



**We**



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**For**



**Good**

**Much done, much more to do**



# Welcome to the BT Group plc Notice of meeting 2023


**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.

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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 FY23 is to the financial year ended 31 March 2023; FY24 is to the financial year ended 31 March 2024 and so on.

 [Throughout the Notice of meeting look out for this. More reading online.](#)

 [Throughout the Notice of meeting look out for this. More reading in this document.](#)

# Participating in the Annual General Meeting (AGM)

## Where and when will the AGM be held

[web.lumiagm.com/199-324-167](http://web.lumiagm.com/199-324-167)

and

## The Vox Conference Venue

Resorts World, Birmingham B40 1PU

at

**2:00pm on Thursday 13 July 2023**

## Arrangements for the AGM

The 2023 AGM will be a combined online and physical meeting (hybrid meeting). It's important to us to give all shareholders the opportunity to join and participate in our AGM, wherever they're located and whatever their ability. Therefore, we'll prioritise making the online experience engaging, accessible and inclusive and we strongly encourage shareholders to join the meeting that way.

## How to attend the AGM

- **Attending the AGM online:** for how to join see [pages 22 to 25](#).
- **Attending the AGM in person:** for how to get to the venue [see page 26](#).

Please ensure you register your intention to attend in advance via:

- our website [bt.com/agm](http://bt.com/agm);
- when you submit your vote online at [sharevote.co.uk](http://sharevote.co.uk); or
- 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.

☰ [Details of how to vote at the AGM: pages 20 to 21.](#)

## How to ask questions

☰ [Details of how to ask questions at the AGM: page 20.](#)

## Health, safety and security

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

We believe it is important that those attending the meeting behave with courtesy and respect for others. Therefore behaving in an abusive, derogatory or disruptive manner will not be tolerated at the meeting.

Chairman's  
letter



Resilience  
enabling  
a national  
mission

## **We have a responsibility to transform. Everybody at BT Group, across the Board, our managerial and front-line colleagues, has a clear sense of what we must do to deliver on our strategy to transform this business for the benefit of all our stakeholders.**

Philip sets out the detail and vision for BT Group's future in his letter in the Annual Report 2023, and the Board and I have every confidence that he and his *Executive Committee* have the right plan and are the right team to lead BT Group through its transformation.

As I wrote here last year, a transformation of this size cannot be accomplished overnight. However, there are clear signs of progress at this stage in the multi-year programme. And it is also clear that every team across the business is tenaciously pursuing our transformation agenda as we move from copper to fibre, analogue to digital, manual to automated.

The immense value that BT Group delivers to the UK is hard, but not impossible, to quantify. A report into our national and regional economic impact in the UK<sup>1</sup> (FY22) estimated that our activities provide a £24bn boost to the economy every year, and the business supports a total of 284,000 jobs across the country.

These calculations are a reminder of the central role BT Group plays in the lives of families and businesses up and down the UK and globally. A role that brings great responsibility: to continue delivering for our customers no matter what. To do that we need to enact one of the most radical overhauls of a company and its product offering in UK corporate history.

### **Investing for the long-term for our customers and our shareholders**

The team delivered another year of strong financial and operational results in FY23, despite some extremely challenging conditions. This allowed us to declare an FY23 final dividend of 5.39 pence per share

to be paid on 13 September 2023, bringing the full year dividend to 7.7 pence per share.

As we continue through the most intensive phase of our full fibre<sup>2</sup> investment programme, capital expenditure will remain high with a corresponding impact on our normalised free cash flow. Despite this short-term impact, the Board remains convinced that the investments BT Group is making today will be value enhancing, benefiting our customers and generating long-term growth.

Although our share price underperformed this year compared to last, BT Group must continue to drive its strategic agenda for long-term growth, and to do that it must take a long-term view on the investments required to deliver it.

### **Competition driving the right outcomes**

The scale and speed of BT Group's investment in full fibre broadband are, in part, down to the regulatory framework set by our regulator, Ofcom. They have incentivised new network build across the country through a combination of strong competition balanced by a regime that allows fair returns. We remain fully committed to working within this framework and context set by Ofcom.

Building full fibre broadband is a national mission and we will play our part. It will create better outcomes for families and businesses across the UK, as well as the wider economy: a recently updated report by the Centre for Economics and Business Research estimated that Openreach's full fibre network is expected to deliver a £72bn uplift to the output of the UK economy in 2030.

1 'The Economic Impact of BT Group plc in the UK', Hatch – 2023 Edition.

2 Fibre to the premises, also known as FTTP.

## Chairman's letter continued

### Our duty to customers

Our role is about more than just building new networks; we also have a duty to provide access and opportunity for customers, leaving no one behind.

Ofcom data shows that 10% of households lack a broadband connection – a figure that rises to 26% for the over 75s. Of course, in some cases this is by choice rather than the result of poverty, but in any event these statistics equate to growing social and economic exclusion. We need to tackle this, ensuring that we are building for everyone.

While telecoms bills represent a small proportion of household running costs when compared to energy, accommodation or transport, we have nevertheless taken steps to protect our lowest income customers during the worst cost of living crisis for a generation.

In FY23 BT Group had 3m customers on fixed line and pay-as-you-go tariffs that were protected from price rises. This includes social tariffs (subsidised rates for those on low incomes), where we have both broadband and mobile tariffs available to eligible customers. Of all the consumers in the UK on a broadband social tariff, 85% are with BT.

Along with efforts to help children, jobseekers, small businesses and the elderly boost their digital skills (see our Manifesto on [page 36](#) in our Annual Report 2023), we're making affordable services available to those who need them most in line with our purpose: we connect for good.

### Board changes

As part of the comprehensive review of the Board's composition we undertook last year, we recognised the need to enhance the Board's technology and digital capabilities given the group's focus on digital and legacy platform transformation. We therefore focused the

search for individuals with specific skills and expertise and this led to us appointing Steven Guggenheimer and Maggie Chan Jones during the year. Ruth Cairnie joined the Board on 6 April 2023. From the conclusion of the AGM in July, she will succeed Iain Conn as the Senior Independent Non-Executive Director and Ian Cheshire as Chair of the *Remuneration Committee*. These new appointments were carefully selected to complement the existing skills on the Board, and means we have the right diversity of viewpoints, skills and experience to support our continued transformation and strategic journey.

At the AGM in July, we'll bid farewell to Ian Cheshire and Iain Conn when they step down from the Board. I'd like to thank them both for their wisdom and valuable contributions they made during their time on the Board and the Committees they served.

Following the AGM, the Board's female membership will stand at 45%, which is in line with our Board Diversity and Inclusion Policy.

### 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.

The Board considers 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 independent when appointed as Chairman.

### Attendance and voting at the AGM

The 2023 AGM will be a combined online and physical meeting (hybrid meeting).

To attend the meeting online, shareholders are invited to participate via a live webcast which can be accessed through [web.lumiagm.com/199-324-167](http://web.lumiagm.com/199-324-167)

☰ [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 online. Our share registrar, Equiniti, must receive a shareholder's online or postal proxy appointment and voting instructions by 2:00pm on Tuesday 11 July 2023 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 attend, ask questions and vote at the AGM: see pages 19 to 21.](#)

## Resolutions

At this year's AGM we're proposing 23 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 17.](#)

☰ [Shareholders can find an audio version of this document at \[bt.com/annualreport\]\(http://bt.com/annualreport\) together with our Annual Report 2023 and other shareholder information.](#)

## Resilience enabling a national mission

BT Group's transformation is now well under way and it is starting to bear fruit, with strong customer take-up on our next generation networks. While there remains a long way to go, the positive early customer response proves our plan is the right one.

We experienced challenges on many fronts in FY23 and an economic climate that has made things so much harder for our customers, investors and for us. Of course, this has required adaptability on our part, but our strategy is not optional – it is a national mission. This year, we've shown that we have the resilience to get the job done.

### Adam Crozier

Chairman

31 May 2023

☰ [View this document online at: \[bt.com/annualreport\]\(http://bt.com/annualreport\)](#)

## Board of directors

### Directors standing for election and re-election at the 2023 AGM

#### Membership key

- C Committee Chair
- Audit & Risk Committee
- BT Compliance Committee
- Colleague Board
- Digital Impact & Sustainability Committee
- Executive Committee
- National Security and Investigatory Powers Committee
- Nominations Committee
- Remuneration Committee



**Adam Crozier**  
Chairman

Appointed Chairman December 2021 and to the Board and as Chairman designate in November 2021.  
Age: 59

#### 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 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. Before 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.



**Philip Jansen**  
Chief Executive

Appointed Chief Executive February 2019. Appointed to the Board January 2019.  
Age: 56

#### Experience

From April 2013 until joining BT Group, Philip was CEO of Worldpay. Before that he was CEO 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. Before that he was Chief Operating Officer at MyTravel Group from 2002 to 2004 and Managing Director of Telewest Communications (now Virgin Media 02) from 2000 to 2002. He started 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.





**Simon Lowth**  
Chief Financial Officer

Appointed Chief Financial Officer and to the Board July 2016.  
Age: 61

#### Experience

Simon was CFO of BG Group before its takeover by Royal Dutch Shell in February 2016. Before 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



**Adel Al-Saleh**  
Non-Independent, Non-Executive Director

Appointed to the Board May 2020.  
Age: 59

#### 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

Extensive experience in leading global private and public businesses across many industries. Deep experience in managing global technology and IT services businesses. Strong expertise in telecommunications industry as a whole and particularly B2B businesses. Led several large-scale transformation and digitalisation initiatives in complex environments.

#### External appointments

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



**Ruth Cairnie**  
Independent Non-Executive Director

Appointed to the Board in April 2023.  
Age: 69

#### Experience

Ruth has a wealth of experience gained from a 37 year international career at Royal Dutch Shell holding senior functional and line roles and having responsibility for group strategy and planning. She was a Non-Executive Director and Chair of the Remuneration Committee of Rolls Royce from 2014 to 2019, a Non-Executive Director of ContourGlobal from 2018 to 2019 and Non-Executive Director and Chair of the Remuneration Committee at Keller Group from 2010 to 2017.

#### Relevant skills and contribution to the Board

Ruth has extensive experience gained from a broad range of executive and non-executive roles at leading industrial companies, both in the UK and internationally. She also has experience advising government departments on strategic development and capability building.

#### External appointments

Non-Executive Director of Associated British Foods having stepped down as Senior Independent Director and Remuneration Committee Chair in May 2023. Ruth is also Chair of Babcock International Group, a trustee of Windsor Leadership and the White Ensign Association.

## Board of directors continued



**Maggie Chan Jones**  
Independent Non-Executive  
Director

Appointed to the Board March 2023.  
Age: 48

### Experience

Maggie is the founder and Chief Executive of Tenshey, a tech-enabled executive coaching company that focuses on elevating more women and underrepresented people into leadership roles and the boardroom. This builds on a highly successful career in marketing at several of the world's largest technology companies, including Microsoft and SAP.

### Relevant skills and contribution to the Board

Deep international marketing and brand experience. Maggie is a recognised executive in business transformation, ESG and as an industry thought-leader in the marketing and technology sector.

### External appointments

Maggie is the founder and Chief Executive of Tenshey, Inc. and a Non-Executive Director of Sage Group and the United States Tennis Association (non-profit). She is also a Non-Executive advisor to Open Systems AG.



**Steven Guggenheimer**  
Independent Non-Executive  
Director

Appointed to the Board in October 2022.  
Age: 57

### Experience

Steven has more than 25 years of experience at Microsoft, where he held a variety of senior and large-scale leadership roles between 1993 and 2020. The last 12 years he held the position of Corporate Vice President leading the OEM, Developer, and AI/Partner organisations. Prior to joining Microsoft, Steven worked at Spectra-Physics Lasers.

### Relevant skills and contribution to the Board

Accomplished technology executive with a strong track record of advising businesses on digital transformation and extensive insight into technologies ranging from artificial intelligence to cloud computing.

### External appointments

Steven is a Non-Executive Director of HSBC Holdings, Forrit, Software Acquisition Group and Leupold & Stevens. He is also an advisor to the 5G Open Innovation Lab and UC Davis – Department of Physics and Tensily Venture Partners.



**Isabel Hudson**  
Independent Non-Executive  
Director and Designated Non-  
Executive Director for workforce  
engagement

Appointed to the Board November 2014.  
Age: 63

### Experience

Isabel was previously Non-Executive Chair of the 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.



### Matthew Key

Independent Non-Executive Director

Appointed to the Board October 2018.

Age: 60

#### 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. Matthew is also a director of the joint venture between BT Group and Warner Bros. Discovery.

#### External appointments

Non-Executive Director and Audit Committee chair of Burberry. Matthew will step down from this role at the Burberry AGM in July 2023.



### Allison Kirkby

Independent Non-Executive Director

Appointed to the Board March 2019.

Age: 55

#### 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 and Non-Executive Director and member of the Audit Committee at Brookfield Asset Management.



### Sara Weller

Independent Non-Executive Director

Appointed to the Board July 2020.

Age: 61

#### 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

Chair of The Money and Pensions Service and Non-Executive Director of Virgin Money UK and Clydesdale Bank (a subsidiary of the Virgin Money Group).

# Notice of meeting

**The 2023 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 13 July 2023 to consider the following:**

## **Ordinary business**

**Resolutions 1 to 18 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 2023 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 2023 (Annual Report 2023) to the AGM.

### **Resolution 2: Report on Directors' Remuneration**

**That the Report on Directors' Remuneration as set out on pages 108 to 130 of the Annual Report for the year ended 31 March 2023 be received and approved.**

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

### **Resolution 3: Directors' Remuneration Policy**

**That the Directors' Remuneration Policy as set out on pages 114 to 120 of the Annual Report 2023 be received and approved.**

This resolution seeks approval, on a binding basis, of the Directors' Remuneration Policy. If this resolution is approved, the Directors' Remuneration Policy will remain in effect (unless further amended by shareholder vote) for three years commencing on the date of the 2023 AGM. Once the Directors' Remuneration Policy is approved, BT Group plc will not be able to make a remuneration payment to a current or prospective director, or a payment for loss of office to a current or past director, unless that payment is consistent with the Directors' Remuneration Policy or has otherwise been approved by a resolution of the shareholders.

### **Resolution 4: Final dividend**

**That the final dividend of 5.39 pence per share recommended by the directors be declared to be payable on 13 September 2023 to holders of ordinary shares registered at the close of business on 4 August 2023.**

An interim dividend of 2.31 pence per share was paid on 6 February 2023, bringing the full year dividend to 7.7 pence per share.

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

## **Resolutions 5 to 15: Directors' election/re-election**

In accordance with the UK Corporate Governance Code 2018, all directors will stand for election or re-election, except for Ian Cheshire and Iain Conn 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 5**

**That Adam Crozier be re-elected as a director.**

### **Resolution 6**

**That Philip Jansen be re-elected as a director.**

### **Resolution 7**

**That Simon Lowth be re-elected as a director.**

### **Resolution 8**

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

### **Resolution 9**

**That Isabel Hudson be re-elected as a director.**

### **Resolution 10**

**That Matthew Key be re-elected as a director.**

### **Resolution 11**

**That Allison Kirkby be re-elected as a director.**

### **Resolution 12**

**That Sara Weller be re-elected as a director.**

### **Resolution 13**

**That Ruth Cairnie be elected as a director.**

### **Resolution 14**

**That Maggie Chan Jones be elected as a director.**

### **Resolution 15**

**That Steven Guggenheimer be elected as a director.**

### **Resolution 16: 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 17: Auditor's remuneration**

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

This resolution follows standard practice.

## Notice of meeting continued

### Special business

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

#### Resolution 18: 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 £165,542,404; and
- (ii) comprising equity securities, as defined in section 560 of the 2006 Act, up to an aggregate nominal amount of £331,084,807 (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 2024, or the close of business on 30 September 2024, 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;

- (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 14 July 2022 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 18(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 £165,542,404 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 30 May 2023, the latest practicable date prior to publication of this Notice of meeting (Latest Practicable Date). Under Resolution 18(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 £165,542,404 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 18 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 2024 or at the close of business on 30 September 2024, whichever is the earlier.

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

### **Resolution 19: Disapplication of pre-emption rights**

**That, subject to the passing of Resolution 18, and in place of the power given to them pursuant to the special resolution of BT Group plc passed on 14 July 2022, the Board be authorised to allot equity securities (as defined in the 2006 Act) for cash under the authority given by Resolution 18 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 18(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**

## Notice of meeting continued

**(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 £24,831,361,**

such authority to expire on the conclusion of the BT Group plc AGM in 2024 or at the close of business on 30 September 2024, 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 20: Further disapplication of pre-emption rights**

That subject to the passing of Resolution 18, the Board be authorised, in addition to any authority granted under Resolution 19, 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 £24,831,361; 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 2024 or at the close of business on 30 September 2024, 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.

The directors have no present intention of exercising the authority under Resolutions 19 and 20 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 19 and 20 ask shareholders to grant this limited waiver. The resolutions will be proposed as special resolutions. Resolution 19 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 £24,831,361 (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 20 is in addition to the waiver granted by Resolution 19. It is limited to the allotment of shares for cash up to an aggregate nominal value of £24,831,361 (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 2024, or at the close of business on 30 September 2024, whichever is the earlier.

### **Resolution 21: 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 993,254,421 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 2024 or at the close of business on 30 September 2024, 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 is limited to 993,254,421 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.

## Notice of meeting continued

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 FY23, no shares were purchased under this authority.

As at the Latest Practicable Date, 6,095,470 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 35,583,470 treasury shares, which is equal to 0.36% 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 2024 although the directors intend to seek renewal of this power at each AGM.

As at the Latest Practicable Date, there were options outstanding over 197,489,320 shares (all of which were in respect of options granted under the savings-related share option plans), representing 1.99% 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 2.20% of the total issued share capital (excluding treasury shares). There are no warrants outstanding.

### **Resolution 22: 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 you 14 clear days' or more notice of a general meeting. It will be effective until BT Group plc's AGM in 2024, when we may propose a similar resolution. We expect that the authority would be used only in exceptional circumstances.

***Resolution 23 will be proposed as an ordinary resolution.***

### **Resolution 23: Authority for political donations**

**That during the period beginning with the date of the 2023 AGM and ending at the end of the day on which the BT Group plc AGM in 2024 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:**

- (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 FY23, 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 Liberal Democrats Business day. These costs totalled £5,848 (FY22: £6,205). 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 2023 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 11 July 2023 are entitled to attend, speak and vote, whether in person or online, 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 online).

On a poll, the number of shares you hold as a shareholder at 6:30pm on 11 July 2023 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 19](#).

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.

## Notice of meeting continued

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 online, 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 9,932,544,211.

### 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 meeting 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  
31 May 2023

# AGM information

## Time and place of meeting

**2:00pm on Thursday 13 July 2023**

at

**[web.lumiagm.com/199-324-167](http://web.lumiagm.com/199-324-167)**

and

### **The Vox Conference Venue**

Resorts World, Birmingham B40 1PU

## 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 online or in person, as permitted by BT Group plc's Articles of Association.

## Who may attend?

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

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

- online by logging on to **[web.lumiagm.com/199-324-167](http://web.lumiagm.com/199-324-167)**: details of how to attend the meeting online are set out in the 'User guide to joining the 2023 AGM online' 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.

You are reminded that your personal data will be processed for the purposes of the AGM in line with our privacy notice at **[bt.com/shareholder-privacy](http://bt.com/shareholder-privacy)**

## AGM information continued

### 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 11 July 2023
- 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 online, either:
  - via [web.lumiagm.com/199-324-167](https://web.lumiagm.com/199-324-167)  
Details of how to ask a question online on the day are set out in the 'User guide to joining the 2023 AGM online' on [pages 22 to 25](#)
  - by telephone. Details of how to ask a question by telephone during the meeting will be made available through [web.lumiagm.com/199-324-167](https://web.lumiagm.com/199-324-167) from 1:00pm on 13 July 2023.

**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/199-324-167](https://web.lumiagm.com/199-324-167) 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 11 July 2023, you are entitled to attend, speak and vote at the AGM whether in person or online. 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 online, 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 online). 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 or AGM notification letter. To vote by post, please complete, sign and return your proxy card to our share registrar, Equiniti. Contact information can be found on [page 28](#) of this Notice of meeting.

Equiniti must receive your online or postal proxy appointment and voting instructions by 2:00pm on Tuesday 11 July 2023 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 online.

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

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

If you are attending the meeting online, you can submit your vote via [web.lumiagm.com/199-324-167](http://web.lumiagm.com/199-324-167)

Details of how to submit votes online at the meeting are set out in the 'User guide to joining the 2023 AGM online' 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 be providing limited catering at the meeting.

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

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

The venue is wheelchair accessible and has the following facilities:

- sound amplification
- induction loop
- sign language interpretation.

### **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) or email notification or AGM notification letter with you to help with identification. You may also find it helpful to bring this Notice of meeting with you to refer to during the meeting.

We ask anyone attending in person to bring as few personal belongings as possible, see 'Health, safety and security' overleaf for details of security procedures that will apply to any bags and other belongings brought into the AGM venue.

## AGM information continued

### Health, safety and security

We will ask you to comply with any health and safety measures we put in place and will 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 meeting. If you do, we may ask you to deposit them in a designated area at your own risk for collection after the meeting.

No-one attending the meeting may bring leaflets, banners, whistles or other items which may be used for disruptive purposes into the venue.

We believe it is important that those attending the meeting behave with courtesy and respect for others. Therefore, behaving in an abusive, derogatory or disruptive manner will not be tolerated at the meeting.

### Mobile devices and photos, filming and recording

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

### Other useful links

Together with this Notice of meeting, you can find the Annual Report 2023, which contains other information required by section 311A of the 2006 Act, on our website at [bt.com/annualreport](https://bt.com/annualreport)

## User guide to joining the 2023 AGM online via the Lumi website

### Online meeting

For the 2023 AGM, BT Group will once again be enabling shareholders to attend and participate in the meeting online, should they wish to do so. This can be done by accessing the AGM website, [web.lumiagm.com/199-324-167](https://web.lumiagm.com/199-324-167)

### 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/199-324-167](https://web.lumiagm.com/199-324-167) on the day.

### 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 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. Access to the meeting via the AGM website will be available from 1:00pm on 13 July 2023; however, 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 of the meeting on your device.

## How can you ask a question?

Shareholders attending online 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 meeting online may also ask questions by telephone, details of which will be made available through the AGM website, [web.lumiagm.com/199-324-167](http://web.lumiagm.com/199-324-167), on the day of the meeting from 1:00pm when access will be available.

## How do you vote?

Once the Chair of the AGM has formally opened the meeting, they 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 online 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.

## How to join if you are a 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 12 July 2023 on +44 (0)808 100 4141 (please use the country code when 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.

## AGM information continued

**Meeting ID:  
199-324-167**  
**To login you  
must have your  
SRN and PIN**

1



Navigate to [web.lumiagm.com/199-324-167](https://web.lumiagm.com/199-324-167)

Access to the website will be available from 1:00pm on Thursday 13 July 2023.

You will be prompted to enter your unique SRN and PIN (first two and last two digits of your SRN).

2

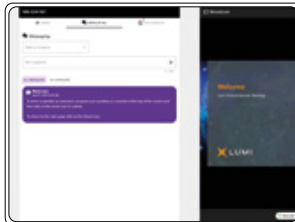


When successfully authenticated, you will be taken to the Home Screen.


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. 

3



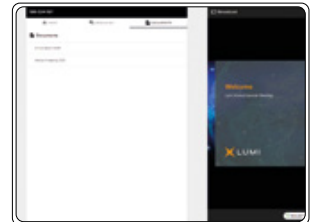
If you would like to ask a question, select the messaging icon.

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

Click the send button to submit.

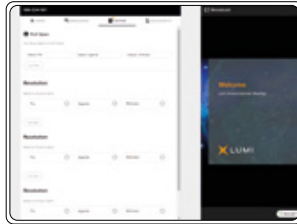
You can keep a track of your messages and any replies via the 'My messages' folder, located within the messaging tab.

4



To view the 2023 Annual Report and 2023 Notice of meeting, click on the 'documents' tab.

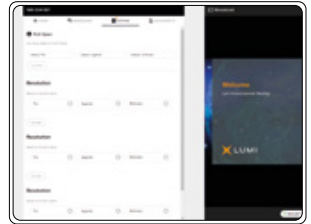
## 5 \_



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.

## 6 \_

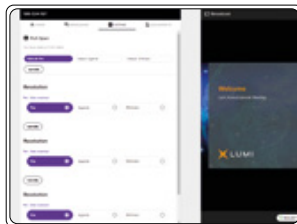


For each resolution, press the choice corresponding with the way in which you wish to vote.


When selected, a confirmation message will appear.

***For – Vote received***

## 7 \_



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. 

## AGM information continued

The AGM will be held online by accessing the AGM website at [web.lumiagm.com/199-324-167](http://web.lumiagm.com/199-324-167) 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

10 minutes by train from Birmingham City Centre.

#### 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 South 6 (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.



## 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.

**Sign up for  
paperless  
information today!**



**Scan to switch**

Switch to digital  
shareholder comms

- 1** Visit [shareview.co.uk](https://shareview.co.uk)
- 2** Select Register
- 3** Tell us who you are, using your Shareholder Reference Number as provided on your proxy card and your AGM notification letter.
- 4** Set up your contact preferences and security details
- 5** Begin managing your shareholding online

It's that simple!

## A reminder that you will no longer receive your dividend by cheque

BT Group has simplified the way it makes dividend payments. As previously communicated to shareholders, dividend payments are no longer being made by cheque.

Contact our share registrar, Equiniti, on +44 (0)808 100 4141 to provide your bank or building society account details.

You can request a printed copy of the Annual Report 2023, free of charge, by getting in touch with our share registrar, Equiniti, via the shareholder helpline or by post.

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



Sign up as an e-shareholder  
[bt.com/signup](https://bt.com/signup)

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

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

Digital impact & sustainability  
[bt.com/responsiblebusiness](https://bt.com/responsiblebusiness)

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

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

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

## AGM information continued

### Privacy notice

We (BT Group plc and British Telecommunications plc) collect and process your personal data as an individual shareholder or as a participant in any shareholder scheme or plan 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 data 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 share your data with third parties (for example our share registrar, Equiniti) where we can compliantly do so.

For further details about how we process your personal data, including your rights over how it is used, please read our shareholder privacy policy which can be found here: [bt.com/shareholder-privacy](https://bt.com/shareholder-privacy)

### Contact information

#### Telephone

Shareholder helpline  
– for general enquiries call:

+44 (0)808 100 4141\*

\* Please use the country code when calling from outside the UK

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

For deaf and speech impaired customers, Equiniti welcome calls via Relay UK. Please see [relayuk.bt.com](https://relayuk.bt.com) for more information.

#### 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).





## BT Group plc

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