

**SUPPLEMENT DATED 3 SEPTEMBER 2019 TO THE PROSPECTUS
DATED 16 JULY 2019**



**BRITISH TELECOMMUNICATIONS
PUBLIC LIMITED COMPANY**

(incorporated with limited liability in England and Wales with Registered Number: 1800000)

unconditionally and irrevocably guaranteed by

BT GROUP PLC

(incorporated with limited liability in England and Wales with Registered Number: 4190816)

€20,000,000,000

Euro Medium Term Note Programme

This Supplement (the “**Supplement**”) to the Prospectus dated 16 July 2019 (the “**Prospectus**”) which comprises a base prospectus for the purposes of Article 5.4 of the Prospectus Directive 2003/71/EC (as amended or superseded) and any relevant implementing measure in a relevant Member State of the European Economic Area (the “**Prospectus Directive**”), constitutes a supplement for the purposes of the Prospectus Directive and for the purposes of Section 87G of the Financial Services and Markets Act 2000 as that provision stood immediately prior to 21 July 2019 and is prepared in connection with the €20,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by British Telecommunications public limited company (the “**Issuer**”). The Financial Conduct Authority, as the UK competent authority under the Prospectus Directive, has approved this Supplement.

The purpose of this Supplement is to (a) incorporate by reference the Trading Update for First Quarter to 30 June 2019 of BT Group plc (the “**Guarantor**”), and (b) reference certain recent developments. The Issuer is a wholly-owned subsidiary of the Guarantor and is its principal trading subsidiary. The Issuer holds virtually all businesses and assets of the BT group.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus. Terms defined in the Prospectus have the same meaning when used in this Supplement.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuer and the Guarantor (each having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this

Supplement and (b) any other statement in or incorporated in the Prospectus, the statements in (a) above will prevail.

Except as disclosed in this Supplement, there has been no significant new factor, material mistake or inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

Save for the Issuer and the Guarantor, no other party has independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility or liability is accepted by the Dealer or the Trustee as to the accuracy or completeness of the information contained in or incorporated by reference in the Prospectus by this Supplement.

None of the Prospectus, this Supplement, any other supplements to the Prospectus and any Final Terms constitutes an offer or invitation by or on behalf of the Issuer, the Guarantor, the Dealer or the Trustee to any person to subscribe for or purchase any Notes.

The distribution of the Prospectus, this Supplement, any other supplements to the Prospectus and any Final Terms and the offer or sale of Notes may be restricted by law in certain jurisdictions. Persons into whose possession the Prospectus, this Supplement, any other supplements to the Prospectus or any Final Terms may come must inform themselves about, and observe, any such restrictions. In particular, there are restrictions on the distribution of the Prospectus, this Supplement, any other supplements to the Prospectus, any Final Terms and other information in relation to the Issuer and any Notes and the offer or sale of any Notes in the United States, the European Economic Area, Belgium, the United Kingdom, Japan and Singapore; see “*Subscription and Sale*” in the Prospectus.

Notes issued or to be issued under the Programme have not been and will not be registered under the United States Securities Act of 1933, as amended, or with any securities regulatory authority of any state or other jurisdiction of the United States and are subject to U.S. tax law requirements. Subject to certain exceptions, any Notes may not be offered, sold or delivered within the United States or to U.S. persons; see “*Subscription and Sale*” in the Prospectus.

TRADING UPDATE FOR FIRST QUARTER TO 30 JUNE 2019

On 2 August 2019, the Guarantor published its Trading Update for First Quarter to 30 June 2019. By virtue of this Supplement, the Trading Update for First Quarter to 30 June 2019 (excluding all information incorporated by reference therein either expressly or implicitly) is incorporated in, and forms part of, the Prospectus. A copy of the Trading Update for the First Quarter to 30 June 2019 is available for viewing on the website of the Issuer (www.btplc.com).

RECENT DEVELOPMENTS

On 14 August 2019, the Guarantor announced that it intends to delist its American Depositary Shares from the New York Stock Exchange and terminate its American Depositary Receipt programme. The Guarantor intends to deregister its equity securities and the registered debt securities of the Issuer in order to reduce reporting costs and complexity.