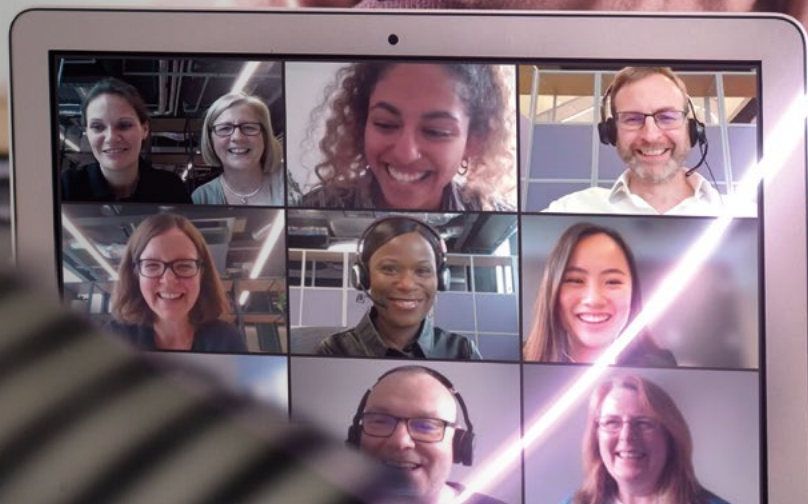




BT Group plc  
Notice of meeting 2022

# We connect for good



# Welcome to the BT Group plc Notice of meeting 2022

This document is important and requires your immediate attention.

If you have any doubts about what action you need to take, you should consult your professional independent adviser. If you have sold or transferred all of your shares in BT Group plc, you should pass this document and accompanying documents to the person through whom you sold or transferred them, to forward to the purchaser or transferee.

Throughout the Notice of meeting look out for:



More reading in this document



More reading online

In this document, references to ‘BT Group’ and ‘the group’ are to BT Group plc comprising its subsidiaries, customer-facing units and internal corporate units. A reference to a year expressed as FY22 is to the financial year ended 31 March 2022; FY23 is to the financial year ending 31 March 2023 and so on.

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# Participating in the Annual General Meeting (AGM)

## Where and when will the AGM be held

### The Vox Conference Venue

Resorts World, Birmingham B40 1PU  
and

[web.lumiagm.com/101-280-977](http://web.lumiagm.com/101-280-977)

at **2:00pm on Thursday 14 July 2022**

## What is the format of the AGM

The 2022 AGM will once again be a combined physical and electronic meeting (hybrid meeting). Shareholders who are unable or do not wish to attend the AGM in person are encouraged to attend the meeting electronically.

## What health and safety measures will be in place

For the safety of others, if you have symptoms of a respiratory infection, such as Covid-19, and you have a high temperature or do not feel well enough to go to work or carry out normal activities, you are advised to stay at home and avoid contact with other people.

We will ask you to comply with any health and safety measures we put in place and may refuse entry if you do not comply with these.

## How to attend the AGM

- Attending the AGM electronically: see **pages 22 to 25** for how to join
- Attending the AGM in person: see **page 26** for how to get to the venue

If you plan to attend the AGM in person, you are asked to register your intention

- (i) via our website **[bt.com/agm](http://bt.com/agm)**;
- (ii) when you submit your vote online at **[sharevote.co.uk](http://sharevote.co.uk)**; or
- (iii) by ticking the box on your proxy card when returning it.

## How to vote

Your vote is important to us and we encourage all shareholders to vote. You can vote in advance by appointing a proxy online or by completing, signing and returning your proxy card.

For details of how to vote at the AGM: see **pages 19 and 20**.

## How to ask questions

For details of how to ask questions at the AGM: see **page 19**.

At the date of this Notice of meeting, there are no UK Government restrictions in place relating to Covid-19 that would prevent the AGM going ahead or significantly affect the arrangements for the meeting.

If circumstances change that require us to adapt our proposed arrangements for the AGM, we will advise of this via our website **[bt.com/agm](http://bt.com/agm)** and, where appropriate, by way of a stock exchange announcement.

## Chairman's letter



The strategic and operational progress BT Group has made in FY22 would be more than satisfactory in any year but in the context of the current extraordinary economic backdrop, it is particularly impressive. When I joined BT Group at the end of 2021, I was often asked why I'd chosen to lead a company that, for all its impressive strengths, can feel like a procession of challenges.

My answer was that getting it right here matters. BT Group is central to the UK's economy, public services and security. And it's at the heart of family and professional life for millions of people.

That role is not a given right. As Philip describes in his letter in the Annual Report 2022, we are now sharply focused on network investment and ever-better customer service. We're modernising both what we do and how we do it, aligned to the UK Government and Ofcom agenda of transforming the UK's digital infrastructure.

This is a uniquely complex task – which is my other reason for joining the group. It will take a number of years and resolute focus.

### Building for the long term

Much of business, politics and media tend to run on shorter loops than jobs like this. But the truth is we are in the early stages of a mammoth and long-term transformation programme. Our task is not only to make sure BT Group evolves as a truly world class telecoms leader, but that it develops its role within the ever-shifting technology landscape.

We are up to speed – rolling out fibre faster and cheaper than ever and already reaching more than half the population with 5G. My focus is making sure we keep this momentum and stay the course. Better to do the job properly than pretend it's a quick win.

The past couple of years have seen the group prove its mettle, rising to the role of critical national telecommunications provider, keeping people working and families connected, and underpinning vital public services.

As we build back from the economic damage of the pandemic and cope with inflation, supply chain constraints and shifting geopolitics, our role is vital for the country's future. BT Group is already responsible for generating £1 in every £75 produced in the UK economy<sup>a</sup>. The new networks we and others are building will yield a national productivity gain of around £229bn<sup>b</sup>.

It is those fibre and 5G networks that, rightly, take the headlines. But the challenges we face are much wider. Connecting places is a yardstick but it is connecting people that will yield a return on our once-in-a-generation investment. And while doing that we must strive for ever-better customer service, building trust and confidence in everything we do.

## Building a modern BT Group

Our digitisation agenda runs through the group. New platforms and services – for businesses as well as individuals – must be matched by a concerted drive for backroom efficiency. I have been highly impressed by our colleagues' expertise and dedication to this transition. It is of course a human as well as technical process. We will continue to develop our skills base, recruiting and training the brightest, whilst reskilling our colleagues to stay competitive.

We are digitising both BT Group and the services we offer, but we must leave no one behind. It's why our full fibre build of 25m homes will include access for a guaranteed 6.2m rural homes. It's why we make sure connectivity is financially accessible to all through our social tariffs, and why we're supporting vulnerable customers by freezing those tariff prices in 2022.

For all our best efforts and intentions, we won't always get it right. We saw that this year with the move to digital voice services – where not enough caution on our part caused real anxiety to some of our most vulnerable customers.

Pausing that programme was the right thing to do to learn lessons and improve the experience for customers. But at the same time, we must keep leading the UK's digital transition, explaining both practical necessities and advantages to customers – like the value of digital telephony in tackling scam calls.

This year we published BT Group's Manifesto to capture how we'll grow our business in a responsible, inclusive and sustainable way, meeting our purpose to connect for good.

It sets bold goals for the social and environmental impact of our work (see [page 32](#) in our Annual Report 2022). As chairman, I am determined to make sure we use it not as an exercise in saying the right things but as a basis for action.

## Board changes

The first job for any incoming chairman is to judge whether the right strategy and management are in place. I am certain that Philip and his executive team have the vision and experience for the task.

As part of ongoing succession planning and in light of the tenure of our longer serving non-executive directors and the changes to the Board over the last few years, together with the *Nominations Committee*, I have undertaken a comprehensive review of the Board's composition in line with the group's strategy and the opportunities and challenges we face, to examine how we can strengthen the Board for the future. Reflecting on this review and feedback from the FY22 Board and committee evaluation, it is recognised that we need to enhance the Board's technology and digital capabilities given the group's focus on digital and legacy platform transformation. We are therefore in the process of searching for additional non-executive directors, with at

<sup>a</sup> Regeneris for BT, 2021.

<sup>b</sup> FTTP £59bn productivity gains to the UK if delivered by 2025 (Source: Centre for Economics and Business Research) – 5G a further £170bn benefit. (Source: FCCG report for DCMS).

## Chairman's letter continued

least one director with digital and technology capabilities and transformation expertise. Having a diverse Board, as set out in our Board Diversity and Inclusion Policy, is a priority and therefore, a key element of any search brief.

At this year's AGM, we'll bid a fond and grateful farewell to Leena Nair. Leena has chaired our *Digital Impact & Sustainability Committee* with great impact and we will miss her. But we recognise that her new role as Global CEO of Chanel is highly demanding. Sara Weller will succeed her as chair of the *Digital Impact & Sustainability Committee*.

In November 2021, Sir Jan du Plessis stepped down as chairman. I want to say a big personal thank you to Jan for his dedication to BT Group and for the support he gave me when handing over the role. It is thanks in no small part to his stewardship that I inherited the job of chairman of a business with such clear strategic direction.

The Board is cognisant that Leena's departure will reduce the female membership of the Board from 36% to 27%, which is below our own Board Diversity and Inclusion targets. This is temporary and we will seek to address this as part of our search for additional non-executive directors as a priority and in any event within FY23.

## Directors' election and re-election

The Board believes that each director who is being put forward for election or re-election at this AGM brings considerable knowledge, wide-ranging skills and experience to the Board, makes an effective and valuable contribution and continues to demonstrate commitment to their role.

We consider all of the independent non-executive directors standing for re-election to be independent in accordance with the UK Corporate Governance Code 2018. I was judged to be independent by the *Nominations Committee* and the Board when I was appointed as chairman.

## Attendance and voting at the AGM

The 2022 AGM will be a combined physical and electronic meeting (hybrid meeting).

To attend the meeting electronically, shareholders are invited to participate via a live webcast which can be accessed through [web.lumiagm.com/101-280-977](https://web.lumiagm.com/101-280-977)



See pages 22 to 25

Details on how to attend the AGM in person are set out on [page 26](#).

We encourage all shareholders to vote in advance by appointing a proxy, regardless of whether or not they intend to attend the AGM either in person or electronically. Our share registrar, Equiniti, must receive a shareholder's online or postal proxy appointment and voting instructions by 2:00pm on Tuesday 12 July 2022 at the latest to ensure that shareholder's vote is counted. Furthermore, we strongly recommend that shareholders appoint the Chair of the AGM to act as their proxy to ensure their votes are counted.

Voting on all resolutions on the day of the AGM will be by way of a poll.

For further details about how shareholders can ask questions and vote at the AGM.



See pages 19 and 20

## Resolutions

At this year's AGM we are proposing 21 resolutions.

The Board believes that all of the resolutions set out in this Notice of meeting are in the best interests of BT Group plc and its shareholders as a whole and unanimously recommends that shareholders vote in favour of all of the resolutions to be proposed at the AGM. All directors who own ordinary shares intend to vote in favour of the resolutions to be proposed at the AGM in this Notice of meeting.



See pages 10 to 16

Shareholders can find an audio version of this document at [bt.com/annualreport](https://bt.com/annualreport) together with our Annual Report 2022 and other shareholder information.

## Looking ahead

In recent years BT Group plc's share price performance has demanded considerable patience from our investors. In the last 12 months it has performed much better. I'm confident that our *Executive Committee* now has the investment and transformation plans in place to deliver for shareholders, customers and other stakeholders.

We are well on our way but this is no quick task. It needs our investors' faith. We will repay that literally through reinstating the full year dividend at 7.7 pence per share, but also through open and consistent dialogue about our progress.

I want to close by thanking the many colleagues who have given me such a warm welcome. This company has an immense task ahead of it. But it is built on a brilliant team – one I'm really pleased to be part of.

**Adam Crozier**

Chairman

27 May 2022



View this document online at:  
[bt.com/agm](https://bt.com/agm)

# Board of directors

## Directors standing for election and re-election at the 2022 AGM

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A

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D

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### Membership key

- Committee chair
- (A) Audit & Risk Committee
- (C) BT Compliance Committee
- (C) Colleague Board
- (D) Digital Impact & Sustainability Committee
- (E) Executive Committee
- (IP) Investigatory Powers Governance Committee
- (N) Nominations Committee
- (R) Remuneration Committee

### 1. Adam Crozier

#### Chairman

Appointed chairman in December 2021 and to the Board and as chairman designate in November 2021.  
Age: 58

#### Experience

Adam was previously chairman of ASOS, Stage Entertainment BV and Vue International Cinema Group, and a non-executive director of Sony Corporation. He has had over 20 years' experience as a CEO across four different industries, most recently as the CEO of ITV from 2010 to 2017. Before joining ITV, Adam was chief executive of Royal Mail, where over seven years he led its modernisation and transformation. Prior to Royal Mail he was CEO of the Football Association between 2000 and 2002 and Joint CEO of Saatchi & Saatchi from 1995 to 2000.

#### Relevant skills and contribution to the Board

Significant experience in leading public company boards, developing teams and managing stakeholders and brings a strong transformational and operational track record in large-scale executive roles. He has also built a strong track record in turning around troubled organisations and in building and leading successful management teams.

#### External appointments

Chairman of Whitbread and Kantar Group.

## 2. Philip Jansen

### Chief executive

Appointed chief executive in February 2019 and to the Board in January 2019.

Age: 55

### Experience

From April 2013 until joining BT Group, Philip was CEO of Worldpay. Before that he was CEO and then chairman at Brakes Group between 2010 and 2015. Philip spent the previous six years at Sodexo where he was group chief executive, Europe, South Africa and India. Prior to that he was chief operating officer at MyTravel Group from 2002 to 2004 and managing director of Telewest Communications (now Virgin Media O2) from 2000 to 2002 after initially starting his career at Procter & Gamble.

### Relevant skills and contribution to the Board

Extensive experience of leading and growing large private and publicly listed UK and international businesses, delivering transformational change and large technology programmes.

### External appointments

Senior advisor at Bain Capital and trustee of Wellbeing of Women.

## 3. Simon Lowth

### Chief financial officer

Appointed chief financial officer and to the Board in July 2016.

Age: 60

### Experience

Simon was CFO of BG Group before its takeover by Royal Dutch Shell in February 2016. Prior to that, he was CFO of AstraZeneca from 2007 to 2013. He was an executive director of ScottishPower from 2003 to 2007 having been appointed as the finance director in 2005. Before 2003, Simon was a director of McKinsey & Company.

### Relevant skills and contribution to the Board

A strong background in finance, accounting, risk, corporate strategy and mergers and acquisitions. Simon has experience and a track record of implementing cost transformation and performance improvement programmes.

### External appointments

None.

## 4. Adel Al-Saleh

### Non-independent, non-executive director

Appointed to the Board in May 2020.

Age: 58

### Experience

Adel has been chief executive officer of T-Systems International GmbH (a subsidiary of Deutsche Telekom AG) since 2018 and is a member of the Management Board of Deutsche Telekom AG. Adel was chief executive officer of Northgate Information Solutions from 2011 to 2017, and before that held a variety of posts at both IMS Health (now IQVIA) and IBM.

### Relevant skills and contribution to the Board

Significant experience in managing global technology companies, enterprise transformation and digitalisation.

### External appointments

Member of the Boston University, College of Engineering Advisory Board.

## 5. Sir Ian Cheshire

### Independent non-executive director

Appointed to the Board in March 2020.

Age: 62

### Experience

Ian was chairman of Barclays Bank UK until December 2020 and a non-executive director of Barclays until May 2021. Ian was also previously group chief executive of Kingfisher and senior independent director and remuneration committee chair of Whitbread. Ian held a variety of posts whilst at Kingfisher from 1998 to 2014, including chief executive of B&Q from 2005 to 2008 and group chief executive from 2008 to 2014. He was also previously the chairman of Debenhams and the lead non-executive director for HM Government and former chairman of the Corporate Leaders Group on Climate Change.

### Relevant skills and contribution to the Board

A wealth of listed company experience, with a notable background in strategy, international retail and eCommerce.

### External appointments

Chairman of Channel 4 and Spire Healthcare Group. Also chairman of Menhaden Resource Efficiency, a UK investment trust.

## Board of directors continued

### 6. Iain Conn

Senior independent non-executive director

Appointed to the Board in June 2014.

Age: 59

#### Experience

Iain was group chief executive of Centrica for over five years from 2015 to 2020. Prior to that, Iain spent 29 years at BP and was a board director for ten years from 2004 to 2014 including as chief executive Downstream from 2007 to 2014, and a member of the executive committee from 2002 to 2014. Until May 2014, Iain was a non-executive director of Rolls-Royce for nine years and senior independent director. Iain also served as a member of Council of the Imperial College from 2010 to 2019 and was chairman of the advisory board of the Imperial College Business School from 2004 to 2020.

#### Relevant skills and contribution to the Board

Deep experience in the global energy markets, industrial operations, regulated consumer markets, and in finance, technology and engineering. Broad international experience.

#### External appointments

Senior adviser to Blackstone on energy, infrastructure and sustainability and to the Boston Consulting Group. Adviser to Oxford Sciences Enterprises. Advisory Board member of Columbia University Center on Global Energy Policy.

### 7. Isabel Hudson

Independent non-executive director and designated non-executive director for workforce engagement

Appointed to the Board in November 2014.

Age: 62

#### Experience

Isabel was previously non-executive chair of National House Building Council until May 2020. She was also previously senior independent director of RSA Insurance, non-executive director of The Pensions Regulator, MGM Advantage, QBE Insurance, Standard Life and an executive director of Prudential Assurance Company in the UK.

#### Relevant skills and contribution to the Board

A wealth of experience in financial services, in the life, non-life and pensions industries as well as risk, control, governance and international business. Insight and expertise in regulatory, pensions and financial matters.

#### External appointments

Non-executive director and chair of the audit committee of Axa S.A. and an ambassador for the disability charity, SCOPE.

### 8. Matthew Key

Independent non-executive director

Appointed to the Board in October 2018.

Age: 59

#### Experience

Matthew held various positions at Telefónica from 2007 to 2014 including as chairman and CEO of Telefónica Europe and chairman and CEO of Telefónica Digital. From 2002 to 2004 he was the CFO, strategy and regulation director of O2 UK before becoming CEO in 2004. Matthew previously served as finance director at Vodafone UK and chairman of Tesco Mobile. He has previously held positions at companies including Kingfisher, Coca-Cola and Schweppes Beverages, Grand Metropolitan and Dallaglio Rugbyworks.

#### Relevant skills and contribution to the Board

Strong strategic skills and a wealth of experience in finance and the telecoms sector.

#### External appointments

Non-executive director and audit committee chair of Burberry.

**9. Allison Kirkby****Independent non-executive director**

Appointed to the Board in March 2019.

Age: 54

**Experience**

Allison was appointed President & CEO of Telia Company in May 2020. She was previously President & Group CEO of TDC Group until October 2019, and President & Group CEO of Tele2 AB from 2015 to 2018, having been Tele2 AB's Group CFO from 2014. She was chair of the audit committee and a non-executive director of Greggs until May 2019. She has also held financial and operational roles within 21st Century Fox, Virgin Media, Procter & Gamble and Guinness.

**Relevant skills and contribution to the Board**

Strong and recent experience in finance and the international telecoms and media sector, combined with strong experience in driving performance, improving customer service and delivering shareholder value.

**External appointments**

President & CEO of Telia Company.

**10. Sara Weller****Independent non-executive director**

Appointed to the Board in July 2020.

Age: 60

**Experience**

Sara's previous roles include managing director of Argos and various senior positions at J Sainsbury, including deputy managing director and serving on its board between 2002 and 2004. Sara was a non-executive director of Lloyds Banking Group until May 2021 and United Utilities Group until July 2020. She was also the lead non-executive director at the Department for Work and Pensions until April 2020. She has also previously been a non-executive director of Mitchells & Butlers and held senior management roles at Abbey National and Mars Confectionery.

**Relevant skills and contribution to the Board**

A broad perspective coming from a background in retail, fast moving consumer goods and financial services, as well as strong board experience at both executive and non-executive level.

**External appointments**

None.

## Notice of meeting

The 2022 Annual General Meeting (AGM) of BT Group plc will be held at The Vox Conference Venue, Resorts World, Birmingham B40 1PU at 2:00pm on Thursday 14 July 2022 to consider the following:

### Ordinary business

Resolutions 1 to 16 will be proposed as ordinary resolutions.

#### Resolution 1: Annual Report and Accounts

That the accounts and reports of the directors and the auditor for the year ended 31 March 2022 be received.

By law, the directors have to present the accounts and reports contained in the BT Group plc Annual Report for the year ended 31 March 2022 (Annual Report 2022) to the AGM.

#### Resolution 2: Report on directors' remuneration

That the Report on directors' remuneration as set out on [pages 98 to 113](#) of the Annual Report for the year ended 31 March 2022 be received and approved.

This vote is advisory and directors' entitlements to remuneration are not conditional on this resolution being passed.

The directors' remuneration policy was approved by ordinary resolution at the 2020 AGM.

#### Resolutions 3: Final dividend

That the final dividend of 5.39 pence per share recommended by the directors be declared to be payable on 12 September 2022 to holders of ordinary shares registered at the close of business on 5 August 2022.

The final dividend declared cannot exceed the amount recommended by the directors.

#### Resolutions 4 to 13: Directors' election/re-election

In accordance with the UK Corporate Governance Code 2018, all directors will stand for election or re-election, except for Leena Nair who we have announced will step down from the Board at the conclusion of the AGM.

Biographies of the directors standing for election or re-election are set out on [pages 6 to 9](#) of this Notice of meeting.

#### Resolution 4

That Adam Crozier be elected as a director.

#### Resolution 5

That Philip Jansen be re-elected as a director.

#### Resolution 6

That Simon Lowth be re-elected as a director.

#### Resolution 7

That Adel Al-Saleh be re-elected as a director.

#### Resolution 8

That Sir Ian Cheshire be re-elected as a director.

#### Resolution 9

That Iain Conn be re-elected as a director.

#### Resolution 10

That Isabel Hudson be re-elected as a director.

#### Resolution 11

That Matthew Key be re-elected as a director.

**Resolution 12**

That Allison Kirkby be re-elected as a director.

**Resolution 13**

That Sara Weller be re-elected as a director.

**Resolution 14: Auditor's reappointment**

That KPMG LLP be reappointed as the auditor of BT Group plc, to hold office until the conclusion of the next general meeting at which accounts are laid before BT Group plc.

At each general meeting at which BT Group plc's accounts are presented, BT Group plc is required to appoint an auditor to serve until the next general meeting at which accounts are presented.

The *Audit & Risk Committee* has recommended the reappointment of KPMG LLP as the auditor.

**Resolution 15: Auditor's remuneration**

That the *Audit & Risk Committee* of the Board be authorised to decide the auditor's remuneration.

This resolution follows standard practice.

**Special business**

*The following resolution will be proposed as an ordinary resolution.*

**Resolution 16: Authority to allot shares**

That:

(a) the directors be and are hereby generally and unconditionally authorised pursuant to, and in accordance with, section 551 of the Companies Act 2006 (2006 Act) to exercise all powers of BT Group plc to allot shares in BT Group plc and to grant rights to subscribe for, or to convert any security into, shares in BT Group plc:

(i) up to an aggregate nominal amount of £165,459,064; and

(ii) comprising equity securities, as defined in section 560 of the 2006 Act, up to an aggregate nominal amount of £330,918,128 (including within such limit any shares issued or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue to:

- a. holders of ordinary shares in BT Group plc in proportion, as nearly as may be practicable, to their existing holdings; and
- b. holders of other equity securities as required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal, regulatory or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatsoever. This authority shall hereby take effect from the date of the passing of this resolution until the conclusion of the BT Group plc AGM in 2023, or the close of business on 30 September 2023, whichever is the earlier, provided that, in each case, we may, before this authority expires, make offers and enter into agreements which would, or might, require shares in BT Group plc to be allotted or rights to subscribe for or convert any security into shares to be granted after this authority expires and the directors may allot shares in BT Group plc or grant rights under any such offer or agreement as if this authority had not expired;

## Notice of meeting continued

(b) subject to paragraph (c) below, all existing authorities given to the directors pursuant to section 551 of the 2006 Act by way of the ordinary resolution of BT Group plc passed on 15 July 2021 be revoked by this resolution; and

(c) paragraph (b) above shall be without prejudice to the continuing authority of the directors to allot shares or grant rights to subscribe for, or convert any security into, shares pursuant to an offer or agreement made by BT Group plc before the expiry of the authority pursuant to which such offer or agreement was made.

The Investment Association's (IA) guidelines state that IA members will permit, and treat as routine, (i) a request for authorisation to allot up to one-third of the current total issued share capital of BT Group plc (excluding treasury shares), together with the number of shares required to be allotted in respect of share incentive schemes; and (ii) a request for authorisation to allot up to a further one-third of BT Group plc's current total issued share capital (excluding treasury shares), provided that such additional allotment is only applied to fully pre-emptive rights issues. The Board considers it appropriate that BT Group plc should follow these guidelines. Accordingly, under Resolution 16(a)(i), the directors are seeking authority to allot shares and grant rights to subscribe for, or convert securities into, shares up to an aggregate nominal amount of £165,459,064 pursuant to section 551 of the 2006 Act, which is equivalent to approximately one-third of the total issued share capital of BT Group plc (excluding treasury shares) as at 26 May 2022, the latest practicable date prior to publication of this Notice of meeting (Latest Practicable Date). Under Resolution 16(a)(ii), the directors are seeking authority to allot

ordinary shares in connection with a rights issue in favour of ordinary shareholders up to a further aggregate nominal amount of £165,459,064 which is equivalent to approximately one-third of the total issued share capital of BT Group plc (excluding treasury shares) as at the Latest Practicable Date. Therefore, the total authorisation sought by Resolution 16 is equal to approximately two-thirds of the total issued share capital of BT Group plc (excluding treasury shares) as at the Latest Practicable Date.

The directors have no present intention of exercising this authority other than in connection with BT Group plc's employee share plans, but they consider it desirable to have the maximum flexibility permitted by corporate governance guidelines. If such authority is exercised, the directors intend to follow best practice with respect to its use as recommended by the IA. This authority will expire on the conclusion of the BT Group plc AGM in 2023 or at the close of business on 30 September 2023, whichever is the earlier.

*The following four resolutions will be proposed as special resolutions.*

### **Resolution 17: Disapplication of pre-emption rights**

That, subject to the passing of Resolution 16, and in place of the power given to them pursuant to the special resolution of BT Group plc passed on 15 July 2021, the Board be authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 16 and/or to sell ordinary shares held by BT Group plc as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited:

(a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 16(a)(ii), by way of a rights issue only) to or in favour of:

- (i) holders of ordinary shares in BT Group plc in proportion, as nearly as may be practicable, to their existing holdings; and
- (ii) holders of other equity securities, as required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal, regulatory or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or any other matter whatsoever; and

(b) to the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £24,818,860,

such authority to expire on the conclusion of the BT Group plc AGM in 2023 or at the close of business on 30 September 2023, whichever is the earlier, but, in each case, prior to its expiry BT Group plc may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### **Resolution 18: Further disapplication of pre-emption rights**

That subject to the passing of Resolution 16, the Board be authorised, in addition to any authority granted under Resolution 17, to allot equity securities (as defined in the 2006 Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by BT Group plc as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities and/or sale of treasury shares up to an aggregate nominal amount of £24,818,860; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of meeting,

such authority to expire on the conclusion of the BT Group plc AGM in 2023 or at the close of business on 30 September 2023, whichever is earlier, but, in each case, prior to its expiry BT Group plc may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

## Notice of meeting continued

The directors have no present intention of exercising the authority under Resolutions 17 and 18 but consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This cannot be done under the 2006 Act unless the shareholders have first waived their pre-emption rights. Resolutions 17 and 18 ask shareholders to grant this limited waiver. The resolutions will be proposed as special resolutions. Resolution 17 contains a two-part waiver. The first is limited to the allotment of shares for cash in connection with a rights issue to allow the directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders. The second is limited to the allotment of shares for cash up to an aggregate nominal value of £24,818,860 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 5% of the total issued share capital (excluding treasury shares) as at the Latest Practicable Date. The waiver granted by Resolution 18 is in addition to the waiver granted by Resolution 17. It is limited to the allotment of shares for cash up to an aggregate nominal value of £24,818,860 (which includes the sale on a non-pre-emptive basis of any shares held in treasury) which represents a further 5% (approximately) of the total issued share capital (excluding treasury shares) as at the Latest Practicable Date.

This further waiver may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used

within six months of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's March 2015 Statement of Principles. The directors do not intend to issue more than 7.5% of the issued ordinary share capital of BT Group plc (excluding any treasury shares) for cash on a non-pre-emptive basis in any rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Statement of Principles) without prior consultation with shareholders. This authority will expire on the conclusion of the BT Group plc AGM in 2023, or at the close of business on 30 September 2023, whichever is the earlier.

### **Resolution 19: Authority to purchase own shares**

That BT Group plc has general and unconditional authority to make market purchases (as defined in section 693(4) of the 2006 Act) of shares of 5p each in BT Group plc, subject to the following conditions:

- (a) the maximum number of shares which may be purchased is 992,754,384 shares;
- (b) the minimum price (excluding expenses) which may be paid for each share is 5p;
- (c) the maximum price (excluding expenses) which BT Group plc may pay for each share cannot be more than the higher of:
  - (i) 105% of the average market value of a share in BT Group plc for the five business days prior to the day the purchase is made; and
  - (ii) the value of a share in BT Group plc calculated on the basis of the higher of the price quoted for: (a) the last independent trade of; and (b) the highest current independent bid for, in each instance any number of shares in BT Group plc on the trading venues where the purchase is carried out; and

**(d) this authority expires on the conclusion of the BT Group plc AGM in 2023, or at the close of business on 30 September 2023, whichever is the earlier, except in relation to the purchase of shares, the contract for which was concluded before the expiry of this authority and which might be executed wholly or partly after that expiry.**

This resolution renews BT Group plc's general authority to buy its own shares on similar terms to previous years' authorities. It would be limited to 992,754,384 ordinary shares, representing 10% of the total issued share capital (excluding treasury shares) at the Latest Practicable Date. The directors would exercise this authority only after considering the effects on earnings per share and the benefits for shareholders generally. The purchase of shares by BT Group plc under this authority would be a purchase in the market.

Use of this authority should not be confused with any share dealing facilities that may be offered to shareholders by BT Group plc.

Shares purchased by BT Group plc out of distributable profits could be held as treasury shares, which could then be cancelled, sold for cash or used to meet BT Group plc's obligations under its employee share plans.

During FY22, no shares were purchased under this authority.

As at the Latest Practicable Date, 10,141,132 treasury shares had been transferred to meet BT Group plc's obligations under its employee share plans and at that date, BT Group plc held 40,583,840 treasury shares, which is equal to 0.41% of the total issued share capital (excluding treasury shares).

BT Group plc's current intention is to hold any shares purchased under this authority as treasury shares but it retains the flexibility to cancel them or sell them for cash if it considers this to be in the best interests of BT Group plc.

The authority will expire on the conclusion of the BT Group plc AGM in 2023 although the directors intend to seek renewal of this power at each AGM.

As at the Latest Practicable Date, there were options outstanding over 342,145,858 shares (all of which were in respect of options granted under the savings-related share option plans), representing 3.45% of the total issued share capital (excluding treasury shares). If the authority given by this resolution were to be fully used, these options would represent 3.83% of the total issued share capital (excluding treasury shares). There are no warrants outstanding.

#### **Resolution 20: Authority to call a general meeting on 14 days' notice**

**That BT Group plc may call a general meeting (but not an AGM) on at least 14 clear days' notice.**

The 2006 Act requires that general meetings are held on 21 days' notice unless shareholders have approved a shorter notice period. This resolution means we would give shareholders 14 clear days' or more notice of a general meeting. It will be effective until BT Group plc's AGM in 2023, when we may propose a similar resolution. We expect that the authority would be used only in exceptional circumstances.

*Resolution 21 will be proposed as an ordinary resolution.*

#### **Resolution 21: Authority for political donations**

**That during the period beginning with the date of the 2022 AGM and ending at the end of the day on which the BT Group plc AGM in 2023 is held, BT Group plc, and any company which is a subsidiary of BT Group plc at any time during such period, be authorised to make political donations to political:**

## Notice of meeting continued

(a) parties and/or independent election candidates not exceeding £75,000 in total; and

(b) organisations other than political parties not exceeding £25,000 in total.

The terms “political donation”, “political parties”, “independent election candidates” and “political organisation” have the meanings given by sections 363 to 365 of the 2006 Act.

Our policy is that no company in the group will make contributions in cash or in kind to any political party, whether by gift or loan. However, the definition of political donations used in the 2006 Act is significantly broader than the sense in which these words are ordinarily used. The 2006 Act’s remit could cover making members of Parliament and others in the political world aware of key industry issues and matters affecting BT Group plc, and enhancing their understanding of the group.

The authority for political donations requested at the AGM is not intended to change this policy. It will, however, ensure that the group continues to act within the provisions of the 2006 Act, requiring companies to obtain shareholder authority before they make donations to political parties and/or political organisations as defined in the 2006 Act. During FY22, BT Group plc’s wholly owned subsidiary, British Telecommunications plc, paid the costs of attending events at (i) the Labour party conference; (ii) the Conservative party conference; and (iii) the Welsh Labour party conference. These costs totalled £6,205 (FY21: £922) which were greater than last year, as events were attended in person rather than virtually. No company in the BT Group made any loans to any political party.

## Important notes

The following notes explain your general rights as a shareholder and your right to vote at the 2022 AGM or to appoint someone else to vote on your behalf.

### Register of members and proxies

Only shareholders on the BT Group plc Register of Members at 6:30pm on 12 July 2022 are entitled to attend, speak and vote, whether in person or electronically, at the AGM, or, if the meeting is adjourned, 6:30pm two working days prior to the time fixed for the adjourned meeting. Changes after that time will not be taken into account.

By law, you can appoint (i) another person as your proxy to exercise all or any of your rights to attend, speak and vote at the AGM; and (ii) more than one proxy in relation to the AGM, provided you appoint each proxy to exercise the rights attached to a different share or shares held by you. A proxy also does not need to be a BT Group plc shareholder. We strongly encourage you to appoint the Chair of the AGM, as opposed to any other person, to act as your proxy to ensure your vote is counted (if, for instance, you or that other person are not able to attend the AGM in person or electronically).

On a poll, the number of shares you hold as a shareholder at 6:30pm on 12 July 2022 will decide the number of votes that you may cast.

### Nominated persons

Unless you are a shareholder, you do not have a right to appoint any proxies under the procedures set out above, or referred to under the heading “AGM information” on [page 18](#).

Any persons whose ordinary shares are held on their behalf by another person and who have been nominated to receive communications from BT Group plc in accordance with section 146 of the 2006 Act (Nominated Persons) may have a right under an agreement with the shareholder of BT Group plc (Relevant Shareholder) to be appointed, or to have someone else appointed, as a proxy for the meeting; or (if he or she has no such right or

does not wish to exercise it) to give instructions to the Relevant Shareholder on the exercise of voting rights. The statement of members' rights to appoint proxies does not apply to Nominated Persons. The rights described to appoint proxies can only be exercised by the registered shareholder.

If you are uncertain about your rights or about your investment you should contact the person or organisation that administers that investment.

### Shareholders' rights

Under section 319A of the 2006 Act, shareholders attending the AGM, whether in person or electronically, have the right to ask questions relating to its business. BT Group plc must answer any such question relating to the business being dealt with at the AGM but no such answer need be given if (i) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of BT Group plc, or the good order of the AGM, that the question be answered.

If enough shareholders act together to make requests under sections 527 and 528 of the 2006 Act, BT Group plc may have to publish on its website a statement setting out any matter relating to the audit of its accounts or any circumstance connected with its auditor ceasing to hold office.

BT Group plc cannot make shareholders who make a request pay its expenses in complying with these sections. It has to forward the statement to its auditor before it publishes the statement. The business which may be dealt with at the AGM includes any such statement.

Shareholders meeting the threshold and time limit set out in sections 338 and 338A of the 2006 Act can make BT Group plc give its members notice of a resolution and/or include in the business to be dealt with at the AGM any matter which may be properly included in that business.

### Shares

The total number of issued and fully paid ordinary shares of 5p each at the Latest Practicable Date was 9,968,127,681.

The total number of voting rights in BT Group plc at the Latest Practicable Date was 9,927,543,841.

### Documents

Copies of the directors' service agreements and letters of appointment for each of the directors are available for inspection during business hours at our registered office on any weekday (but not on public holidays in England and Wales).

Documents will also be available for inspection at the AGM venue from 1:00pm on the day of the AGM until the end of the meeting.

### Recommendation

The Board believes that all of the resolutions set out in this Notice of meeting are in the best interests of BT Group plc and its shareholders as a whole and unanimously recommends that shareholders vote in favour of all of the resolutions to be proposed at the AGM. All directors who own ordinary shares intend to vote in favour of the resolutions to be proposed at the AGM.

By order of the Board

### Adam Crozier

Chairman

1 Braham Street  
London E1 8EE  
27 May 2022

## AGM information

### Time and place of meeting

**2:00pm**  
**Thursday**  
**14 July 2022**

at

**The Vox**  
**Conference Venue**

Resorts World  
Birmingham B40 1PU and

**web.lumiagm.com/  
101-280-977**

### Programme

**1:00pm**

Doors open to shareholders/  
Lumi website opens

**2:00pm**

Meeting begins

**4:00pm approx**

Meeting ends

### What is the format of the AGM?

The AGM will be a hybrid meeting meaning you can attend either in person or electronically, as permitted by BT Group plc's Articles of Association.

### Who may attend?

For the safety of others, if you have symptoms of a respiratory infection, such as Covid-19, and you have a high temperature or do not feel well enough to go to work or carry out normal activities, you are advised to stay at home and avoid contact with other people.

We will ask you to comply with any health and safety measures we put in place and may refuse entry if you do not comply with these.

Should you wish to attend the AGM, you can do this:

- electronically by logging on to [web.lumiagm.com/101-280-977](http://web.lumiagm.com/101-280-977): details of how to electronically attend the AGM are set out in the "User guide to joining the 2022 AGM electronically" on [pages 22 to 25](#).
- in person: please register your intention to attend
  - (i) via our website [bt.com/agm](http://bt.com/agm);
  - (ii) when you submit your vote online at [sharevote.co.uk](http://sharevote.co.uk); or
  - (iii) by ticking the box on the proxy card when returning it.

All joint shareholders can attend and speak at the AGM whether in person or electronically. If more than one joint holder votes, only the vote of the first shareholder listed on the Register of Members will be counted.

## How can I ask a question?

We recognise the importance of shareholders being able to ask questions. You can submit a question relating to the business of the AGM in the following ways:

- in advance of the AGM by completing the form on our website [bt.com/agm](https://bt.com/agm) and including your Shareholder Reference Number (SRN) (as provided on your proxy card and your AGM notification letter). Any question submitted via the website must be submitted by 2:00pm on 12 July 2022;
- if you are attending the meeting in person, by submitting a question at any of the Question Registration Points at the venue;
- if you are attending the meeting electronically, either:
  - via [web.lumiagm.com/101-280-977](https://web.lumiagm.com/101-280-977): details of how to electronically ask a question on the day are set out in the “User guide to joining the 2022 AGM electronically” on [pages 22 to 25](#); or
  - **via telephone**: details of how to ask a question by telephone during the meeting will be made available through [web.lumiagm.com/101-280-977](https://web.lumiagm.com/101-280-977) from 1:00pm on 14 July 2022.

**We strongly encourage you to submit your question in advance as we intend to answer questions in the order in which they are submitted to us by shareholders.**

Questions submitted via [web.lumiagm.com/101-280-977](https://web.lumiagm.com/101-280-977) will be moderated before being sent to the Chair of the AGM. This is to avoid repetition and to ensure an orderly meeting.

The Chair of the AGM cannot deal with individual customer service issues. If you have a question relating to an individual customer service issue, to ensure a timely response and resolution please submit these by email to [agm@bt.com](mailto:agm@bt.com)

## How can I vote at the AGM?

If you are on the BT Group plc Register of Members at 6:30pm on 12 July 2022, you are entitled to attend, speak and vote at the AGM whether in person or electronically. The number of shares you hold at this time will decide how many votes you or your proxy/ies will have on a poll. Changes after that time will not be taken into account. Voting on all matters will be on a poll.

You can find more information about appointing a proxy in the notes on your proxy card. Whether or not you intend to attend the meeting in person or electronically, we strongly encourage you to appoint the Chair of the AGM, as opposed to any other person, to act as your proxy to ensure your vote is counted (if, for instance, you or that other person are not able to attend the meeting in person or electronically). If the Chair of the AGM is appointed as your proxy, he or she will vote in accordance with any instructions given to him or her; if he or she is given discretion as to how to vote, the Chair of the AGM will vote in line with the Board’s recommendation on all of the resolutions to be proposed at the AGM.

You can submit your vote online at [sharevote.co.uk](https://sharevote.co.uk) and you will need your Voting ID, Task ID and SRN shown on your proxy card. To vote by post, please complete, sign and return your proxy card to our share registrar, Equiniti.

Equiniti must receive your online or postal proxy appointment and voting instructions by 2:00pm on Tuesday 12 July 2022 at the latest to ensure they are counted. If you return your proxy card to Equiniti, please ensure that you keep a record of your SRN prior to posting. You will need your SRN if you intend to attend the meeting electronically.

CREST members may submit their appointment using the CREST system. To appoint one or more proxies or give instructions to a proxy (whether previously appointed or not) via the CREST system, you will need to send a CREST message. In order to

## AGM information continued

be valid it must be transmitted so that our share registrar, Equiniti (ID RA19), receives it by 2:00pm on Tuesday 12 July 2022. The time of receipt will be the time (as determined by timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. Euroclear does not make available special procedures in CREST for any particular message. It is your responsibility to take such action, or procure that such action is taken, to ensure that a CREST message is transmitted via the CREST system by any particular time. For more information please refer to the CREST Manual (available at [euroclear.com](http://euroclear.com)). BT Group plc can treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by BT Group and approved by our share registrar. For further information regarding Proxymity, please go to [proxymity.io](http://proxymity.io). Your proxy must be lodged by 2:00pm on Tuesday 12 July 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Neither the completion and return of a proxy card in hard copy, nor voting electronically, in advance of the AGM will prevent you from attending, speaking and voting at the AGM in person or electronically if you wish.

If you are attending the AGM in person, please bring your poll card to vote. You will be provided with details at the AGM of how to submit your vote in person should you wish to do so.

If you are attending the AGM electronically, you can submit your vote via [web.lumiagm.com/101-280-977](http://web.lumiagm.com/101-280-977)

Details of how to electronically submit votes at the AGM are set out in the "User guide to joining the 2022 AGM electronically" on [pages 22 to 25](#).

### How will I know if any changes have been made to the current AGM arrangements?

You are encouraged to monitor our website [bt.com/agm](http://bt.com/agm) for any changes to the information in this Notice of meeting in relation to the current arrangements for the AGM. Where appropriate, we may also notify shareholders by way of a stock exchange announcement.

### How can I find out the results of the voting at the AGM?

The voting results will be announced by way of a stock exchange announcement and published on the website as soon as reasonably practicable following the conclusion of the AGM.

### Will there be any catering at the meeting?

We will provide light refreshments before the meeting.

### What facilities do you have for shareholders with disabilities?

The venue is wheelchair accessible and has the following facilities:

- sound amplification;
- induction loop; and
- sign language interpretation.

For those attending electronically, sign language interpretation will also be available and the AGM will be simultaneously transcribed online.

## **If I attend the AGM in person, what do I need to bring with me?**

Please bring your poll card, proxy card (if you have retained this), email notification or AGM notification letter with you to help with identification. You may also find it helpful to bring this document with you to refer to during the AGM.

## **Health, safety and security**

For the safety of others, if you have symptoms of a respiratory infection, such as Covid-19, and you have a high temperature or do not feel well enough to go to work or carry out normal activities, you are advised to stay at home and avoid contact with other people.

We will ask you to comply with any health and safety measures we put in place and may refuse entry if you do not comply with these.

For security reasons and to speed up admission, please do not bring suitcases, large bags, cameras, laptops or tape recorders to the AGM. If you do, we may ask you to deposit them in a designated area at your own risk for collection after the AGM.

## **Mobile devices and photos, filming and recording**

If you attend the AGM in person, please ensure you switch off all mobile devices during the meeting. We will allow tablet devices. Taking photos, filming or recording the AGM is prohibited and you will be asked to leave if you are identified as doing so.

No-one attending the AGM may hand out leaflets or pamphlets at the venue.

## **Other useful links**

Together with this Notice of meeting, you can find the Annual Report 2022, which contains other information required by section 311A of the 2006 Act, on our website at [bt.com/annualreport](https://bt.com/annualreport)

## AGM information continued

### User guide to joining the 2022 AGM electronically via the Lumi website

#### Electronic meeting

For the 2022 AGM, BT Group will be enabling shareholders to attend and participate in the meeting electronically, should they wish to do so. This can be done by accessing the AGM website, [web.lumiagm.com/101-280-977](http://web.lumiagm.com/101-280-977)

#### How do you access the AGM website?

The AGM website can be accessed online using most well-known internet browsers such as Edge, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM, please go to [web.lumiagm.com/101-280-977](http://web.lumiagm.com/101-280-977)

Access to the AGM via the website will be available from 1:00pm on 14 July 2022.

#### How do you log in?

On accessing the AGM website, you will be prompted to enter your unique SRN and PIN which is the first two and last two digits of your SRN. These can be found printed on your proxy card or your AGM notification letter. Please note that your ability to vote will not be enabled until the Chair of the AGM formally declares the poll open.

#### How will you be able to watch the AGM?

The AGM will be broadcast in a live format. Once logged in, and at the commencement of the meeting, you will be able to watch and listen to the proceedings on your device.

#### How can you ask a question?

Shareholders attending electronically may ask questions by typing and submitting their question in writing – by selecting the messaging icon from within the navigation bar and typing their question at the top of the screen. To submit the question, click the send button to the right of the text box. A copy of your messages, and any subsequent replies can be found within the “My Messages” folder within the messaging tab.

Shareholders attending the AGM electronically may also ask questions by telephone, details of which will be made available through the AGM website, [web.lumiagm.com/101-280-977](http://web.lumiagm.com/101-280-977), on the day of the meeting from 1:00pm.

#### How do you vote?

Once the Chair of the AGM has formally opened the meeting, he or she will explain the voting procedure. Voting will be enabled on all resolutions on the Chair of the AGM’s instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all of the resolutions put forward in this Notice of meeting.

Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, “FOR”, “AGAINST” or “WITHHELD”. Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice; if you wish to cancel your vote, select the “Cancel” button. You will be able to do this at any time whilst the poll remains open and before the Chair of the AGM announces its closure at the end of the meeting.

## What internet requirements do you need to join?

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and to watch and listen to the broadcast. It is your responsibility to ensure you remain connected for the duration of the meeting.

## How to join if you are duly appointed proxies and corporate representatives?

Once a valid appointment has been received and verified please contact our share registrar, Equiniti, before 5:30pm on 13 July 2022 on 0808 100 4141 or +44 121 415 7178 if calling from outside the UK or by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com), to obtain your unique SRN and PIN. Lines are open 8:30am to 5:30pm Monday to Friday (excluding public holidays in England and Wales).

This will allow you to join in the same way as a shareholder.

You can request a printed copy of the Annual Report 2022, free of charge, by getting in touch with our share registrar, Equiniti, via the shareholder helpline or by post.

# AGM information continued

Meeting ID:  
101-280-977

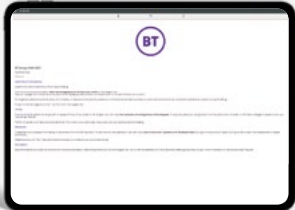
To login you must  
have your  
**SRN and PIN**

1



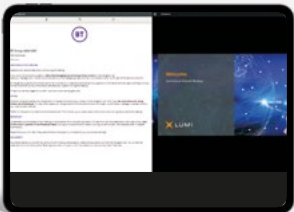
Navigate to **web.lumiagm.com/101-280-977**  
**Access to the AGM website will be available from 1:00pm on Thursday 14 July 2022. You will be prompted to enter your unique SRN and PIN (first two and last two digits of your SRN).**

2



When successfully authenticated, you will be taken to the Home Screen.

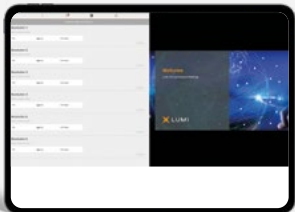
3



To view the meeting presentation, expand the "Broadcast Panel", located at the bottom of your device. If viewing through a browser, it will appear automatically.

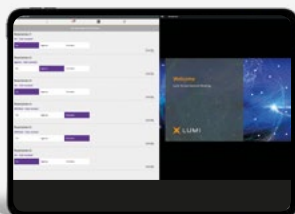
This can be minimised by pressing the same button. 

4



When the Chair of the AGM declares the poll open, a list of all resolutions and voting choices will appear on your device. Scroll through the list to view all resolutions.

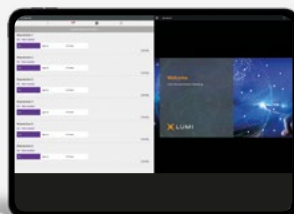
5



For each resolution, press the choice corresponding with the way in which you wish to vote. When selected, a confirmation message will appear.

For – Vote received

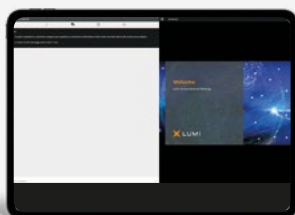
6



To change your mind, simply press the correct choice to override your previous selection. To cancel your vote, press “Cancel”.

To return to the voting screen whilst the poll is open, select the voting icon. 

7



If you would like to ask a question, select the messaging icon. 

Type your message within the chat box at the top of the messaging screen.

Click the send button to submit.

You can keep a track of your messages and any replies via the “My messages” folder, located within the messaging tab.

# AGM information continued

The AGM will be held electronically by accessing the AGM website at **[web.lumiagm.com/101-280-977](http://web.lumiagm.com/101-280-977)** and physically at The Vox Conference Venue, Resorts World, Birmingham B40 1PU

**[voxvenue.co.uk](http://voxvenue.co.uk)**

A map of the area and directions are set out below should you wish to attend in person.

## How to get to the venue

### By train

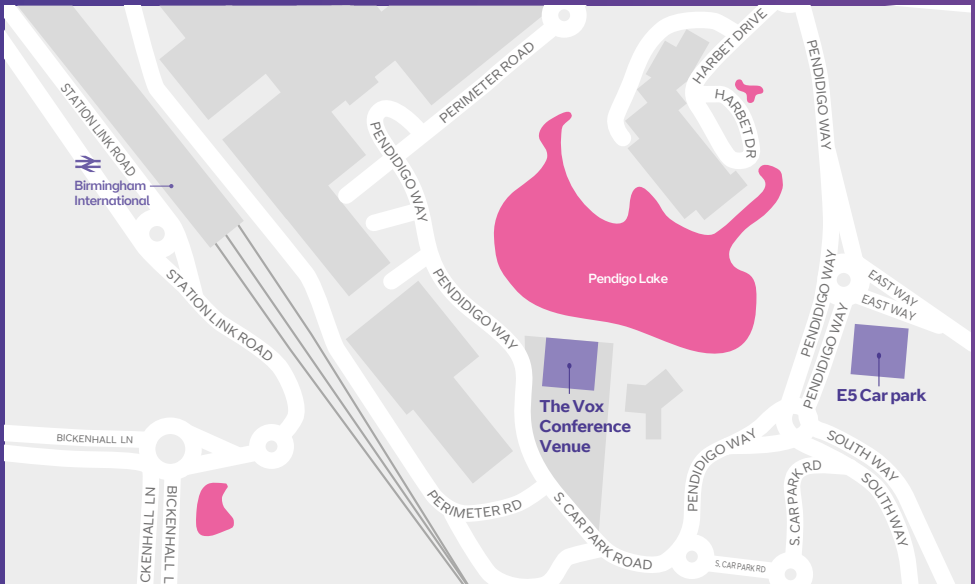
**Closest station:** Birmingham International train station – 10 minutes walk to The Vox Conference Venue, and 10 minutes by train from Birmingham City Centre.

Once at Birmingham International train station, follow the signs to Resorts World.

### By car

The Vox Conference Venue is located at Resorts World, Birmingham and a short distance from Birmingham International Airport. It can be reached from the M42, M40 and M6.

Parking is complimentary in **car park East 5 (see map below for location)**. Please bring your car park ticket with you to The Vox Conference Venue where it will be validated for complimentary parking.



## Withdrawal of cheque dividend payments from September 2022

**Action required:** from September 2022, you will no longer be able to receive your dividend by cheque. Notification was provided to shareholders as part of the February 2022 dividend mailing.

If you have not yet provided your bank or building society account details, you must do this to continue to receive BT Group plc dividends and any other money payable to you in connection with your BT Group plc shares.

Contact our share registrar, Equiniti – details on [page 28](#).

Contact information can be found on [page 28](#) of this Notice of meeting. You may also find the following links useful:



Gender pay gap statement  
[bt.com/genderpaygap](https://bt.com/genderpaygap)

Diversity & Inclusion Report  
[bt.com/diversity-and-inclusion](https://bt.com/diversity-and-inclusion)

BT Group plc Manifesto Report  
[bt.com/manifestoreport](https://bt.com/manifestoreport)

Information for individual shareholders  
[bt.com/shareholders](https://bt.com/shareholders)

News and media  
[newsroom.bt.com](https://newsroom.bt.com)

About BT  
[bt.com/about](https://bt.com/about)

Responsible business  
[bt.com/responsiblebusiness](https://bt.com/responsiblebusiness)

## Stop the paper.

### Switch to digital

Now's the time to go fully digital with your BT Group shareholder comms.

Register for a Shareview Portfolio today:

- Email notification when your shareholder documents are available
- Access whenever you want, wherever you are, from any device
- Secure and convenient.

### Switch to digital shareholder comms

Visit [shareview.co.uk](https://shareview.co.uk)

Select Portfolio, then  
Open Portfolio Account

Tell us who you are using your  
Shareholder Reference Number as  
provided on your proxy card and your  
AGM notification letter

Set up your contact preferences  
and security details

Begin managing your  
shareholding online

1

2

3

4

5

## Stop the paper.

### Scan to switch

Sign up for paperless information today!



## Contact information

### Telephone

Shareholder helpline –  
for general enquiries call:

### Freefone

0808 100 4141  
(+44 121 415 7178\*)

### Textphone

0800 169 6907  
(+44 121 415 7028\*)

\* Calls from outside the UK  
Lines are open 8:30am to 5:30pm  
(UK time) Monday to Friday, excluding  
public holidays in England and Wales.

### Email

You can find information  
on how to manage your  
shareholdings at  
**[help.shareview.co.uk](https://help.shareview.co.uk)**

If your question is not  
answered by the information  
provided, you can send your  
enquiry via secure mail from  
these pages.

You may not use any  
electronic address provided  
either in this Notice of  
meeting or any related  
documents (including the  
proxy card) to communicate  
with the company for any  
purposes other than those  
expressly stated.

### Post

Equiniti, Aspect House,  
Spencer Road, Lancing,  
West Sussex BN99 6DA,  
United Kingdom  
(please include a daytime  
telephone number).

#### Privacy notice

We (BT Group plc and British Telecommunications plc) collect and process information provided by you, or on your behalf, which relates to you as an individual shareholder or as a participant in any shareholder scheme or plan.

This information will include your personal data – such as your name and contact details, the votes you cast, any pre-submitted questions from you and the Shareholder Reference Number we attribute to you. We may use this personal information for the purposes of compiling and updating our records, fulfilling our legal obligations, processing shareholder rights you exercise, answering your questions and contacting you with shareholder related information.

We may also engage a third party to do this for us (for example our share registrar, Equiniti).

For further details about how we process your personal data, including your rights over how it is used, please read our shareholder privacy notice which can be found here:

**[bt.com/shareholder-privacy](https://bt.com/shareholder-privacy)**





## BT Group plc

Registered office: 1 Braham Street, London E1 8EE

Registered in England and Wales No. 4190816

Produced by BT Group

**PHME 87407**

Printed in England by Pureprint Group

Design by emperor.works

Printed on Revive 50 Silk which is made from 50%  
de-inked, post-consumer waste and 50% virgin fibre

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