

**BT GROUP PLC (the “company”)**  
**CONFLICTED MATTERS COMMITTEE**  
**TERMS OF REFERENCE**

Approved by the BT Group plc Board on: 1 September 2021

The Conflicted Matters Committee (“**committee**”) is not a committee of the Board of Directors of BT Group plc (the “**Board**”).

**1. Overview**

- 1.1. The committee is responsible, in accordance with the provisions of BT Group plc's Relationship Agreement with T-Mobile and Deutsche Telekom (“**DT**”), for assessing whether, and to what extent, Board papers and Board meetings (and, if appropriate, Board committee papers and meetings) refer to any matter which it believes is a Conflicted Matter (defined below) or could give rise to a discussion concerning a Conflicted Matter. References to “the Board” shall include any other Board Committee which this committee chair decides should fall within the committee's remit and references to the “DT representative director” shall include his alternate.
- 1.2. “Conflicted Matter” is defined as any matter in respect of which BT and DT or their respective Affiliates (as defined in the Relationship Agreement) are competitors or where there is an actual or potential conflict of interest between BT and DT or their respective Affiliates.
- 1.3. The committee shall not allow itself to be instructed or influenced in any way regarding the assessment to be made in accordance with paragraph 1.1.

**2. Membership**

- 2.1. The Board shall appoint the committee members and chair. The committee shall comprise at least three members, including at all times:
  - Deputy Company Secretary who will act as the committee chair
  - Group General Counsel, Company Secretary and Director of Regulatory Affairs
  - Legal Director, Competition and Regulatory
  - Legal Director, Corporate Transactions & Pensions

and such other members as the Board may appoint from time to time.

In the absence of the committee chair, the Deputy Company Secretary's alternate will act as chair.

- 2.2. The committee is supported by a Secretary, appointed by the committee, who shall cause records to be made and kept of all committee decisions. The Secretary is not a member of the committee.
- 2.3. Any member of the committee shall be entitled to appoint an alternate to represent and to exercise all authority and powers of that committee member provided that the committee member is not present at any meeting. Such appointment shall be evidenced in writing and shall include the name of the

alternate and the duration of the appointment together with any limitations to be placed on the alternate's authority and/or powers.

2.4. The DT representative director cannot form part of the committee.

### **3. Meetings and Quorum**

3.1. The committee will meet as necessary and in any event will meet ahead of each meeting of the Board. The committee may conduct its meetings remotely via telephonic or electronic means of communication.

3.2. Any member of the committee may call a meeting by giving notice to the other members or by instructing the Secretary to do so.

3.3. Two members shall constitute a quorum. An alternate shall count towards the quorum provided that the committee member whom they represent is not also present.

### **4. Principal Duties**

4.1. Prior to each Board meeting, the committee will review the proposed agenda for the Board meeting and, if it deems it necessary, any Board papers and/or supporting materials and hold a meeting to determine whether a particular item or any papers/supporting materials include reference to a Conflicted Matter or could give rise to a discussion regarding a Conflicted Matter.

4.2. The committee requires sufficient access to information held by BT in order to fulfil its role, regardless of who such information may be held by, or where such information may be contained within BT. In order to fulfil its role, the committee shall also be entitled to invite non-committee members to attend all or part of any committee meeting, and to discuss matters relevant to its assessment with non-committee members (including the owners of any relevant items on an agenda), as and when appropriate or necessary.

4.3. If the committee has determined that a Conflicted Matter is referenced in the Board papers/materials or agenda or could be considered at the Board Meeting (or if at any time one or more of the committee have a serious or immediate concern in relation to a Conflicted Matter which they will report to the committee chair) the committee chair (or their alternate) will notify the Board Chairman, together with detail of the restrictions required to be placed on the DT representative director. Unless the chairman of the Board decides to remove the relevant matter from the agenda, the committee chair (or their alternate) will then notify the Board, excluding the DT representative director, and ensure compliance with any restrictions to be placed on the DT representative director. Such restrictions to include (but not be limited to):

- requiring the DT representative director to be absent from all or part of the Board meeting, for the discussions which relate to the Conflicted Matter
- the DT representative director not receiving (nor receiving access to) any information (whether or not written and whether transferred or obtained orally, visually, electronically or by any other means) concerning the Conflicted Matter (including for the avoidance of doubt (i) competitively sensitive information concerning BT in relation to any business in which DT is an actual or potential competitor and (ii) any information prepared or collected for or produced as a result of the relevant Board meeting).

- 4.4. Any written information considered by the committee to comprise or include a Conflicted Matter shall be clearly marked as such.
- 4.5. The committee chair will ensure that prior to the attendance of the DT representative director at any meeting of the Board:
  - a) confirmation is sent on his behalf to the Chief Compliance Officer of DT or a senior compliance officer of DT, that the committee has carried out the activities set out in these terms of reference and complied with the relevant terms of the Relationship Agreement and that the DT representative director can attend the meeting or cannot attend the meeting (or part of it); and
  - b) the DT representative director has notified the BT Company Secretary, or her delegate, that there are no agenda items for which he needs to excuse himself from the meeting.
- 4.6. Without the confirmation in paragraph 4.5(a), the DT representative director shall not attend the relevant Board meeting.
- 4.7. The committee will put in place appropriate and effective process(es)/protocols to carry out its duties which may be amended from time to time. The committee may seek external legally privileged advice as required.
- 4.8. A member of the committee will review all Board minutes before circulation and redact any reference to a Conflicted Matter before that redacted version is circulated to the DT representative director. A member of the committee may also circulate guidance to Board members (excluding the DT representative director) on matters which should/should not be discussed in the presence of the DT representative director.