

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about any aspect of the proposals referred to in this document, or the action you should take, you should seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other appropriate independent financial advisor.

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document together with the Form of Proxy, as soon as possible, to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for transmission onto the purchaser or transferee.



BTG CONSULTING PLC

(formerly Begbies Traynor Group plc)

Notice of Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at its registered office at 340 Deansgate, Manchester M3 4LY, at 10.00am on Wednesday 16 September 2026, is set out at the end of this document.

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the AGM. Whether or not you intend to attend the AGM in person, you are requested to complete and sign the Form of Proxy in accordance with the instructions thereon and return it to the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible and in any event, to be valid, so as to be received no later than 10.00am on Monday 14 September 2026 (or, if the AGM is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). Completion of a Form of Proxy will not preclude a Shareholder from attending and voting at the meeting in person.

Definitions

The following definitions apply throughout this document, unless the context otherwise requires:

"Act"	the Companies Act 2006, as amended from time to time
"AGM Notice" or "Notice of AGM"	the notice convening the AGM set out on pages 6 and 7 of this document
"AIM"	the Alternative Investment Market of the London Stock Exchange
"Annual General Meeting" or "AGM"	the annual general meeting of the Company convened for 10.00am on Wednesday 16 September 2026 and any adjournments thereof
"Articles"	the articles of association of the Company in force as at the date of this document
"Company"	BTG Consulting plc (formerly Begbies Traynor Group plc)
"Directors" or "Board"	the directors of the Company, whose names are set out on page 3 of this document
"Existing Share Option Schemes"	the Company's 2013 and 2022 Share Option Schemes and the Company's Sharesave Plan
"Form of Proxy"	the form of proxy for use at the AGM
"Group"	the Company and its subsidiary undertakings
"Ordinary Shares"	ordinary shares of 5p each in the capital of the Company
"2023 QCA Code"	the 2023 corporate governance code published by the Quoted Companies Alliance, as amended from time to time
"Resolutions"	the resolutions set out in the Notice of AGM
"Shareholders"	holders of Ordinary Shares
"Share Options"	options to subscribe for and awards over Ordinary Shares under the Existing Share Option Schemes

Part 1 – Letter from the Chairman

17 August 2026

Directors:

Ric Traynor (Executive chairman)
Mark Fry (Chief executive officer)
Nick Taylor (Chief financial officer)
John May (Non-executive director)
Mark Stupples (Non-executive director)
Peter Wallqvist (Non-executive director)
Mandy Donald (Non-executive director)

Registered office:

340 Deansgate
Manchester
M3 4LY
Registered in England and Wales
with company no. 5120043

To Shareholders and, for information only, to the holders of Share Options.

Dear Shareholder

2026 ANNUAL GENERAL MEETING

I am pleased to invite you to the 22nd Annual General Meeting of our Company, which will be held at the head office, 340 Deansgate, Manchester M3 4LY, on Wednesday 16 September 2026. The meeting will commence at 10.00am and the doors will be open from 9.45am. You will find the AGM Notice set out at the end of this document and a Form of Proxy is enclosed.

Shareholders are encouraged to register their proxy votes in advance of the AGM and to utilise the option to appoint the chair as proxy. If you are planning on attending the AGM in person, please contact the Company by email (legal.mail@btguk.com) to advise of this and include your shareholder reference number.

The items of business that will be put before the Annual General Meeting include the following:

- (i) approval of the directors' remuneration report (Resolution 2);
- (ii) approving the reappointment of one of our executive directors, Mark Fry (Resolution 4);
- (iii) approving the reappointment of all four of our non-executive directors, Mandy Donald, Mark Stupples, Peter Wallqvist and John May (Resolutions 5 to 8);
- (iv) the renewal of the Directors' general authority to allot Ordinary Shares (Resolution 11);
- (v) the renewal of the general disapplication of statutory pre-emption rights which would otherwise apply to the allotment of equity securities for cash which is sought at each annual general meeting (Resolution 12); and
- (vi) seeking authority for the Company to make market purchases of its own Ordinary Shares (Resolution 13).

This year Shareholders will be asked to approve 13 Resolutions. Resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions. This means that more than 50% of the votes cast must support these Resolutions if they are to be passed. Resolutions 12 and 13 will be proposed as special resolutions. At least 75% of the votes cast must support these Resolutions if they are to be passed.

Resolution 1: Annual report and accounts

Each year the Directors of the Company are required to lay before the annual general meeting the annual accounts of the Company together with the strategic report, the directors' report and the auditor's report. If you have elected to receive a hard copy of this notice, then a copy of the Company's annual report and accounts for the year ended 30 April 2026 is enclosed with this notice. Copies of the 2026 annual report and accounts are available on the Company's website at <https://www.btguk.com/investor-relations/results-centre>. Should you wish to change your election at any time, or if you wish to request a hard copy of the 2026 annual report and accounts, you can do so by contacting the Company's registrar, Computershare Investor Services PLC, at The Pavilions, Bridgewater Road, Bristol BS99 6ZY.

Resolution 2: Approval of directors' remuneration report (advisory vote)

In accordance with the recommendations of the 2023 QCA Code, the Board has proposed Resolution 2 seeking shareholder approval of the directors' remuneration report for the year ended 30 April 2026, which appears on pages 35 to 37 of the 2026 annual report and accounts. Resolution 2 is an advisory resolution and provides shareholders with the opportunity to express their views on the directors' remuneration report. While the outcome of the vote will not be binding on the Company, the remuneration committee and the Board will take the result into account when considering future remuneration policy and practices.

Resolution 3: Final dividend

The Directors are recommending a final cash dividend of 3.1p per Ordinary Share, making a total cash dividend in respect of the financial period ended 30 April 2026 of 4.6p per Ordinary Share. The final dividend, if approved, will be payable on 5 November 2026 to those Shareholders whose names appear on the register of members of the Company at the close of business on 9 October 2026.

Resolutions 4 to 8: Re-election of Directors

In accordance with 2023 QCA Code, all Directors, other than the two Directors required to remain in office to satisfy the quorum provisions of the Articles, will retire and stand for re-election. The Directors remaining in office are those who have served for the shortest period since their last election or re-election. Mark Fry has been in office for the longest period since his last re-election and accordingly Resolution 4 proposes his re-election as a Director of the Company.

Part 1 – Letter from the Chairman continued

2026 ANNUAL GENERAL MEETING continued

Resolutions 4 to 8: Re-election of Directors continued

Resolutions 5 to 8 propose the re-election of all four of the Company's non-executive directors, Mandy Donald, Mark Stupples, Peter Wallqvist and John May, as Directors of the Company.

The biographies of all those Directors who are standing for re-election are set out on the Company's website at <https://www.btguk.com/investor-relations/board-of-directors> and on pages 30 and 31 of the 2026 annual report and accounts.

Resolutions 9 and 10: Reappointment of auditor and auditor's remuneration

The Company is required to appoint an auditor at each annual general meeting at which accounts are laid. Therefore, Resolution 9 proposes the reappointment of Crowe U.K. LLP as auditor (to hold office until the next such meeting) and, in accordance with normal practice, Resolution 10 authorises the Directors to determine the auditor's remuneration.

Resolution 11: Authority to allot shares

The directors of a company may only allot shares (or grant rights to subscribe for, or to convert any security into, shares in the company) if they have been authorised to do so by shareholders in a general meeting. Resolution 11 renews a similar authority given at last year's annual general meeting and seeks authorisation from Shareholders to allot shares as follows:

- (a) the first part of Resolution 11 authorises the Directors to allot Ordinary Shares up to an aggregate nominal amount of £5,382,921 (representing approximately two thirds of the issued share capital of the Company as at 3 August 2026, being the latest practicable date prior to publication of this document) in connection with a rights issue. The amount of this authority will reduce by the nominal value of the Ordinary Shares allotted pursuant to the authority granted by the second part of Resolution 11; and
- (b) the second part of Resolution 11 authorises the Directors to allot Ordinary Shares up to an aggregate nominal amount of £2,691,461 (which represents approximately one third of the issued share capital of the Company as at 3 August 2026, being the latest practicable date prior to publication of this document).

These limits are in line with the guidelines issued by The Investment Association. If given, these authorities will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the Company's next annual general meeting or on 16 December 2027 (the date which is 15 months after the passing of the Resolution) (whichever is earlier).

As at 3 August 2026, being the latest practicable date prior to publication of this document, 161,487,641 Ordinary Shares were in issue and, of these, 112,965 Ordinary Shares are held by the Company in treasury.

There are no present plans to exercise either of the authorities sought under Resolution 11, other than in connection with the Company's Existing Share Option Schemes, and to satisfy consideration obligations in respect of corporate acquisitions and similar commitments. However, the Directors consider that it is in the best interests of the Company to have the authorities available so that they have the maximum flexibility permitted by institutional shareholder guidelines to allot Ordinary Shares or grant rights without the need for a general meeting should they determine that it is appropriate to do so, including to respond to market developments or to take advantage of business opportunities as they arise, and to satisfy any consideration obligations in respect of corporate acquisitions and other similar commitments.

Resolution 12: Disapplication of pre-emption rights

The directors of a company may only issue new shares or other equity securities (within the meaning of section 560 of the Act) for cash other than on a pre-emptive basis if authorised to do so by shareholders in a general meeting. Resolution 12, which will be proposed as a special resolution, renews a similar authority given at last year's annual general meeting and seeks two disapplications of these statutory pre-emption rights:

- (a) the first part of Resolution 12, if passed, would enable the Board, in the context of any rights issue, open offer or similar pre-emptive offer made pursuant to the authorities granted by Resolution 11, to apply typical exclusions, in accordance with normal practice, such as the exclusion of overseas Shareholders and rounding down fractional entitlements, as it thinks fit; and
- (b) the second and third parts of Resolution 12 would, if passed, enable the Directors to allot Ordinary Shares for cash on a non-pre-emptive basis in limited circumstances pursuant to the authority being sought by the second part of Resolution 11. The second and third parts of the Resolution would enable the Directors to issue Ordinary Shares for cash up to an aggregate nominal amount of £807,438 (which represents approximately 10% of the Company's issued share capital as at 3 August 2026 (being the latest practicable date prior to publication of this document)), without having to first offer them to Shareholders in proportion to their existing holdings, and up to 2% for a follow-on offer which the Directors determine to be a kind contemplated in the Statement of Principles.

These authorities are in accordance with the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights ("the **Statement of Principles**"). If given, these powers will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the Company's next annual general meeting or on 16 December 2027 (the date which is 15 months after the passing of the Resolution) (whichever is earlier). The intention of the Directors is to make use of these general disapplications only if it is appropriate to fund further growth and development of the Company. It is the Directors' intention to renew these powers each year.

Resolution 13: Authority to purchase own shares

This Resolution seeks authority for the Company to make market purchases of its own Ordinary Shares as permitted by the Act and is proposed as a special resolution. Resolution 13 renews a similar authority given at last year's annual general meeting and provides the

Directors with the flexibility to exercise the authority granted by this Resolution in the future in such circumstances as they consider it appropriate for them to do so.

In considering whether to use this authority, the Directors will take into account market conditions, appropriate gearing levels, the Company's share price, other investment opportunities and the overall financial position of the Company.

If passed, the Resolution gives authority for the Company to purchase up to 16,148,764 of its Ordinary Shares which represents approximately 10% of the Company's issued Ordinary Share capital (excluding treasury shares) as at 3 August 2026 (being the latest practicable date prior to publication of this document). The minimum and maximum prices for such a purchase are set out in the Resolution.

The authority granted by this Resolution will expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next annual general meeting or, if earlier, on 16 December 2027 (the date which is 15 months after the passing of the Resolution). The Directors intend to seek renewal of the authority at each subsequent annual general meeting of the Company.

The Company is permitted to hold shares it has purchased in treasury as an alternative to cancelling them. Shares held in treasury may subsequently be cancelled, sold for cash, used to satisfy options exercised under the Company's share schemes or applied for the purposes of satisfying share consideration requirements on acquisitions. While held in treasury, the shares are not entitled to receive any dividend or dividend equivalent (apart from any issue of bonus shares) and have no voting rights. The Directors believe that it is appropriate for the Company to have the option to hold its own shares in treasury if, at a future date, the Directors exercise this authority, in order to provide the Company with additional flexibility in the management of its capital base. The Directors will have regard to institutional shareholder guidelines which may be in force at the time of any such purchase, holding or re-sale of shares held in treasury.

Action to be taken

You will find enclosed a Form of Proxy for use in respect of the Annual General Meeting. Shareholders are entitled to appoint one or more persons as proxies to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the Company. **Shareholders are encouraged to utilise the option to appoint the chair as proxy, as an alternative to attending in person or requiring an alternative proxy to attend.** If you are planning to attend in person please advise the Company of this in advance of the AGM by email to legal.mail@btguk.com (and include your shareholder reference number) and note that the Company reserves the right to refuse access to anyone who has not given prior notice of their attendance or where the venue's capacity has been reached. By appointing the chair as proxy, you will ensure that your vote will be counted even if (due to prevailing circumstances at the time) the meeting has to be restricted or you are unable to attend.

You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, you will need to complete a separate Form of Proxy in relation to each appointment. Additional Forms of Proxy may be obtained by contacting the Company's registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or you may photocopy the Form of Proxy provided. You will need to state clearly on each Form of Proxy the number of Ordinary Shares in relation to which the relevant proxy is appointed.

Please note that holders of Share Options are not permitted to vote or submit a Form of Proxy in respect of those Share Options in relation to any of the Resolutions proposed at the AGM.

Please complete and sign the Form of Proxy in accordance with the instructions printed on it and return this as soon as possible but, in any event, to be valid, so as to reach the Company's registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 10.00am on Monday 14 September 2026 (or, if the AGM is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). If you attend the AGM, you will still be able to vote but this will only be necessary if you intend to change the voting instructions given on your Form of Proxy.

Recommendation

The Directors consider that the Resolutions are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors who hold shares in the Company will be voting in favour of all of the Resolutions and unanimously recommend that you vote in favour of each Resolution as well.

Shareholders are encouraged to utilise the option to appoint the chair as proxy, as an alternative to attending the meeting in person or requiring an alternative proxy to attend. By appointing the chair as proxy, you will ensure that your vote will be counted even if (due to prevailing circumstances at the time) attendance at the meeting has to be restricted or you are unable to attend.

The Company would also encourage you to take advantage of the electronic and online methods of communication as it believes they will generate cost savings for the Company by reducing paper consumption, which is good for the business, Shareholders and the environment.

Your proxy appointment must be received by no later than 10.00am on Monday 14 September 2026 (or, if the AGM is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

Yours faithfully

Ric Traynor
Executive chairman
BTG Consulting plc

Notice of Annual General Meeting

BTG CONSULTING PLC (formerly Begbies Traynor Group plc)

(Registered in England and Wales with company no. 5120043)

Notice is given that the 2026 Annual General Meeting of BTG Consulting plc (“the **Company**”) will be held at the offices of the Company at 340 Deansgate, Manchester M3 4LY, on Wednesday 16 September 2026 at 10.00am to consider and, if thought fit, to pass the following Resolutions, of which Resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and Resolutions 12 and 13 will be proposed as special resolutions:

1. To receive the Company’s annual accounts, strategic report and directors’ and auditor’s reports for the year ended 30 April 2026.
2. To approve the directors’ remuneration report for the year ended 30 April 2026 – advisory vote.
3. To declare a final dividend for the year ended 30 April 2026 of 3.1p per ordinary share of 5p in the capital of the Company, to be paid on 5 November 2026 to shareholders whose names appear on the register of members at the close of business on 9 October 2026.
4. To reappoint Mark Fry as a director of the Company.
5. To reappoint Mandy Donald as a director of the Company.
6. To reappoint Mark Stupples as a director of the Company.
7. To reappoint Peter Wallqvist as a director of the Company.
8. To reappoint John May as a director of the Company.
9. To reappoint Crowe U.K. LLP as auditor of the Company.
10. To authorise the directors of the Company to determine the remuneration of the auditor.
11. That, pursuant to section 551 of the Companies Act 2006 (“the **Act**”), the directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot Relevant Securities:
 - (a) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £5,382,921 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 11 (b) of this Resolution) in connection with an offer by way of a rights issue to holders of ordinary shares of 5p each in the capital of the Company (“**Ordinary Shares**”) in proportion (as nearly as practicable) to the respective numbers of Ordinary Shares held by them but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) otherwise than pursuant to paragraph 11 (a) of this Resolution, up to an aggregate nominal amount of £2,691,461,provided that (unless previously revoked, varied or renewed) these authorities shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or on 16 December 2027 (the date which is 15 months after the passing of the Resolution) (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this Resolution, “**Relevant Securities**” means Ordinary Shares in the Company or rights to subscribe for, or to convert any security into, Ordinary Shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for, or to convert any security into, Ordinary Shares in the Company is to the nominal amount of the Ordinary Shares which may be allotted pursuant to that right.

These authorities are in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this Resolution, are revoked with immediate effect).
12. That, subject to and conditional upon the passing of Resolution 11 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authorities granted by Resolution 11 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted by paragraph (a) of Resolution 11, such power shall be limited to the allotment of equity securities in connection with a rights issue) to holders of Ordinary Shares in proportion (as nearly as practicable) to the respective numbers of Ordinary Shares held by them but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange;
 - (b) the allotment of equity securities pursuant to the authority granted by paragraph (b) of Resolution 11 (otherwise than pursuant to paragraph (a) of this Resolution) up to an aggregate nominal amount of £807,438; and

- (c) the allotment of equity securities pursuant to the authority granted by paragraph (b) of Resolution 11 (otherwise than pursuant to paragraphs (a) and (b) of this Resolution), up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time pursuant to paragraph (b) of this Resolution, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or on 16 December 2027 (the date which is 15 months after the passing of the Resolution) (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in substitution for all existing powers under section 570 of the Act (which, to the extent unused at the date of this Resolution, are revoked with immediate effect).

13. That, pursuant to section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares provided that:
- (a) the maximum aggregate number of Ordinary Shares which may be purchased is 16,148,764;
 - (b) the minimum price (excluding expenses) which may be paid for each Ordinary Share is 5p; and
 - (c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:
 - (i) an amount equal to 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out.

The authority conferred by this resolution shall (unless previously revoked, varied or renewed) expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or on 16 December 2027 (the date which is 15 months after the passing of the Resolution) (whichever is the earlier), save that the Company may, before the expiry of the authority granted by this Resolution, enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares pursuant to any such contract as if this authority had not expired.

By order of the board

John Humphrey
Company secretary
17 August 2026

Registered office:
340 Deansgate
Manchester
M3 4LY

Registered in England and Wales with company no. 5120043

Notes

Entitlement to attend and vote

1. The right to vote at the AGM is determined by reference to the register of members of the Company. Only those Shareholders registered in the register of members of the Company as at 10.00am on Monday 14 September 2026 (or, if the AGM is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the AGM.

Total voting rights

2. As at 3 August 2026 (being the latest practicable date prior to the publication of this document) the issued share capital of the Company was 161,487,641 Ordinary Shares, carrying one vote each.

The total number of voting rights in the Company as at 3 August 2026 was 161,374,676 with the Company holding 112,965 shares in treasury.

Proxies

3. A Shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the AGM. A proxy need not be a Shareholder of the Company. Shareholders are **encouraged to utilise the option to appoint the chairman as proxy, as an alternative to attending in person or requiring an alternative proxy to attend.**

A Shareholder may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which, when taken together with the numbers of shares set out in the other proxy appointments, is in excess of the number of Ordinary Shares held by the Shareholders may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in notes 4, 5 and 6 below and the notes to the Form of Proxy. The appointment of a proxy will not preclude a Shareholder from attending and voting in person at the AGM.

4. A Form of Proxy is enclosed. When appointing more than one proxy, please complete a separate Form of Proxy in relation to each appointment. Additional Forms of Proxy may be obtained by contacting the Company's registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, or the Form of Proxy provided may be photocopied. State clearly on each Form of Proxy the number of Ordinary Shares in relation to which the proxy is appointed.

To be valid, a Form of Proxy must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 10.00am on Monday 14 September 2026 (or, if the AGM is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

5. CREST members who wish to appoint a proxy or proxies for the AGM (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("a **CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC (CREST ID 3RA50) no later than 10.00am on Monday 14 September 2026 (or, if the AGM is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Investor Services PLC is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Electronic proxy voting through the internet

6. As an alternative to completing the hard copy Form of Proxy, you are able to appoint a proxy online by visiting www.investorcentre.co.uk/eproxy. You will be required to enter your control number, shareholder reference number and PIN which can be found either on your Form of Proxy or within the email notifying you of the AGM. For an electronic proxy appointment to be valid, the proxy appointment and instructions must be received by the Company's registrar no later than 10.00am on Monday 14 September 2026 (or, if the AGM is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

Corporate representatives

7. A Shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the AGM. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

Method of voting

8. Voting on all resolutions will be conducted by way of a poll, rather than on a show of hands. This is seen as best practice as it gives all Shareholders the opportunity to participate in the decision making of the Company and have their votes recorded in proportion to the number of shares they hold. Resolution 2 is an "advisory only resolution" and is intended to provide Shareholders with the opportunity to express their views on the directors' remuneration report. The vote will not affect the remuneration already paid or payable to any director of the Company.

Biographical details of directors

9. Biographical details of the directors who are offering themselves for reappointment at the AGM are set out on the Company's website at <https://www.btguk.com/investor-relations/board-of-directors> and on pages 30 and 31 of the 2026 annual report and accounts.

Documents available for inspection

10. Copies of the following documents will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice of AGM until the date of the Annual General Meeting and at the place of the Annual General Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting:
 - 10.1. copies of the service contracts of the executive directors; and
 - 10.2. copies of the letters of appointment of the non-executive directors.

Electronic communications with the Company

11. You may not use any electronic address provided in this Notice of AGM, the accompanying letter from the company secretary or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated. Any electronic communication sent by a Shareholder to the Company or Computershare Investor Services PLC which is found to contain a virus will not be accepted by the Company.