

BT GROUP PLC (the “company”)
DIGITAL IMPACT & SUSTAINABILITY COMMITTEE
TERMS OF REFERENCE

Approved by the BT Group plc Board with effect from: 1 September 2021

The Digital Impact & Sustainability Committee is a committee of the Board of Directors of BT Group plc (the “**Board**”), from which it derives its authority.

1. Membership

- 1.1 The committee shall be made up of at least three members. This should include the Chair of the Board, and other non-executive directors.
- 1.2 Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting as and when appropriate.
- 1.3 Members of the committee shall be appointed by the Board.
- 1.4 The Board shall appoint the committee chair who shall be an independent non-executive director. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

- 2.1 The Deputy Company Secretary or their nominee shall act as secretary of the committee.

3. Quorum

- 3.1 The quorum necessary for the transaction of business shall be two.

4. Frequency of meetings

- 4.1 The committee shall meet at least three times a year and otherwise as required.

5. Notice of meetings

- 5.1 Meetings of the committee shall be called by the secretary of the committee, at the request of the committee chair or any of its members.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be sent to each member of the committee and any other person required to attend before the date of the meeting. The agenda of items to be discussed and supporting papers shall be sent to committee members and to other attendees as appropriate.

6. Minutes of meetings

- 6.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

7. Duties

With input and recommendations from management, the committee shall:

- 7.1 Agree the global digital impact and sustainability strategy for the group, including related external targets.
- 7.2 Monitor the execution of the digital impact and sustainability strategy and the group's progress on its long-term digital impact and sustainability goals and targets, including those related to:
 - i. digital impact (e.g. digital skills);
 - ii. responsible tech and human rights;
 - iii. climate change and the environment; and
 - iv. social issues including the company's fundraising and volunteering.
- 7.3 Oversee the key programmes, policies and partners required to implement the digital impact and sustainability strategy.
- 7.4 In relation to the group's human rights policy:
 - i. review and endorse the policy annually; and
 - ii. monitor its implementation.
- 7.5 Act as a sounding board for management, providing advice and direction on:
 - i. how to bring BT's purpose to life through the digital impact and sustainability strategy;
 - ii. corporate responsibility and sustainability risks to the group's operations and reputation; and
 - iii. the alignment between the company's commercial growth and brand strategies and the group's digital impact and sustainability strategy, goals and programmes.

8. Reporting responsibilities

- 8.1 The committee chair shall report to the Board on its proceedings after each meeting, on all matters within its duties and responsibilities.
- 8.2 The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9. Other matters

The committee shall:

- 9.1 have access to sufficient resources in order to carry out its duties, including access to the company secretarial team for advice and assistance as required;
- 9.2 be provided with appropriate and timely training, including an induction programme for new members and on an ongoing basis for all members;
- 9.3 give due consideration to relevant laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and
- 9.4 arrange for periodic reviews of its own performance and terms of reference, and recommend any changes it considers necessary to the Board for approval.

10. Authority

The committee is authorised by the Board:

- 10.1 through the Company Secretary or their nominee to seek information it requires from any employee of the company in order to perform its duties; and
- 10.2 in consultation with the Company Secretary or their nominee, where necessary to fulfil its duties, to obtain any relevant external legal, assurance or other professional advice.