

Company No. 4190816

THE COMPANIES ACT 2006

Public Company Limited by Shares

Ordinary 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 an Ordinary Resolution:-

ORDINARY RESOLUTION

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 the company to allot shares in the company and to grant rights to subscribe for, or to convert any security into, shares in the company:
- (i) up to an aggregate nominal amount of £163m; and
 - (ii) comprising equity securities, as defined in section 560 of the 2006 Act, up to an aggregate nominal amount of £163m (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 the company 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 matters whatsoever. This authority shall hereby take effect from the date of the passing of this resolution until the conclusion of the company's AGM in 2021, or the close of business on 30 September 2021, whichever is the earlier, provided that in each case, the company may, before this authority expires, make offers and enter into agreements which would, or might, require shares in the company 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 the company 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 the company passed on 10 July 2019 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 the company before the expiry of the authority pursuant to which such offer or agreement was made.

A handwritten signature in black ink, appearing to be 'P Patel', with a stylized, flowing script.

P PATEL
Authorised signatory