevo, Edificio Torre Morazán, Torre No. 1, Piso 9, Municipio del Distrito Central, Departamento de, Francisco Morazán, Tegucigalpa, 10918, Honduras</b>		
BT Sociedad De Responsabilidad Limitada	100%	–
<b>Hong Kong</b>		
<b>38th Floor Dorset House, Taikoo Place, 979 King's Road, Island East, Quarry Bay, Hong Kong</b>		
BT Hong Kong Limited	100%	ordinary
Infonet China Limited	100%	ordinary
<b>Hungary</b>		
<b>Budafoki U. 91-93, Budapest, 1117, Hungary</b>		
BT Global Europe B.V. Magyarországi Fioktelepe <sup>b</sup>	100%	–
BT Limited Magyarországi Fioktelepe <sup>b</sup>	100%	–
BT ROC Kft	100%	business
<b>India</b>		
<b>11th Floor, Eros Corporate Tower, Opp. International Trade Tower, Nehru Place, New Delhi, 110019, India</b>		
BT (India) Private Limited	100%	ordinary
BT e-Serv (India) Private Limited	100%	equity
BT Global Business Services Private Limited	100%	ordinary
BT Global Communications India Private Limited	100%	ordinary
BT Telecom India Private Limited	100%	ordinary
<b>A-47, Hauz Khas, New Delhi, Delhi-DL, 110016, India</b>		
Orange Services India Private Limited	100%	ordinary

Company name	Group interest in allotted capital <sup>a</sup>	Share class
<b>Indonesia</b>		
<b>20/F of IWG Spaces at World Trade Centre 3, Jl. Jend. Sudirman, RT.4/RW.2, Karet Kuningan, Kota Administrasi Jakarta Selatan, Jakarta, 12920, Indonesia</b>		
PT BT Indonesia	100%	ordinary
PT BT Communications Indonesia	95%	ordinary
<b>Isle of Man</b>		
<b>Third Floor, St Georges Court, Upper Church Street, Douglas, IM1 1EE, Isle of Man</b>		
Belmullet Limited	100%	ordinary
Communicator Insurance Company Limited	100%	ordinary
Priestgate Limited	100%	ordinary
<b>Israel</b>		
<b>Beit Oz, 14 Abba Hillel Silver Rd, Ramat Gan, 52506, Israel</b>		
B.T. Communication Israel Ltd	100%	ordinary
<b>Italy</b>		
<b>Strada Santa Margherita, 6 / A, 43123, Parma, Italy</b>		
BT Enia Telecomunicazioni S.p.A.	99%	ordinary
<b>Via Correggio 5, San Donato Milanese, 20097, Milan, Italy</b>		
Radianz Italia S.r.l.	100%	ordinary
<b>Via Mario Bianchini 15, 00142 Roma, Italy</b>		
BT Global Services Limited <sup>b</sup>	100%	–
<b>Via Pianezza n° 123, 10151, Torino, Italy</b>		
Atlanet SpA	99%	ordinary
<b>Via Tucidide 56, Torre 7, 20134, Milano, Italy</b>		
Basicel SpA	99%	ordinary
BT Italia S.p.A.	99%	ordinary
BT Nederland N.V. <sup>b</sup>	100%	–
Nuova Società di Telecomunicazioni SpA	99%	ordinary
<b>Jamaica</b>		
<b>Suite #6, 9A Garelli Avenue, Half way tree, St. Andrew, Kingston 10, Jamaica</b>		
BT Jamaica Limited	100%	ordinary
<b>Japan</b>		
<b>ARK Mori Building, 12-32 Akasaka, 1-Chome, Minato-Ku, Tokyo, 107 – 6024, Japan</b>		
BT Global Japan Corporation	100%	ordinary
BT Japan Corporation	100%	ordinary
<b>Jersey</b>		
<b>26 New Street, St Helier, JE2 3RA, Jersey</b>		
Ilford Trustees (Jersey) Limited	100%	ordinary
<b>PO Box 264, Forum 4, Grenville Street, St Helier, JE4 8TQ, Jersey</b>		
BT Jersey Limited	100%	ordinary

## Subsidiaries continued

Company name	Group interest in allotted capital <sup>a</sup>	Share class
<b>Jordan</b>		
<b>Wadi AlSer – Dahiet Prince Rashid – King Abdullah Street, Building No. 391 – 3rd Floor, Jordan</b>		
BT (International) Holdings Limited (Jordan)	100%	ordinary
<b>Kazakhstan</b>		
<b>No 201, 2nd Floor, Building 1a, Business Centre Nurly-Tau, 5 Al-Farabi Avenue, Almaty, 050057, Kazakhstan</b>		
BT Kazakhstan LLP	100%	–
<b>Kenya</b>		
<b>Aln House, Eldama Ravine close, off Eldama Ravine Road, Westlands, P O Box 764, Sarit Centre, Nairobi, 00606, Kenya</b>		
BT Communications Kenya Limited	100%	ordinary
BT Telecommunications Kenya Limited	100%	ordinary
<b>Korea</b>		
<b>8th Floor, KTB Building, 66 Yeoui-daero, Yeongdeungpo-gu, Seoul, 07325, Korea</b>		
BT Global Services Korea Limited	100%	common
<b>Latvia</b>		
<b>Muitas iela 1A, Riga, LV-1010, Latvia</b>		
BT Latvia Limited, Sabiedriba ar ierobežotu atbildību	100%	ordinary
<b>Lebanon</b>		
<b>Abou Hamad, Merheb, Nohra &amp; Chedid Law Firm, Chbaro Street, 22nd Achrafieh Warde Building, 1st Floor, Beirut, P.O.BOX 165126, Lebanon</b>		
BT Lebanon S.A.L.	100%	ordinary
<b>Lithuania</b>		
<b>Aludariu str 2-33, LT-01113 Vilnius, Lithuania</b>		
UAB BTH Vilnius	100%	ordinary
<b>Luxembourg</b>		
<b>12 rue Eugene Ruppert, L 2453, Luxembourg</b>		
BT Global Services Luxembourg SARL	100%	ordinary
BT Broadband Luxembourg Sàrl	100%	ordinary
<b>Macao</b>		
<b>Avenida da Praia Grande, No. 367-371, Keng Ou Building, 15th andar C, em Macao, Macau, Macao</b>		
BT Hong Kong Ltd. – Macau Branch <sup>b</sup>	100%	–
<b>Malawi</b>		
<b>KEZA Office Park Blocks 3, First Floor, Near Chichiri, Shopping Mall, Blantyre, Malawi</b>		
BT Malawi Limited	100%	ordinary

Company name	Group interest in allotted capital <sup>a</sup>	Share class
<b>Malaysia</b>		
<b>Level 5, Tower 3, Avenue 7, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia</b>		
BT Global Services Solutions Sdn Bhd	100%	ordinary
BT Global Technology (M) Sdn. Bhd.	100%	ordinary
BT Systems (Malaysia) Sdn Bhd	100%	ordinary
<b>Malta</b>		
<b>Level 1, LM Complex, Brewery Street, Zone 3, Central Business District, Birkirkara CBD, 3040, Malta</b>		
BT Solutions Limited <sup>b</sup>	100%	–
<b>Mauritius</b>		
<b>c/o Deloitte, 7th Floor Standard Chartered Tower, 19-21 Bank Street, Cybercity, Ebène, 72201, Mauritius</b>		
BT Global Communications (Mauritius) Limited	100%	ordinary
<b>Mexico</b>		
<b>Edificio Plaza Inverlat Blvd, Manuel Avila Camacho 1, Piso, Piso 6, Colonia Lomas de Chapultepec, Miguel Hidalgo, Mexico City, 11009, Mexico</b>		
BT LatAm México, S.A. de C.V.	100%	common
<b>Montenegro</b>		
<b>Vasa Raickovica 4b, Podgorica, Podgorica, Montenegro</b>		
BT Montenegro DOO	100%	–
<b>Morocco</b>		
<b>Bd. Abdelmoumen, Immeuble Atrium, n 374, Lot. Manazyl Al Maymoune, 5eme etage, Casablanca, 20390, Morocco</b>		
BT Solutions Limited – Morocco Branch <sup>b</sup>	100%	–
<b>Mozambique</b>		
<b>Avenida Kenneth Kaunda, number 660, Sommershield, Maputo City, Mozambique</b>		
BT Mozambique, Limitada	100%	quotas
<b>Namibia</b>		
<b>Unit 3, 2nd floor, Ausspahn Plaza, Dr Agostinho Neto Road, Ausspahnplatz, Windhoek, Private Bag, 12012, Namibia</b>		
BT Solutions Limited <sup>b</sup>	100%	–
<b>Netherlands</b>		
<b>Herikerbergweg 2, 1101 CM, Amsterdam, Netherlands</b>		
BT Global Europe B.V.	100%	ordinary
BT (Netherlands) Holdings B.V.	100%	ordinary
BT Nederland N.V.	100%	ordinary
BT Professional Services Nederland B.V.	100%	ordinary
Global Security Europe Limited <sup>b</sup>	100%	–

Company name	Group interest in allotted capital <sup>a</sup>	Share class
<b>New Zealand</b>		
<b>c/o Deloitte, Level 18, 80 Queen Street, Auckland Central, Auckland, 1010, NZ, New Zealand</b>		
BT Australasia Pty Limited – New Zealand Branch <sup>b</sup>	100%	–
<b>Nicaragua</b>		
<b>De donde fué el Restaurante Marea Alta Ahora quesillos, El Pipe, 2 cuadras al este, 10 Metros al norte, frente al, Hotel El Gran Marquez, Casa #351, Nicaragua, 2815, Nicaragua</b>		
BT Nicaragua S.A.	100%	capital
<b>Nigeria</b>		
<b>Civic Towers, Plot GA1, Ozumba Mbadiwe Avenue, Victoria Island, Lagos, Nigeria</b>		
BT (Nigeria) Limited	100%	ordinary
<b>North Macedonia</b>		
<b>Str. Dame Gruev no.8, 5th floor, Building “Dom na voenite invalidi”, SKOPJE 1000, North Macedonia</b>		
BT Solutions Limited Branch Office in Skopje <sup>b</sup>	100%	–
<b>Norway</b>		
<b>Munkedamsveien 45, Oslo, 0121, Norway</b>		
BT Solutions Norway AS	100%	ordinary
<b>Oman</b>		
<b>Maktabi Building, Building No. 458, Unit No. 413 4th Floor, Road No – R41, Block No. 203, Plot No. 107, Zone No. SW41, Complex No. 271, Al Watiyah, Bausher, Muscat, Sultanate of Oman, Oman</b>		
BT International Holdings Limited & Co. LLC	100%	ordinary
<b>Pakistan</b>		
<b>Cavish Court, A-35, Block 7&amp;8, KCHSU, Shahrah-e-Faisal, Karachi, 75350, Pakistan</b>		
BT Pakistan (Private) Limited	100%	ordinary
<b>Panama</b>		
<b>50th and 74th Street, San Francisco, PH 909, 15th and 16th Floor, Panama City, Panama</b>		
BT de Panama, S.R.L.	100%	ordinary
<b>Paraguay</b>		
<b>Av. Brasília N° 767 casi Siria, Asunción, Paraguay</b>		
BT Paraguay S.R.L.	100%	quotas
<b>Peru</b>		
<b>Urb. Jardin Av. Las Begonias No. 441, San Isidro, Lima, Peru</b>		
BT Peru S.R.L.	100%	ordinary
<b>Philippines</b>		
<b>11th Floor, Page One Building, 1215 Acacia Ave Madrigal Business Park, Ayala Alabang, Muntinlupa, Metro Manila, 1780, Philippines</b>		
IT Holdings, Inc	100%	ordinary

## Related undertakings continued

### Subsidiaries continued

Company name	Group interest in allotted capital <sup>a</sup>	Share class
<b>40th Floor, PBCor Tower 6795, Ayala Avenue cor. Rufino St, Makati City, 1226, Philippines</b>		
BT Communications Philippines Incorporated	100%	ordinary
<b>c/o Sun Microsystems Phil Inc., 8767 Paseo de Roxas, Makati City, Philippines</b>		
PSPI-Subic, Inc	51%	ordinary
<b>Poland</b>		
<b>126/134 Marszałkowska St., Room 128, 00-008 WARSAW, Warsaw, Poland</b>		
BT Poland Spółka Z Ograniczoną Odpowiedzialnością	100%	ordinary
<b>Portugal</b>		
<b>Rua D. Francisco Manuel de Melo 21-1, 1070-085 Lisboa, Portugal</b>		
BT Portugal – Telecomunicações, Unipessoal Lda	100%	ordinary
<b>Puerto Rico</b>		
<b>The Prentice-Hall Corporation System, Puerto Rico, Inc., c/o Fast Solutions, LLC, Citi Tower, 252 Ponce de Leon Avenue, Floor 20, San Juan, Puerto Rico, 00918, Puerto Rico</b>		
BT Communications Sales, LLC Puerto Rico branch <sup>b</sup>	100%	–
<b>Qatar</b>		
<b>1413, 14th Floor, Al Fardan Office Tower, Doha, 31316, Qatar</b>		
BT Global Services (North Gulf) LLC	49%	ordinary
<b>Republic of Ireland</b>		
<b>2 Grand Canal Plaza, Upper Grand Canal Street, Dublin 4, Republic of Ireland</b>		
BT Communications Ireland Limited	100%	ordinary
BT Communications Ireland Group Limited	100%	ordinary
BT Communications Ireland Holdings Limited	100%	ordinary
BT Global Communications (Ireland) Limited	100%	ordinary
The Faraday Procurement Company Limited	100%	ordinary
Whitestream Industries Limited	100%	ordinary
<b>BDO, Beaux Lane House, Mercer Street Lower, Dublin 2, Ireland</b>		
Canal Capital Investment Limited	100%	ordinary
<b>Romania</b>		
<b>Cladirea A1, Biroul Nr. 52, Nr 35-37, Str. Oltenitei, Sector 4, Bucharest, Romania</b>		
BT Global Services Limited Londra Sucursala Bucuresti <sup>b</sup>	100%	–

Company name	Group interest in allotted capital <sup>a</sup>	Share class
<b>Russia</b>		
<b>Room 62, prem xx, Floor 2, Pravdy, 26, 127137, Moscow, Russian Federation</b>		
BT Solutions Limited Liability Company	100%	–
<b>Serbia</b>		
<b>Dimitrija Georgijevica Starike 20, Belgrade, 11070, Serbia</b>		
BT Belgrade d.o.o	100%	ordinary
<b>Sierra Leone</b>		
<b>84 Dundas Street, Freetown, Sierra Leone</b>		
BT (SL) Limited	100%	ordinary
<b>Singapore</b>		
<b>Level 3, #03-01/02 &amp; #03-04, Block B, Alexandra Technopark, 438B Alexandra Road, Singapore, 119968</b>		
BT (India) Private Limited Singapore Branch <sup>b</sup>	100%	–
BT Global Services Technologies Pte. Ltd.	100%	ordinary
BT Global Solutions Pte. Ltd.	100%	ordinary
BT Singapore Pte. Ltd.	100%	ordinary
<b>Slovakia</b>		
<b>Dvorakovo nabrezie 4, 811 02, Bratislava, Slovakia</b>		
BT Slovakia s.r.o.	100%	ordinary
<b>Slovenia</b>		
<b>Cesta v Mestni Log 1, Ljubljana, 1000, Slovenia</b>		
BT GLOBALNE STORITVE, telekomunikacijske storitve, obdelava podatkov, podatkovnih baz; d.o.o.	100%	ordinary
<b>South Africa</b>		
<b>BT Building, Woodmead North Office Park, 54 Maxwell Drive, Woodmead, 2191, South Africa</b>		
BT Communications Services South Africa (Pty) Limited	70%	ordinary
BT Limited <sup>b</sup>	100%	–
<b>Spain</b>		
<b>C/ María Tubau, 3, 28050 de Madrid, Spain</b>		
BT Global ICT Business Spain SLU	100%	ordinary
<b>Sri Lanka</b>		
<b>Level 03, No 11, Castle Lane, Colombo, 04, Sri Lanka</b>		
BT Communications Lanka (Private) Limited	100%	ordinary
<b>Sudan</b>		
<b>Alskheikh Mustafa Building, Parlman Street, Khartoum, Sudan</b>		
Newgate Communication (Sudan) Co. Ltd	100%	ordinary

Company name	Group interest in allotted capital <sup>a</sup>	Share class
<b>Sweden</b>		
<b>Box 30005, 104 25, Stockholm, Sweden</b>		
BT Nordics Sweden AB	100%	ordinary
<b>Switzerland</b>		
<b>Richtistrasse 5, 8304 Wallisellen, Switzerland</b>		
BT Switzerland AG	100%	ordinary
<b>Taiwan</b>		
<b>Shin Kong Manhattan Building, 14F, No. 8, Sec. 5, Xinyi Road, Taipei, 11049, Taiwan</b>		
BT Limited Taiwan Branch <sup>b</sup>	100%	–
<b>Tanzania</b>		
<b>Region Dar Es Salaam, District Kinondoni, Ward Msasani, Street Msasani Peninsula, Road 1 Bains Singh Avenue, Plot number 1403/1, Ground Floor, 14111, United Republic of Tanzania</b>		
BT Solutions Limited – Tanzania Branch <sup>b</sup>	100%	–
<b>Thailand</b>		
<b>No.63 Athenee Tower, 23rd Floor (CEO Suite, Room No.38), Wireless Road, Kwaeng Lumpini, Khet Pathumwan, Bangkok, 10330, Thailand</b>		
BT Siam Communications Co., Ltd	49%	class B
BT Siam Limited	69%	preference
<b>Trinidad and Tobago</b>		
<b>2nd Floor CIC Building, 122-124 Frederick Street, Port of Spain, Trinidad and Tobago</b>		
BT Solutions Limited <sup>b</sup>	100%	–
<b>Tunisia</b>		
<b>Rue de l' Euro Immeuble Slim, Block A-2nd floor-Les berges du Lac, Tunis, 1053, Tunisia</b>		
BT Tunisia S.A.R.L	100%	ordinary
<b>Turkey</b>		
<b>Acıbadem Mahallesi Çeçen Sk. Akasya A, Kule Kent Etabı Apt. No: 25 A/28-, Üsküdar, Istanbul, Turkey</b>		
BT Bilisim Hizmetleri Anonim Şirketi	100%	ordinary
BT Telekom Hizmetleri Anonim Şirketi	100%	common
<b>Uganda</b>		
<b>Engoru, Mutebi Advocates, Ground Floor, Rwenzori House, 1 Lumumba Avenue, Kampala, 22510, Uganda</b>		
BT Solutions Limited <sup>b</sup>	100%	–
<b>Ukraine</b>		
<b>Office 702, 34 Lesi Ukrainky Boulevard, Kyiv 01042, Ukraine</b>		
BT Ukraine Limited Liability Company	100%	stakes
<b>United Arab Emirates</b>		
<b>Office No G03, Ground Floor, EIB Building No 04, Dubai, United Arab Emirates</b>		
BT MEA FZ-LLC	100%	ordinary

## Subsidiaries continued

Company name	Group interest in allotted capital <sup>a</sup>	Share class	Company name	Group interest in allotted capital <sup>a</sup>	Share class	Company name	Group interest in allotted capital <sup>a</sup>	Share class
<b>Office no.206 BLOCK B, Diamond Business Center 1, Al Barsha South Third, Dubai, P.O. BOX 25205, United Arab Emirates</b>			<b>Alexander Bain House, 15 York Street, Glasgow, Lanarkshire, G2 8LA, Scotland</b>			<b>Uruguay</b>		
BT UAE Limited – Dubai Branch (1) <sup>b</sup>	100%	–	Global Security Europe Limited	100%	ordinary	<b>Rincón 487 Piso 11, Montevideo, ZIP CODE 11.000, Uruguay</b>		
BT UAE Limited – Dubai Branch (2) <sup>b</sup>	100%	–	Newgate Street Secretaries Limited	100%	ordinary	BT Solutions Limited		
<b>United Kingdom</b>			Numberrapid Limited	100%	ordinary	Sucursal Uruguay <sup>b</sup>	100%	–
<b>1 Braham Street, London, E1 8EE, United Kingdom</b>			Pelipod Ltd	100%	ordinary	<b>Venezuela</b>		
Autumnwindow Limited	100%	ordinary	Radianz Limited	100%	ordinary	<b>Edificio Parque Cristal, Torre Oeste, Piso 5, Oficina 5, Avenida Francisco de Miranda, Urbanización Los Palos Grandes, Caracas 1060, Venezuela</b>		
Autumnwindow No.2 Limited	100%	ordinary	Southgate Developments Limited	100%	ordinary	BT LatAm Venezuela, S.A.	100%	ordinary
Autumnwindow No.3 Limited	100%	ordinary	Tudor Minstrel	100%	ordinary	BT Global (Venezuela) S.A.	100%	ordinary
Belmullet (IoM) Limited <sup>b</sup>	100%	–	<b>BDO LLP, 55 Baker Street, London, W1U 7EU, United Kingdom</b>			<b>Vietnam</b>		
BPSLP Limited	100%	ordinary	BT Centre Nominee 2 Limited	100%	ordinary	<b>16th Floor Saigon Tower, 29 Le Duan Road, District 1, Ho Chi Minh City, 710000, Socialist Republic of Vietnam</b>		
British Telecommunications plc	100%	ordinary	BT Cornwall Limited	100%	ordinary	BT (Vietnam) Co. Ltd.	100%	ordinary
Bruning Limited	100%	ordinary	BT Facilities Services Limited	100%	ordinary	<b>Zambia</b>		
BT (International) Holdings Limited	100%	ordinary	BT Managed Services Limited	100%	ordinary	<b>Plot No. 11058, Haile Selassie Avenue, Zimbabwe, Lusaka, Lusaka Province, 34972, Zambia</b>		
BT (RRS LP) Limited	100%	ordinary	EE Finance Limited	100%	ordinary	BT Solutions Limited <sup>b</sup>	100%	–
BT Communications Ireland Group Limited – UK Branch <sup>b</sup>	100%	–	groupBT Limited	100%	ordinary	<b>Zimbabwe</b>		
BT Corporate Trustee Limited	100%	limited by guarantee	<b>Kelvin House, 123 Judd Street, London, WC1H 9NP, United Kingdom</b>			<b>3 Baines Avenue, Box 334, Harare, Zimbabwe</b>		
BT European Investments Limited	100%	ordinary	Openreach Limited	100%	ordinary	Numberrapid Limited <sup>b</sup>	100%	–
BT Fifty-One	100%	ordinary	<b>The Balance, 2 Pinfold Street, Sheffield, S1 2GU, United Kingdom</b>					
BT Fifty-Three Limited	100%	ordinary	Plusnet plc	100%	ordinary			
BT Global Security Services Limited	100%	ordinary	<b>Trident Place, Mosquito Way, Hatfield, Hertfordshire, AL10 9BW, United Kingdom</b>					
BT Global Services Limited	100%	ordinary	EE (Group) Limited	100%	ordinary			
BT Holdings Limited	100%	ordinary	EE Limited	100%	ordinary			
BT IoT Networks Limited	100%	ordinary	EE Pension Trustee Limited	100%	ordinary			
BT Lancashire Services Limited	100%	ordinary	Mainline Communications Group Limited	100%	ordinary			
BT Limited	100%	ordinary	Mainline Digital Communications Limited	100%	ordinary			
BT Ninety-Five Limited	100%	ordinary	Orange Furbs Trustees Limited	100%	ordinary			
BT Nominees Limited	100%	ordinary	Orange Home UK Limited	100%	ordinary			
BT OnePhone Limited <sup>c</sup>	100%	ordinary	Orange Personal Communications Services Limited	100%	ordinary			
BT Property Holdings (Aberdeen) Limited	100%	ordinary	<b>United States</b>					
BT Property Limited	100%	ordinary	<b>c/o Corporation Service Company, 251 Little Falls Drive, Wilmington DE 19808, United States</b>					
BT Sixty-Four Limited	100%	ordinary	BT Americas Holdings Inc.	100%	common			
BT SLE Euro Limited	100%	ordinary	BT Americas Inc.	100%	common			
BT SLE USD Limited	100%	ordinary	BT Communications Sales LLC	100%	units			
BT Solutions Limited	100%	ordinary	BT Federal Inc.	100%	common			
BT UAE Limited	100%	ordinary	BT Procure L.L.C.	100%	units			
Communications Global Network Services Limited – UK Branch <sup>b</sup>	100%	–	BT United States L.L.C.	100%	units			
Communications Networking Services (UK)	100%	ordinary	Infonet Services Corporation	100%	common			
EE Group Investments Limited	100%	ordinary						
ESAT Telecommunications (UK) Limited	100%	ordinary						
Extraclick Limited	100%	ordinary						

## Related undertakings continued

### Associates

Company name	Group interest in allotted capital <sup>a</sup>	Share class
<b>Held via other group companies</b>		
<b>Mauritius</b>		
<b>IFS Court, Bank Street, TwentyEight Cybercity, Ebene, 72201, Mauritius</b>		
Mahindra – BT Investment Company (Mauritius) Limited	43%	ordinary
<b>Philippines</b>		
<b>32F Philam Life Tower, 8767 Paseo de Roxas, Makati City, Philippines</b>		
ePLDTSunphilcox JV, Inc	20%	ordinary
SunPhilcox JV, Inc	20%	ordinary
<b>United Kingdom</b>		
<b>24/25 The Shard, 32 London Bridge Street, London, SE1 9SG, United Kingdom</b>		
Digital Mobile Spectrum Limited	25%	ordinary
<b>Unit 1, Colwick Quays Business Park, Colwick, Nottingham, Nottinghamshire, NG4 2JY, United Kingdom</b>		
Midland Communications Distribution Limited	35%	ordinary
Phoneline (M.C.D) Limited	35%	ordinary
<b>2nd Floor, Aldgate Tower, 2 Leman Street, London, E1 8FA, United Kingdom</b>		
Youview TV Limited	14%	voting

### Joint ventures

Company name	Group interest in allotted capital <sup>a</sup>	Share class
<b>Held via other group companies</b>		
<b>Indonesia</b>		
<b>20/F of IWG Spaces at World Trade Centre 3, Jl, Jend. Sudirman, RT.4/RW.2, Karet Kuningan, Kota Administrasi Jakarta Selatan, Jakarta, 12920, Indonesia</b>		
PT Sun Microsystems Indonesia	60%	ordinary
<b>Philippines</b>		
<b>11th Floor, Page One Building, 1215 Acacia Avenue, Madrigal Business Park, Ayala Alabany, Muntinlupa city, 1780 City, Manila, 1780, Philippines</b>		
Sun Microsystems Philippines, Inc	51%	common
<b>United Kingdom</b>		
<b>6th Floor, One London Wall, London, EC2Y 5EB, United Kingdom</b>		
Internet Matters Limited	25%	–
<b>St Helen's 1 Undershaft, London, EC3P 3DQ, United Kingdom</b>		
Rugby Radio Station (General Partner) Limited	50%	ordinary
Rugby Radio Station (Nominee) Limited	50%	ordinary
Rugby Radio Station LP	50%	–

All joint ventures are governed by a joint venture agreement.

### Joint operations

Company name	Group interest in allotted capital <sup>a</sup>	Share class
<b>Held via other group companies</b>		
<b>United Kingdom</b>		
<b>Sixth Floor, Thames Tower, Station Road, Reading, RG1 1LX, United Kingdom</b>		
Mobile Broadband Network Limited	50%	ordinary

EE Limited and Hutchison 3G UK Limited (together 'the Companies') each have a 50% share in the joint operation Mobile Broadband Network Limited ('MBNL'). MBNL's ongoing purpose is the operation and maintenance of radio access sites for mobile networks through a sharing arrangement. This includes the efficient management of shared infrastructure and a 3G network on behalf of the Companies, acquiring certain network elements for shared use, and coordinating the deployment of new infrastructure and networks on either a shared or a unilateral basis (unilateral elements being network assets or services specific to one company only). The group is committed to incurring 50% of costs in respect of restructuring the shared MBNL network, a broadly similar proportion of the operating costs (which varies in line with usage), and 100% of any unilateral elements.

MBNL is accounted for as a joint operation.

Guarantees for the joint operation are given by British Telecommunications plc and CK Hutchison Holdings Limited.

The principal place of business of the joint operation is in the UK.

<sup>a</sup> The proportion of voting rights held corresponds to the aggregate interest in percentage held by the holding company and subsidiaries undertaking.

<sup>b</sup> No shares issued for a branch.

<sup>c</sup> In April 2021, group acquired the remaining 30% ordinary shares of BT OnePhone Limited therefore the company is now a wholly owned subsidiary.

## Additional information

### Alternative performance measures

#### Introduction

We assess the performance of the group using a variety of alternative performance measures that are not defined under IFRS and are therefore termed non-GAAP measures. The non-GAAP measures we use are: adjusted revenue, adjusted operating costs, adjusted finance expense, adjusted EBITDA, adjusted operating profit, adjusted profit before tax, adjusted earnings per share, return on capital employed, normalised free cash flow and net debt. The rationale for using these measures, along with a reconciliation from the nearest measures prepared in accordance with IFRS, are presented below.

The alternative performance measures we use may not be directly comparable with similarly titled measures used by other companies.

#### Specific items

Our income statement and segmental analysis separately identify trading results on an adjusted basis, being before specific items. The directors believe that presentation of the group's results in this way is relevant to an understanding of the group's financial performance as specific items are those that in management's judgement need to be disclosed by virtue of their size, nature or incidence.

This presentation is consistent with the way that financial performance is measured by management and reported to the Board and the Executive Committee and assists in providing an additional analysis of our reporting trading results.

In determining whether an event or transaction is specific, management considers quantitative as well as qualitative factors. Examples of charges or credits meeting the above definition and which have been presented as specific items in the current and/or prior years include business restructuring programmes, acquisitions and disposals of businesses and investments, charges or credits relating to retrospective regulatory matters, property rationalisation programmes, significant out of period contract settlements, net interest on our pension obligation, and the impact of remeasuring deferred tax balances. In the event that items meet the criteria, which are applied consistently from year to year, they are treated as specific items. Any releases to provisions originally booked as a specific item are also classified as specific.

Details of items meeting the definition of specific items in the current and prior year are set out in note 9.

Reported revenue, reported operating costs, reported operating profit, reported net finance expense, reported profit before tax and reported earnings per share are the equivalent IFRS measures. A reconciliation from these can be seen in the group income statement on [page 129](#).

### Net debt and net financial debt

Net debt consists of loans and other borrowings, lease liabilities (both current and non-current) less current asset investments and cash and cash equivalents, including items which have been classified as held for sale on balance sheet.

Our net debt calculation starts from the expected future undiscounted cash flows that should arise when our financial instruments mature. Currency-denominated balances within net debt are translated to sterling at swap rates where hedged. Fair value adjustments and accrued interest applied to loans and borrowings, current asset investments and cash equivalents to reflect the effective interest method are removed.

Net debt is a measure of the group's net indebtedness that provides an indicator of overall balance sheet strength. It is a key indicator used by management to assess both the group's cash position and its indebtedness. The use of the term 'net debt' does not necessarily mean that the cash included in the net debt calculation is available to settle the liabilities included in this measure.

Net financial debt is net debt excluding lease liabilities. It allows for the comparison to net debt measures reported before the introduction of IFRS 16 on 1 April 2019, and reflects a view that lease liabilities are operational debt in substance, rather than financing transactions.

Net debt and net financial debt are considered to be alternative performance measures as they are not defined in IFRS. A reconciliation from loans and other borrowings, lease liabilities, cash and cash equivalents, and current asset investments, the most directly comparable IFRS measures to net debt and net financial debt, is set out in note 26.

## Additional information continued

### Return on Capital Employed

We use a return on capital employed (ROCE) measure that serves as an indicator of how efficiently we generate returns from the capital invested in the business. It is a group KPI that is directly relatable to the outcome of investment decisions.

ROCE represents the group's returns as percentage of capital employed.

Returns are defined as adjusted earnings before interest and tax. We use an adjusted measure (before specific items) for the reasons explained in the 'specific items' section above.

Capital employed represents equity, debt and debt-like liabilities. We net the derivative financial instruments and cash and cash equivalent balances that we use to manage financial risk against gross debt, and exclude current and deferred tax balances as the measure is determined on a pre-tax basis.

While our long-term capital investment programmes such as our full fibre rollout deliver value-creating long term returns, they suppress ROCE in the short-to-medium term.

The following table sets out the calculation of our ROCE measure. In doing so it reconciles returns to operating profit, the most directly comparable IFRS measure, and presents the components of capital employed.

Year ended 31 March	2022 £m	2021 £m
<b>Reported operating profit for the period</b>	<b>2,885</b>	<b>2,587</b>
Share of post tax profits (losses) of associates and joint ventures	–	8
Specific items (non-finance and tax)	287	481
<b>Return for the period</b>	<b>3,172</b>	<b>3,076</b>
<b>Equity, debt and debt-like liabilities</b>		
Loans and other borrowings	16,185	16,685
Lease liabilities	5,760	6,152
Retirement benefit obligations	1,143	5,096
BDUK grant funding deferral	488	568
Total equity	15,296	11,679
<b>Adjust for balances used to hedge financial risk</b>		
Cash and cash equivalents	(777)	(1,000)
Investments	(2,713)	(3,683)
Net derivative financial instruments	(221)	48
<b>Adjust for tax balances</b>		
Net deferred tax liabilities	1,671	440
Net current tax receivable	(406)	(197)
<b>Capital employed</b>	<b>36,426</b>	<b>35,788</b>
<b>Return on capital employed</b>	<b>8.7%</b>	<b>8.6%</b>

### Adjusted EBITDA

In addition to measuring financial performance of the group and customer-facing units based on operating profit, we also measure performance based on EBITDA and adjusted EBITDA. EBITDA is defined as the group profit or loss before interest, taxation, depreciation and amortisation. Adjusted EBITDA is defined as EBITDA before specific items, net non-interest related finance expense, and share of post-tax profits or losses of associates and joint ventures. EBITDA is a common measure used by investors and analysts to evaluate the operating financial performance of companies, particularly in the telecommunications sector.

We consider EBITDA and adjusted EBITDA to be useful measures of our operating performance because they approximate the underlying operating cash flow by eliminating depreciation and amortisation. EBITDA and adjusted EBITDA are not direct measures of our liquidity, which is shown by our cash flow statement, and need to be considered in the context of our financial commitments.

A reconciliation of reported profit for the period, the most directly comparable IFRS measure, to EBITDA and adjusted EBITDA is set out below.

Year ended 31 March	2022 £m	2021 £m
<b>Reported profit for the period</b>	<b>1,274</b>	<b>1,472</b>
Tax	689	332
<b>Reported profit before tax</b>	<b>1,963</b>	<b>1,804</b>
Net interest related finance expense	813	773
Depreciation and amortisation	4,405	4,347
<b>EBITDA</b>	<b>7,181</b>	<b>6,924</b>
EBITDA specific items	287	481
Net other finance expense	109	18
Share of post tax losses (profits) of associates and joint ventures	–	(8)
<b>Adjusted EBITDA</b>	<b>7,577</b>	<b>7,415</b>

### Normalised free cash flow

Normalised free cash flow is one of the group's key performance indicators by which our financial performance is measured. It is primarily a liquidity measure. However, we also believe it is an important indicator of our overall operational performance as it reflects the cash we generate from operations after capital expenditure and financing costs, both of which are significant ongoing cash outflows associated with investing in our infrastructure and financing our operations.

Normalised free cash flow is defined as free cash flow (net cash inflow from operating activities after net capital expenditure) after net interest paid and payment of lease liabilities, before pension deficit payments (including their cash tax benefit), dividends from associates, non-current asset investments, payments relating to spectrum, and specific items. For non-tax related items the adjustments are made on a pre-tax basis. It excludes cash flows that are determined at a corporate level independently of ongoing trading operations such as dividends, share buybacks, acquisitions and disposals, and repayment and raising of debt.

Normalised free cash flow is not a measure of the funds that are available for distribution to shareholders.

A reconciliation from cash inflow from operating activities, the most directly comparable IFRS measure, to free cash flow and normalised free cash flow, is set out below.

Year ended 31 March	2022 £m	2021 £m
Cash generated from operations	5,962	6,251
Tax paid	(52)	(288)
<b>Net cash inflow from operating activities</b>	<b>5,910</b>	<b>5,963</b>
Net purchase of property, plant and equipment and intangible assets	(4,607)	(4,818)
<b>Free cash flow</b>	<b>1,303</b>	<b>1,145</b>
Interest received	6	6
Interest paid	(755)	(770)
Add back pension deficit payments	1,121	955
Remove cash tax benefit of pension deficit payments	–	(181)
Dividends from associates	1	5
Add back net cash flow from specific items	606	390
Add back net sale of non-current asset investments	(8)	(11)
Add back prepayment in respect of spectrum licence auction	(223)	702
Remove payment of lease liabilities	(659)	(782)
<b>Normalised free cash flow</b>	<b>1,392</b>	<b>1,459</b>

Below we reconcile normalised free cash flow by unit:

Year ended 31 March	2022 £m	2021 £m
Consumer	917	714
Enterprise	791	1,352
Global	131	187
Openreach	448	486
Other	(895)	(1,280)
Intra-group items	–	–
<b>Normalised free cash flow</b>	<b>1,392</b>	<b>1,459</b>

## Cautionary statement regarding forward-looking statements

Certain information included in this Annual Report and Accounts is forward looking and involves risks, assumptions and uncertainties that could cause actual results to differ materially from those expressed or implied by forward looking statements. Forward looking statements cover all matters which are not historical facts and include, without limitation, projections relating to results of operations and financial conditions and the Company's plans and objectives for future operations. Forward looking statements can be identified by the use of forward looking terminology, including terms such as 'believes', 'estimates', 'anticipates', 'expects', 'forecasts', 'intends', 'plans', 'projects', 'goal', 'target', 'aim', 'may', 'will', 'would', 'could' or 'should' or, in each case, their negative or other variations or comparable terminology. Forward looking statements in this Annual Report and Accounts are not guarantees of future performance. All forward looking statements in this Annual Report and Accounts are based upon information known to the Company on the date of this Annual Report and Accounts. Accordingly, no assurance can be given that any particular expectation will be met and readers are cautioned not to place undue reliance on forward looking statements, which speak only at their respective dates. Additionally, forward looking statements regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Other than in accordance with its legal or regulatory obligations (including under the UK Listing Rules and the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority), the Company undertakes no obligation to publicly update or revise any forward looking statement, whether as a result of new information, future events or otherwise. Nothing in this Annual Report and Accounts shall exclude any liability under applicable laws that cannot be excluded in accordance with such laws.