

**BT Group plc**  
**Annual General Meeting 10 July 2019**  
**Summary of votes cast**

| <b>Annual General Meeting Resolutions</b>  | <b>For</b>    | <b>%</b> | <b>Against</b> | <b>%</b> | <b>Votes withheld</b> |
|--|---------------|----------|----------------|----------|-----------------------|
| <b>Resolution 1</b><br>That the accounts and reports of the directors and the auditors for the year ended 31 March 2019 be received.   | 6,563,714,302 | 99.97    | 1,808,648      | 0.03     | 6,677,893             |
| <b>Resolution 2</b><br>That the directors' annual remuneration report for the year ended 31 March 2019, be received and approved.  | 6,011,286,559 | 91.90    | 530,098,249    | 8.10     | 30,829,140            |
| <b>Resolution 3</b><br>That the final dividend of 10.78 pence per share recommended by the directors be declared to be payable on 9 September 2019 to holders of ordinary shares registered at the close of business on 9 August 2019. | 6,568,475,724 | 99.98    | 1,407,640      | 0.02     | 2,337,426             |
| <b>Resolution 4</b><br>That Jan du Plessis be re-elected as a director.  | 6,468,721,864 | 98.51    | 97,825,836     | 1.49     | 5,630,500             |
| <b>Resolution 5</b><br>That Simon Lowth be re-elected as a director.   | 6,461,209,514 | 98.38    | 106,395,781    | 1.62     | 4,589,241             |
| <b>Resolution 6</b><br>That Iain Conn be re-elected as a director.   | 6,506,394,863 | 99.07    | 61,049,383     | 0.93     | 4,759,177             |
| <b>Resolution 7</b><br>That Tim Höttges be re-elected as a director.   | 6,203,031,973 | 94.45    | 364,442,087    | 5.55     | 4,719,716             |
| <b>Resolution 8</b><br>That Isabel Hudson be re-elected as a director.   | 6,515,490,492 | 99.21    | 52,128,099     | 0.79     | 4,573,731             |
| <b>Resolution 9</b><br>That Mike Inglis be re-elected as a director.   | 6,504,380,683 | 99.04    | 63,080,603     | 0.96     | 4,722,830             |
| <b>Resolution 10</b><br>That Nick Rose be re-elected as a director.  | 6,454,224,185 | 98.28    | 113,243,322    | 1.72     | 4,717,656             |
| <b>Resolution 11</b><br>That Jasmine Whitbread be re-elected as a director.  | 6,518,459,228 | 99.25    | 49,174,414     | 0.75     | 4,537,358             |
| <b>Resolution 12</b><br>That Philip Jansen be elected as a director.   | 6,543,450,247 | 99.64    | 23,840,162     | 0.36     | 4,878,278             |
| <b>Resolution 13</b><br>That Matthew Key be elected as a director.   | 6,531,980,975 | 99.47    | 35,074,691     | 0.53     | 5,119,254             |
| <b>Resolution 14</b><br>That Allison Kirkby be elected as a director.  | 6,561,064,506 | 99.91    | 6,227,520      | 0.09     | 4,884,949             |
| <b>Resolution 15</b><br>That KPMG LLP be re-appointed auditors of the Company, to hold office until the end of the next general meeting at which accounts are laid before the Company.   | 6,561,807,460 | 99.90    | 6,596,160      | 0.10     | 3,793,971             |
| <b>Resolution 16</b><br>That the Audit & Risk Committee of the Board of directors be authorised to decide the auditors' remuneration.  | 6,557,574,517 | 99.84    | 10,538,424     | 0.16     | 4,054,613             |
| <b>Special Business</b>  |               |          |                |          |                       |
| <b>Resolution 17</b><br>That the directors are authorised generally and without conditions under Section 551 of the Companies Act 2006 ('2006 Act') to allot relevant securities.  | 6,336,285,761 | 96.47    | 232,008,192    | 3.53     | 3,901,096             |
| <b>Resolution 18</b><br>That subject to the passing of Resolution 17, the directors have power to allot equity securities (within the meaning of Section 561(1) of the 2006 Act) entirely paid for in cash.                            | 6,485,574,713 | 99.14    | 56,343,034     | 0.86     | 30,277,926            |
| <b>Resolution 19</b>   | 6,476,117,711 | 98.64    | 89,587,467     | 1.36     | 6,504,976             |

|   |               |       |             |      |            |
|---|---------------|-------|-------------|------|------------|
| That the Company has general and unconditional authority to make market purchases as defined in section 693(4) of the Companies Act 2006 of shares of 5p each in the Company. |               |       |             |      |            |
| <b>Resolution 20</b><br>That the Company may call a general meeting (but not an AGM) on at least 14 clear days' notice.   | 6,129,442,528 | 93.70 | 411,956,174 | 6.30 | 30,738,441 |
| <b>Resolution 21</b><br>That British Telecommunications plc, a wholly-owned subsidiary of the Company, be authorised to make political donations to political organisations.  | 6,407,739,203 | 98.03 | 128,640,204 | 1.97 | 35,819,192 |

In accordance with Listing Rule 9.6.2, copies of all the resolutions passed, other than ordinary business, will be submitted to the UK Listing Authority (“UKLA”) and will be available to view on the National Storage Mechanism website at at <http://www.morningstar.co.uk/uk/NSM>

The total number of shares in issue as at 6.30pm on 8 July 2019, excluding shares held in treasury was 9,882,134,738. 66.51% of the voting capital was instructed.