

Company No. 4190816

THE COMPANIES ACT 2006

Public Company Limited by Shares

**Ordinary and Special Resolutions**

of

BT GROUP public limited company

Passed 15 July 2021

At the Annual General Meeting of BT GROUP public limited company duly convened and held as a hybrid meeting on Thursday 15 July 2021, the following resolutions were duly passed:-

ORDINARY RESOLUTION – 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 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 £165,295,920; and
  - (ii) comprising equity securities, as defined in section 560 of the 2006 Act, up to an aggregate nominal amount of £330,591,840 (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 matter 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 2022, or the close of business on 30 September 2022, 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 16 July 2020 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.

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#### SPECIAL RESOLUTION – DISAPPLICATION OF PRE-EMPTION RIGHTS

That, subject to the passing of Resolution 16 above, and in place of the power given to them pursuant to the special resolution of the company passed on 16 July 2020, 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 the company 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 the company 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 £24,794,388,

such authority to expire on the conclusion of the company's AGM in 2022 (or, if earlier, at the close of business on 30 September 2022), but, in each case, prior to its expiry the company 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.

#### SPECIAL RESOLUTION – 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 the company 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 £24,794,388; 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 company's AGM in 2022 (or, if earlier at the close of business on 30 September 2022), but, in each case, prior to its expiry the company 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.

#### SPECIAL RESOLUTION – AUTHORITY TO PURCHASE OWN SHARES

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 991,775,521 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; and
  - (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; and (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 on the conclusion of the company's AGM in 2022 (or, if earlier, at the close of business on 30 September 2022), 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.

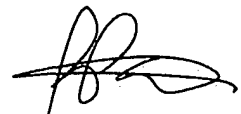
#### SPECIAL RESOLUTION – AUTHORITY TO CALL A GENERAL MEETING ON 14 DAYS' NOTICE

That the company may call a general meeting (but not an AGM) on at least 14 clear days' notice.

#### SPECIAL RESOLUTION – ARTICLES OF ASSOCIATION

That, with effect from the conclusion of the AGM, the new Articles of Association of the company, produced to the AGM and initialled by the Chair of the AGM for the purpose of identification, be adopted as the Articles of Association of the company, in substitution for, and to the exclusion of, the current Articles of Association.

*Certified a true copy*



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Authorised signatory