

BT GROUP PLC (the “company”)
RESPONSIBLE BUSINESS COMMITTEE
TERMS OF REFERENCE

Approved by the BT Group plc Board on 11 April 2024

The Responsible Business 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 two members who are non-executive directors. The designated non-executive director responsible for workforce engagement shall be a member.
- 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 responsible business strategy for the group, including related external targets. Ensure this strategy is effective, aligned with prevailing regulations and good practice, and integrated with the group's business plan, values and objectives in order to support the group's long-term sustainable success.
- 7.2 Act as a sounding board for management, providing advice and direction on:
 - i. how to bring BT Group's purpose to life through the responsible business strategy;
 - ii. corporate responsibility and sustainability risks to the group's operations and reputation; and
 - iii. the alignment between the company's long-term sustainable success and the group's responsible business strategy, goals, and programmes.
- 7.3 Monitor the execution of the responsible business strategy and the group's progress on its long-term responsible business goals and targets, including those related to:
 - i. digital skills;
 - ii. responsible tech and human rights;
 - iii. climate change and the environment;
 - iv. suppliers and supply chain;
 - v. diversity & inclusion;
 - vi. social issues including the company's fundraising and volunteering; and
 - vii. consumer fairness.
- 7.4 Oversee the key programmes, policies and partners required to implement the responsible business strategy.
- 7.5 In relation to the group's human rights policy:
 - i. review and endorse the policy annually; and
 - ii. monitor its implementation.
- 7.6 With regards to consumer fairness, the committee monitors:
 - i. whether BT **Group** is living up to the **Consumer Fairness Principles**;
 - ii. whether the culture in BT Group and the behaviours of BT Group people are conducive to BT Group's adherence to the Consumer Fairness Principles and to delivery of BT Group being trusted regarding consumer fairness;
 - iii. the extent to which BT Group is meeting the desired outcome of being trusted in relation to consumer fairness; and
 - iv. the alignment between the company's long-term sustainable success and the group's consumer fairness principles.
- 7.7 The committee:
 - i. shall consider feedback from BT Group management from the meetings of the **Consumer Panel** and BT Group management in relation to the Consumer Fairness Principles;
 - ii. may review alleged non-conformance with, or complaints about, BT Group's adherence to the Consumer Fairness Principles or delivery of being trusted in relation to consumer fairness and if required, may suggest remedial action; and
 - iii. shall carry out any other functions specified as being within the remit of the committee in relation to consumer fairness as requested by the Board.

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 provide input and support to other Board Committees as required;
- 9.2 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;
- 9.3 be provided with appropriate and timely training, including an induction programme for new members and on an ongoing basis for all members;
- 9.4 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
- 9.5 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.

Definitions

Words and expressions used in these Terms of Reference shall have the following meanings:

- **Consumer Fairness Principles** means Ofcom’s Fairness for Customer Commitments (extract attached for reference in the Annex), published in June 2019 and signed up to by all BT Group brands, as may be amended from time to time
- **Consumer Panel** means a panel run by Consumer to hear the voice of customer organisations about the experience of customers.

Annex

Extract from Ofcom’s new Fairness for Customers Commitments

1. **Customers get a fair deal, which is right for their needs.** Providers offer customers packages that fit their needs and have a fair approach to pricing. Prices are clear and easy to understand;
2. **Customers get the support they need when their circumstances make them vulnerable.** Providers understand and identify the characteristics, circumstances and needs of vulnerable customers - such as vulnerability due to a disability, age, mental illness or having recently been bereaved - and act to give them fair treatment and equal access to services too;
3. **Customers are supported to make well-informed decisions with clear information about their options before, during, and at the end of their contract.** Providers design and send communications in a way that reflects an understanding of how customers generally react to information so that they can understand and engage with the market;
4. **Customers’ services work as promised, reliably over time.** If things go wrong providers give a prompt response to fix problems and take appropriate action to help their customers, which may include providing compensation where relevant. If providers can’t fix problems with core services they have promised to deliver within a reasonable period, customers can walk away from their contract with no penalty;
5. **Customers can sign up to, change and leave their services quickly and smoothly.** Providers ensure that customers who are leaving do not face additional barriers or hassle compared to those who are signing up to new services;
6. **Customers can be confident that fair treatment is a central part of their provider’s culture.** Companies can demonstrate that they have the right procedures in place to ensure customers are treated well. They keep these effective and up-to-date.