

Company No. 4190816

THE COMPANIES ACT 2006

Public Company Limited by Shares

Special Resolution

of

BT GROUP public limited company

Passed 16 July 2020



At the Annual General Meeting of BT GROUP public limited company duly convened and held as a fully virtual meeting on Thursday 16 July 2020 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the company 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 the company, subject to the following conditions:

- (a) the maximum number of shares which may be purchased is 988-million shares;
- (b) the minimum price (excluding expenses) which may be paid for each share is 5p;
- (c) the maximum price (excluding expenses) which the company may pay for each share cannot be more than the higher of:
 - (i) 105% of the average market value of a share in the company for the five business days prior to the day the purchase is made; or
 - (ii) the value of a share in the company calculated on the basis of the higher of the price quoted for: (a) the last independent trade of; or (b) the highest current independent bid for, in each instance any number of shares in the company on the trading venues where the purchase is carried out; and
- (d) this authority expires at the end of the next AGM (or, if earlier, at the close of business on 30 September 2021), except in relation to the purchase of shares, the contract for which was concluded before the expiry of this authority and which may be executed wholly or partly after that expiry.

P PATEL
Authorised signatory