

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a “retail investor” means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**). For these purposes, a “retail investor” means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (**EUWA**); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (the **UK Prospectus Regulation**). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**UK MiFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA (**UK MiFIR**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **UK distributor**) should take into consideration the manufacturer’s target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

**Notification under Section 309B of the Securities and Futures Act 2001 of Singapore** – In connection with Section 309B of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the *SFA*) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the *CMP Regulations 2018*), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the *CMP Regulations 2018*) and are Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Final Terms dated 14 December 2023

**British Telecommunications public limited company**  
**Legal Entity Identifier (LEI): 549300OWFMSO9NYV4H90**  
**Issue of GBP 100,000,000 5.750 per cent. Notes due 13 February 2041 (the “Notes”) (to be consolidated and form a single series with the existing GBP 350,000,000 5.750 per cent. Notes due 13 February 2041 issued on 13 February 2023 (the “Existing Notes”))**  
**unconditionally and irrevocably guaranteed by BT Group plc**  
**Legal Entity Identifier (LEI): 213800LRO7NS5CYQMN21**  
**under the €20,000,000,000**  
**Euro Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the **Conditions**) set forth in, and extracted from, the Prospectus dated 17 June 2022 which are incorporated by reference in the Prospectus dated 9 June 2023. This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Prospectus dated 9 June 2023, including the Conditions which are incorporated by reference in the Prospectus dated 9 June 2023 and the supplements to it dated 25 August 2023 and 20 November 2023, including all documents incorporated by reference, which together constitute a base prospectus (the **Prospectus**) for the purposes of the UK Prospectus Regulation, in order to obtain all the relevant information. The Prospectus has been published on the website of the London Stock Exchange at <https://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

1. (a) Issuer: British Telecommunications public limited company
- (b) Guarantor: BT Group plc
2. Status: Senior Notes
3. (a) Series Number: 20232
- (b) Tranche Number: 2
- (c) Date on which the Notes will be consolidated and form a single Series: The Notes shall be consolidated and form a single Series and be interchangeable for trading purposes with the Existing Notes with effect on and after the date which is 40 days after completion of the distribution of the Notes, which is expected to occur on or about 29 January 2024
4. Specified Currency: Pounds Sterling (**GBP**)
5. Aggregate Nominal Amount:
  - (a) Series: GBP 450,000,000
  - (b) Tranche: GBP 100,000,000
6. Issue Price: 96.317 per cent. of the Aggregate Nominal Amount plus 308 days’ accrued interest of GBP 4,852,054.79 in respect of the period from, and including, 13 February 2023 to, but excluding, 18 December 2023

7. (a) Specified Denominations: GBP 100,000 and integral multiples of GBP 1,000 in excess thereof up to and including GBP 199,000. Definitive Notes will not be issued in denominations in excess of GBP 199,000
- (b) Calculation Amount: GBP 1,000
8. (a) Issue Date: 18 December 2023
- (b) Interest Commencement Date: 13 February 2023
9. Maturity Date: 13 February 2041
10. Interest Basis: 5.750 per cent. Fixed Rate
11. Redemption Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at par
12. Change of Interest Basis: Not Applicable
13. Put/Call Options: Change of Control Investor Put  
Issuer Call  
Issuer Maturity Par Call
14. Date Board approval for issuance of Notes obtained: 14 June 2018 and 11 September 2020
15. Negative Pledge (Condition 3): Applicable

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

16. Fixed Rate Note Provisions Applicable
- (a) Rate of Interest: 5.750 per cent. per annum payable annually in arrear on each Interest Payment Date
- (b) Interest Payment Date(s) and Business Day Convention for Payment: 13 February in each year, from and including 13 February 2024, up to and including the Maturity Date adjusted in accordance with the Following Business Day Convention, with no adjustment for period end dates
- (c) Fixed Coupon Amount(s): GBP 57.50 per Calculation Amount (applicable to the Notes in definitive form) and GBP 5,750,000 per Aggregate Nominal Amount of the Notes (Tranche 2) (applicable to the Notes in global form) and GBP 25,875,000 per Aggregate Nominal Amount of the Series (applicable to the Notes in global form), payable on each Interest Payment Date
- (d) Broken Amount(s): Not Applicable
- (e) Day Count Fraction: Actual/Actual (ICMA)
- (f) Determination Date(s): 13 February in each year

- (g) Step Up Rating Change and/or Step Down Rating Change: Not Applicable
- (h) Step Up Margin: Not Applicable
- 17. Floating Rate Note Provisions: Not Applicable
- 18. Zero Coupon Note Provisions: Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

- 19. Issuer Maturity Par Call: Applicable
  - (a) Par Call Period: From (and including) 13 November 2040 (the **Par Call Period Commencement Date**) to (but excluding) the Maturity Date
  - (b) Notice periods (if other than as set out in the Conditions):
    - Minimum period: 15 days
    - Maximum period: 30 days
- 20. Issuer Call: Applicable
  - (a) Optional Redemption Date(s): Any date from (and including) the Issue Date to (but excluding) the Par Call Period Commencement Date (as defined in paragraph 19(a) above)
  - (b) Optional Redemption Amount of each Note and method, if any, of calculation of such amount(s): Make-Whole Amount
  - (c) Reference Bond: UKT 1.250% due 22 October 2041 (ISIN: GB00BJQWYH73)
  - (d) Quotation Time: 11.00 a.m. London time
  - (e) Redemption Margin: 0.30 per cent.
  - (f) If redeemable in part: Applicable
    - (i) Minimum Redemption Amount: GBP 100,000
    - (ii) Maximum Redemption Amount: Not Applicable
  - (g) Notice periods (if other than as set out in the Conditions):
    - Minimum period: 15 days
    - Maximum period: 30 days
  - (h) Calculation Agent (if not the Agent): Not Applicable

- |     |   |  |
|-----|---|--|
| 21. | General Investor Put:   | Not Applicable   |
| 22. | Change of Control Investor Put:   | Applicable   |
|     | (a) Optional Redemption Amount:   | GBP 1,000 per Calculation Amount                               |
|     | (b) Put Period (if other than as set out in the Conditions):  | Within the period of 45 days after a Put Event Notice is given |
| 23. | Final Redemption Amount:  | GBP 1,000 per Calculation Amount                               |
| 24. | Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 6.6): | GBP 1,000 per Calculation Amount                               |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |  |   |
|-----|--|---|
| 25. | Form of Notes:   | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes only upon an Exchange Event |
| 26. | New Global Note:   | Yes   |
| 27. | Additional Financial Centre(s) or other special provisions relating to Payment Days: | Not Applicable  |
| 28. | Talons for future Coupons to be attached to definitive Notes:                        | No  |
| 29. | Relevant Benchmark:  | Not Applicable  |

#### **THIRD PARTY INFORMATION**

With respect to any information included herein and specified to be sourced from a third party, the Issuer confirms that any such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information available to it from such third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: ANDREW BINNIE

Andrew Binnie, Group Treasury Director

*Duly authorised*

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's main market and admitted to the Official List of the Financial Conduct Authority with effect from 18 December 2023.
- (ii) Estimate of total expenses related to admission to trading: GBP 5,500

### 2. RATINGS

Ratings:

The Notes to be issued are expected to be rated:

S&P Global Ratings, acting through S&P Global Ratings UK Limited (**Standard & Poor's**): BBB

Moody's Investors Service Ltd. (**Moody's**): Baa2

Fitch Ratings Ltd (**Fitch**): BBB

Each of Standard & Poor's, Moody's and Fitch is established in the UK and each is registered in accordance with Regulation (EC) No. 1060/2009 as it forms part of UK domestic law by virtue of the EUWA. Each of Standard & Poor's, Moody's and Fitch is not established in the EEA and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended, the **CRA Regulation**). However, S&P Global Ratings Europe Limited has endorsed the ratings of Standard & Poor's, Moody's Deutschland GmbH has endorsed the ratings of Moody's and Fitch Ratings Ireland Limited has endorsed the ratings of Fitch, in accordance with the CRA Regulation. Each of S&P Global Ratings Europe Limited, Moody's Deutschland GmbH and Fitch Ratings Ireland Limited is established in the EEA and registered under the CRA Regulation.

Standard & Poor's: An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. (Source: [https://www.standardandpoors.com/en\\_US/web/guest/article/-/view/sourceId/504352](https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352)).

Moody's: Obligations rated 'Baa' are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier '2' indicates that the obligation ranks in the mid-range of its generic rating category. (Source: [https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC\\_79004](https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC_79004)).

Fitch: Obligations rated ‘BBB’ indicate that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity. (Source: <https://www.fitchratings.com/products/rating-definitions>).

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Guarantor and each of their affiliates in the ordinary course of business.

### 4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: As set out in “*Use of Proceeds*” in the Prospectus dated 9 June 2023
- (ii) Estimated net proceeds: GBP 101,169,054.79 (including 308 days’ accrued interest of GBP 4,852,054.79)

### 5. YIELD (*Fixed Rate Notes only*)

Indication of yield: 6.100 per cent. per annum calculated on an annual basis

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. OPERATIONAL INFORMATION

- (i) ISIN: XS2734860039 (prior to the Notes being consolidated and forming a single series with the Existing Notes: XS2582814385)
- (ii) Common Code: 273486003 (prior to the Notes being consolidated and forming a single series with the Existing Notes, Common Code: 258281438)
- (iii) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable



- (vi) Intended to be held in a manner which would allow Eurosystem eligibility: No
- Note that the designation “no” means that should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting such criteria, the Notes may then be deposited with Euroclear Bank SA/NV or Clearstream Banking S.A. as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

## 7. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated: Not Applicable
- (iii) If non-syndicated, name of Dealer: Barclays Bank PLC
- (iv) U.S. Selling Restrictions/TEFRA Rules: Reg. S Compliance Category 2; TEFRA D