



Telstra Corporation Limited

ANNUAL GENERAL MEETING 2014

9.30am (Brisbane time)
Tuesday 14 October

Plaza Ballroom
Brisbane Convention and
Exhibition Centre (BCEC)
Corner of Merivale & Glenelg Streets
South Bank, Brisbane, Queensland

2014 ANNUAL GENERAL MEETING

29 August 2014

Dear Shareholder

I am pleased to invite you to the 2014 Annual General Meeting (AGM) of Telstra Corporation Limited, which will be held on **Tuesday 14 October 2014 at 9.30am** (Brisbane time[#]) in the:

Plaza Ballroom
Brisbane Convention and Exhibition Centre (BCEC)
Corner of Merivale & Glenelg Streets
South Bank, Brisbane, Queensland

To help keep you informed about your company, we have included with our Notice of Meeting some additional information on our key highlights and progress against our strategic priorities for the 2014 financial year. The Notice of Meeting outlining the items of business which you will be asked to consider at the AGM, commences from page 5.

Shareholders attending the AGM can register from 8.30am (Brisbane time) at the venue. A map together with information on how to get to the venue appears on page 11. The Telstra Board and senior executives would like to invite Shareholders to join them for refreshments prior to the AGM. A light lunch will also be served during the course of the Meeting.

Enclosed with this Notice is your personalised Voting Form and a Shareholder Question Form which provides an opportunity for Shareholders to ask questions related to the items of business before the AGM. Frequently asked questions will be addressed either by David Thodey, Chief Executive Officer or myself at the AGM.

The AGM will be webcast live at www.telstra.com/agm (unmetered for BigPond[®] customers) and also broadcast on BigPond Live! Channel 919 on Telstra T-Box[®].

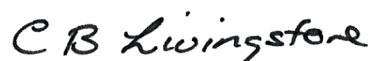
This year John Mullen and I are standing for re-election. Mr Peter Hearl, having been appointed since the last AGM, will be standing for election. The Telstra Board (other than the relevant Director in relation to his/her own election or re-election) recommends the re-election of your two serving Directors and the election of Peter Hearl.

If you are unable to attend the AGM we encourage you to lodge your vote in advance. You can lodge your vote online at vote.linkmarketservices.com/tls or return your Voting Form in the envelope provided. For more information on voting, please refer to pages 5 and 6 of this Notice.

Please contact the Telstra Share Registry on (+61) 1300 88 66 77 if you have any queries regarding the AGM or your shareholding.

On behalf of my fellow Directors, I look forward to welcoming you to the 2014 AGM.

Yours sincerely



Catherine B Livingstone AO
Chairman

[#] Brisbane time is one hour behind Australian Eastern Daylight Savings Time (AEDT).
For example 9.30am Brisbane Time is 10.30am AEDT.

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NOTICE OF MEETING

> [Page 5](#)

.....
VOTING DEADLINES

> [Page 6](#)

.....
**RETAIL SHAREHOLDER
INFORMATION
MEETING DETAILS**

> [Page 10](#)

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VOTE ONLINE AT

vote.linkmarketservices.com/tls
.....

KEY HIGHLIGHTS FY14

46%

ONLINE CUSTOMER
TRANSACTIONS
up from 40 per
cent in FY13



\$26.3B

total income

up 6.1 per cent from FY13 ⁽ⁱⁱ⁾

\$1.1B

invested in our
wireless network



16M

DOMESTIC RETAIL
MOBILE SERVICES



\$217M

SOCIAL AND COMMUNITY
CONTRIBUTIONS

4x 

FOUR TIMES THE
4G GEOGRAPHICAL
COVERAGE AREA
of any other competitor



29.5

CENT TOTAL DIVIDEND

which will distribute
\$3.7 billion to shareholders



30%



REDUCTION IN CARBON
EMISSIONS INTENSITY



\$4.3B

net profit after tax

up 14.6 per cent from FY13 ⁽ⁱ⁾

1.9M

CUSTOMERS ON
A BUNDLED PLAN



82%



EMPLOYEE
ENGAGEMENT SCORE
five percentage points
above the Australian
National Norm

3PT

increase in
NET PROMOTER
SYSTEM SCORE



(i) Figures on a continuing and discontinued operations basis.

(ii) Total income figures are on a continuing operations basis and exclude finance income.

Please refer to page 15 of our 2014 Annual Report for further details www.telstra.com/annualreport

TELSTRA STRATEGIC PRIORITIES: FY14 PROGRESS

> IMPROVE CUSTOMER ADVOCACY

Our customers are our number one priority

Improve customer service	<ul style="list-style-type: none"> Improved customer advocacy scores in all segments and the majority of core products
Deliver better products	<ul style="list-style-type: none"> Refreshed entertainer bundles and IPTV (T-Box) Multi-product holding increased, bundles +259,000
Easier to do business with	<ul style="list-style-type: none"> Industry leading digital support e.g. 24x7 App, CrowdSupport, Facebook



More customers, increased revenue and profit

> DRIVE VALUE FROM THE CORE

Customer and revenue growth	<ul style="list-style-type: none"> Revenue growth in key segments and products
Network leadership	<ul style="list-style-type: none"> New domestic retail customers: mobiles +937,000, fixed data +183,000 Award winning mobile and data & IP networks
Productivity	<ul style="list-style-type: none"> \$1billion in gross productivity benefits



Our business provides enormous opportunity for continued growth

> BUILD NEW GROWTH BUSINESSES

Network Applications and Services (NAS)	<ul style="list-style-type: none"> Organic revenue growth, revenue +28% Improved profitability in the second half Building more capability
Asia	<ul style="list-style-type: none"> Creation of Global Enterprise and Services New management team in Asia International revenue growth +15%⁽ⁱ⁾
Digital Media	<ul style="list-style-type: none"> Autohome IPO, revenue +87% IPTV leadership with Foxtel on T-Box customers +111,000
Global Applications and Platforms (GAP)	<ul style="list-style-type: none"> Launched muru-D® start up incubator Acquisition in August 2014 of Ooyala Inc. a leader in video streaming and analytics
eHealth	<ul style="list-style-type: none"> Acquisitions and investments in eHealth to enhance our capabilities



We are investing for future growth

(i) Includes revenue from CSL, China digital media and global connectivity and NAS.

TELSTRA NOTICE OF MEETING 2014

ITEMS OF BUSINESS

1. Chairman and CEO Presentations

2. Discussion of Financial Statements and Reports

To discuss the Company's financial statements and reports for the year ended 30 June 2014.

3. Election and Re-Election of Directors

To consider and, if thought fit, pass the following resolutions as separate ordinary resolutions:

- (a) 'That Mr Peter Hearl, being eligible, be elected as a Director';
- (b) 'That Mr John Mullen, being eligible, be re-elected as a Director'; and
- (c) 'That Ms Catherine Livingstone AO, being eligible, be re-elected as a Director'.

4. Grant Of Performance Rights

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That approval be given for all purposes for the grant to the Chief Executive Officer, David Thodey, of up to 939,716 Performance Rights under the Telstra FY15 Long Term Incentive Plan, on the terms summarised in the Explanatory Notes.'

5. Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That the Remuneration Report for the year ended 30 June 2014 be adopted'.

Additional Information

Please refer to the Explanatory Notes on pages 7 to 9 for more information on items 3, 4, and 5.

Voting

The ways in which you can vote are outlined below. Please refer to the table on page 6 for the voting deadlines.

Voting Electronically

We encourage you to lodge your vote electronically at vote.linkmarketservices.com/tls. To log in you will need your holder number and postcode for your shareholding. These can be found on the top right hand corner of your Voting or Nominee Form.

Voting Form

Enclosed with this Notice of Meeting is a personalised Voting Form. The Voting

Form allows Shareholders who are not attending the Meeting to either lodge their vote directly, or appoint a proxy or nominee to vote on their behalf. Voting Forms are colour coded (refer to the table on page 6). If you hold Telstra shares in more than one capacity, please be sure to complete the Voting Form that is relevant to each holding.

The Blue Voting Form can be used to either vote your shares directly (Section A) or appoint a proxy to vote on your behalf (Section B). The Green Nominee Form (sent to participants of various employee plans) can be used to appoint a Nominee to vote on their behalf (Section A).

Direct Voting

By completing Section A of the Blue Voting Form, you are voting your shares directly and are not appointing a third party, such as a proxy, to act on your behalf. Shareholders should complete their voting directions by selecting 'for' or 'against' for each item on the Voting Form. Do not complete the 'abstain' box if you are voting directly as it will result in an invalid vote. If no direction is given on an item, or if Section A and Section B are both completed on the Voting Form, your vote may be passed to the Chairman of the Meeting as your proxy.

Appointing Proxies or Nominees

Shareholders, Telstra ESOP 99 Participants and Participants of eligible employee share plans (such as Telstra OwnShare, DirectShare and 2012, 2013 and 2014 Employee Share Plans), who are entitled to attend and vote at the AGM, may appoint a proxy (in the case of a Shareholder) or a nominee (in the case of a Participant) to act generally at the Meeting on their behalf, and to vote.

Complete Section B of the Blue Voting Form or Section A of the Green Nominee Form to appoint your proxy or nominee. Shareholders should complete their voting directions by selecting 'for' or 'against' for each item on the Voting or Nominee Form. If no direction is given, the proxy or nominee may vote as they see fit, subject to any voting restrictions applicable to the proxy. A proxy or nominee need not be a Shareholder of the Company.

A Shareholder or Participant entitled to attend and vote can appoint up to two proxies or nominees as appropriate, and should specify the proportion or number of votes each proxy or nominee is appointed to exercise. If no proportion or number is specified, each proxy or nominee may exercise half of the Shareholder's or Participant's votes. If you wish to appoint two proxies or two nominees, please call (+61) 1300 88 66 77 and request an additional Voting or Nominee Form.

TELSTRA NOTICE OF MEETING 2014

A corporate Shareholder or proxy must appoint a person as its corporate representative (see the Voting Form for further information).

Appointing the Chairman as your Proxy or Nominee

You may appoint the Chairman of the Meeting as your proxy or nominee. If you direct the Chairman of the Meeting how to vote on an item of business, your vote will be cast in accordance with your direction. If you do not direct the Chairman of the Meeting how to vote on an item of business, then by completing and returning the relevant Voting Form you will be expressly authorising the Chairman of the Meeting to exercise your undirected proxy or nominee on a resolution even though it may be directly or indirectly connected with the remuneration of a member of the KMP.

More information on lodging your vote can be found on the back of the relevant Voting or Nominee Form enclosed with this Notice of Meeting. This includes information on voting in relation to items 4 and 5 where voting exclusions apply.

Under the Corporations Act, voting restrictions apply to the company's key management personnel (KMP) and their closely related parties for items 4 and 5. The term "closely related party" in relation

to a member of KMP includes a spouse, dependent and certain other close family members, as well as any companies controlled by the KMP. In addition, voting exclusions apply in respect of item 4 under the ASX Listing Rules. Please refer to the Explanatory Notes for more details.

In the interests of representing the views of as many Shareholders as possible, the Chairman of the Meeting intends to call a poll in relation to items 3, 4 and 5.

AGM Online Webcast

Shareholders can view a live webcast of the AGM online at www.telstra.com/aggm (unmetered for BigPond® customers) from 9.30am (Brisbane time) on Tuesday 14 October 2014. The webcast will be recorded and made available to view after the AGM.

2014 Annual Report

The 2014 Annual Report is available for Shareholders on our investor website www.telstra.com/annualreport

If you would like to receive a hard copy of the 2014 Annual Report, at no charge, please contact the Telstra Share Registry on (+61) 1300 88 66 77. Shareholders who have previously elected to receive a hard copy of 2014 Annual Report will receive it separately in the mail.

Contact Details

You can lodge your vote electronically, by facsimile, by hand or by mail to the Telstra Share Registry whose details are listed below.

If you have any questions about this Notice or the relevant Voting Form please contact:

Telstra Share Registry (Australia)

Link Market Services Limited
Level 12, 680 George Street,
Sydney NSW 2000, Australia

Telephone: +61 1300 88 66 77

Facsimile: +61 2 9287 0309

Telstra Share Registry (New Zealand)

Link Market Services Limited
Level 7, Zurich House
21 Queen Street,
Auckland 1010, New Zealand

Telephone: (within NZ) 0800 835 787

All Other: +64 (9) 375 5998

Facsimile: +64 (9) 375 5990

By order of the Board of Directors



Damien Coleman
Company Secretary

29 August 2014

Investor	Right to vote and attend the Meeting or view the proceedings	Lodging your vote – which form should I use?	Deadline for lodgement
Shareholders	Shareholders registered as at 9.30am (Brisbane time) on Sunday 12 October 2014	Use the Blue Voting Form to either vote directly (Section A) or appoint a proxy (Section B)	9.30am (Brisbane time) on Sunday 12 October 2014
Telstra ESOP 99 Participants	Telstra ESOP 99 Participants registered at 5.00pm (AEDT) on Tuesday 7 October 2014	Use the Green Nominee Form to direct the Telstra ESOP Trustee how to vote	5.00pm (AEDT) on Tuesday 7 October 2014
Participants of other eligible Employee Share Plans	Participants registered at 5.00pm (AEDT) on Tuesday 7 October 2014	Participants should lodge their votes online. Refer to the email notification from Telstra on 29 August 2014, or go to vote.linkmarketservices.com/tls	5.00pm (AEDT) on Tuesday 7 October 2014

EXPLANATORY NOTES

Item 3 Election and Re-Election of Directors

Mr Peter Hearl, Mr John Mullen and Ms Catherine Livingstone, Directors, are standing for election or re-election and will retire in accordance with the provisions of the Constitution and, being eligible, offer themselves for election or re-election.

Mr Hearl, Mr Mullen and Ms Livingstone are all independent non-executive Directors and their relevant skills and experience are summarised below.

To be successfully elected or re-elected as a Director, a candidate must receive more votes cast 'for' than 'against'.

Board Recommendation:

The Board (other than the relevant Director in relation to his/her own election or re-election) recommends the election of Mr Peter Hearl and the re-election of Mr John Mullen and Ms Catherine Livingstone.

In recommending Ms Catherine Livingstone's re-election, the Board took into account factors including Ms Livingstone's performance, the skills and experience she brings to the Board, the length of time she has served as Chairman (and as a Director) of the Company and the significant changes within, and the successes of, the Company during her tenure. The Board believes that, notwithstanding her period of service on the Board, Ms Livingstone has retained her independence of character and judgement and continues to bring invaluable experience and expertise to the Board.

The Chairman of the Meeting intends to vote all available proxies in favour of the election of Mr Peter Hearl and the re-election of Mr John Mullen and Ms Catherine Livingstone.

Peter Hearl

B Com (UNSW), MAIM, GAICD,
Member – AMA

Mr Hearl was appointed as a non-executive Director on 15 August 2014.

Mr Hearl is an experienced company director with substantial international experience as a senior executive in the fast moving consumer goods sector. Mr Hearl served in senior executive roles with Yum! Brands Inc from 1997 to 2008, including Chief Operating and Development Officer for Yum! Brands globally from 2006 until 2008. He previously worked for PepsiCo Inc in Hong Kong, London and Sydney reaching regional vice-president level, as well as in various roles with Exxon in the United States and Australia.

He is a member of the UNSW's Australian School of Business Alumni Leaders Group and previously held the position of honorary Chairman of the US based UNSW Study Abroad-Friends and US Alumni Inc.

Other listed company directorships in the past three years:

Director, Goodman Fielder Ltd (from 2010),
Treasury Wine Estates (from 2012).

John Mullen

Mr Mullen has been a non-executive Director since July 2008 and was last re-elected in 2011. He is Chairman of the Remuneration Committee and a member of the Nomination Committee.

Mr Mullen is the Managing Director and Chief Executive Officer of Asciano Ltd and has served in that role since 2011. He has worked for over two decades in a multitude of senior positions with different multinationals including 10 years with the TNT Group - two years of those as its Chief Operating Officer. From 1991 to 1994, he held the position of Chief Executive Officer of TNT Express Worldwide. Mr Mullen joined Deutsche Post World Net (DPWN) as an Advisor in 1994, becoming Chief Executive Officer of DHL Express Asia Pacific in 2002 and Joint Chief Executive Officer, DHL Express, in 2005. Mr Mullen was Global Chief Executive Officer, DHL Express, from 2006 to 2009.

Other listed company directorships in the past three years:

Director, Asciano Ltd (from 2011), Brambles Limited (2009-2011), Embarq Corporation USA (2006-2009) and MAp Airports Limited (2010-2011).

Other directorships/appointments:

Member, Australian Graduate School of Management (from 2005).

Catherine Livingstone AO

BA (Hons), Hon DBus (Macquarie), Hon DSc (Murdoch), FCA, FTSE, FAICD, FAA

Ms Livingstone has been a non-executive Director since November 2000, was appointed as Chairman in May 2009 and was last re-elected in 2011. She is the Chairman of the Nomination Committee and a member of the Audit & Risk Committee and the Remuneration Committee. Ms Livingstone is a Chartered Accountant and has held several finance and general management roles primarily in the medical devices sector. Ms Livingstone was the Chief Executive of Cochlear Limited from 1994 to 2000. She was Chairman of CSIRO from 2001 to 2006 and has also served on the boards of Goodman Fielder Limited and Rural Press Limited. In 2008, Ms Livingstone was appointed an Officer of the Order of Australia for service to the development of Australian science, technology and innovation policies to the business sector. In 2014, Ms Livingstone was appointed President of the Business Council of Australia.

Other listed company directorships in the past three years:

Director, WorleyParsons Limited (from 2007), Macquarie Bank Limited (2003-2013) and Macquarie Group Limited (2007-2013).

Other directorships/appointments:

President, Business Council of Australia (from 2014) and President, Australian Museum Trust (from 2012); Member, Advisory Board for the John Grill Centre for Project Leadership at University of Sydney (from 2013); Director, The George Institute for Global Health (from 2012) and Saluda Medical Pty Ltd (from 2013).

EXPLANATORY NOTES

(Continued)

Item 4

Grant of Performance Rights

Shareholder approval is sought for the proposed grant of Performance Rights to the CEO, David Thodey, under the Telstra FY15 LTI Plan (Plan) on the terms set out below.

The Board (other than David Thodey) approved the grant of 939,716 Performance Rights to the CEO representing his FY15 LTI entitlement, subject to Shareholder approval at this Meeting.

Plan Terms and Conditions

Each Performance Right entitles the CEO to one fully paid ordinary Telstra share at the end of a three year performance period (1 July 2014 to 30 June 2017), subject to the satisfaction of the performance measures described below and to further trading restrictions until 30 June 2018. Until the performance measures are achieved and the Performance Rights vest as Restricted Shares, the CEO has no legal or beneficial interest in Telstra shares and no entitlement to receive dividends and no voting rights in relation to the Performance Rights.

During the restriction period the CEO is prevented from trading or disposing of the shares allocated. Restricted Shares allocated to the CEO on vesting of the Performance Rights will be purchased on market and will rank equally with other Telstra shares.

The total number of Performance Rights to be granted to the CEO will be 939,716. This number was determined based on the CEO's maximum LTI opportunity, i.e. 200% of his fixed remuneration of \$2,650,000, divided by the volume weighted average share price for the five days after the FY14 results announcement (\$5.64). This process is consistent with previous LTI grants.

As the CEO's grant forms part of his LTI remuneration, the Performance Rights will be granted at no cost to the CEO and no amount is payable on vesting of the Performance Rights. The Performance Rights will be granted under, and subject to, the Plan rules. If Shareholder approval is obtained, it is anticipated that the Performance Rights will be granted to the CEO shortly after the Meeting and, in any event, no later than 12 months after the date of the Meeting.

Performance Measures

The proposed grant of Performance Rights will be subject to two separate performance measures over a three year performance period:

- half of the Performance Rights will be subject to Telstra's relative Total Shareholder Return (TSR) performance measured against a comparator group of large market capitalisation international telecommunication firms; and
- half of the Performance Rights will be subject to Telstra achieving its Free Cash Flow Return on Investment (FCF ROI) target.

The Performance Rights lapse if the performance measures are not met at the end of the performance period. There is no re-testing of Performance Rights after the testing date.

Relative TSR measure

The relative TSR component of the Performance Rights will vest if Telstra's relative TSR performance is equal to or greater than the median of the comparator group of companies at the end of the three year performance period, in accordance with the following vesting schedule:

Relative TSR ranking against the comparator group	% of Performance Rights subject to the relative TSR measure that vest
Below 50th percentile	NIL
At 50th percentile	25%
Above the 50th percentile but below the 75th percentile	Straight line vesting between 25-100%
At or above the 75th percentile	100%

The following large market capitalisation international telecommunication firms make up the comparator group for the FY15 LTI Plan. It is the same comparator group as listed in the FY14 Remuneration Report except that it excludes Sprint Nextel Corporation which was acquired by Softbank Corp in FY14: AT&T Inc; Belgacom Group; Bell Canada Enterprises Inc; BT Group plc; Deutsche Telekom AG; Orange SA; Koninklijke KPN N.V.; KT Corporation; Nippon Telegraph & Telephone Corp; NTT DoCoMo Inc; Portugal Telecom SGPS SA; Singapore Telecommunications Ltd; SK Telecom Co Ltd; Swisscom AG; Telekom Austria AG; Telecom Italia Sp.A.; Telecom Corporation of New Zealand Ltd; Telefonica S.A.; Telenor ASA; TeliaSonera AB; Verizon Communications Inc and Vodafone Group Plc.

FCF ROI Measure

The FCF ROI component of the Performance Rights will vest if Telstra achieves its target FCF ROI for the performance period. The FCF ROI vesting schedule is as follows:

% FCF ROI target and stretch	% of Performance Rights subject to the FCF ROI measure that vest
15%	50%
Between 15% and 16.6%	Straight line vesting between 50-100%
16.6% or more	100%

FCF ROI is calculated by dividing the average annual free cashflow over the three year performance period by Telstra's average investment over the same period and, if appropriate, may be adjusted by the Board to ensure that material events do not result in unintended windfall gains or losses. The FCF ROI targets for the FY15 LTI Plan are marginally below the FY14 LTI Plan targets. A significant factor in this is the impact of the FY14 divestments of our Hong Kong mobiles business, CSL New World Mobility Limited and the Sensis directories business.

EXPLANATORY NOTES

(Continued)

Trading Restrictions

Restricted Shares allocated to the CEO on vesting of his Performance Rights will be subject to an additional trading restriction, ending on 30 June 2018 at the earliest. During the restriction period the CEO's Restricted Shares will be held in trust and he will be entitled to dividends.

Treatment on cessation of employment

In the event of cessation of employment for reasons of redundancy, death, total and permanent disablement, retirement (where notice is given more than 6 months after allocation) or separation by mutual agreement, a pro-rata number of Performance Rights will lapse based on the proportion of time remaining in the performance and restriction period. The portion relating to the CEO's completed service may still vest subject to achieving the performance measures of the Plan at the end of the applicable performance period. If the CEO ceases employment for any other reason prior to the end of the performance or restriction period, any unvested Performance Rights lapse and any Restricted Shares are forfeited.

The Board has discretion to determine that unvested Performance Rights do not lapse and any Restricted Shares are not forfeited. The Board also has discretion, in certain circumstances, to accelerate the end date of the restriction period for the release of the Restricted Shares to the date of departure.

Clawback

The Board has discretion to claw back Performance Rights and Restricted Shares if certain clawback events occur during the performance period or restriction period (including if the CEO has engaged in fraud, dishonesty or gross misconduct or if the financial results that led to the performance rights or shares being awarded are subsequently shown to be materially misstated).

Change of Control

In certain limited circumstances, such as a takeover event where 50 percent or more of all issued fully paid shares are acquired, the Board may exercise discretion to vest Performance Rights that have not lapsed.

Other Information

In relation to the FY15 LTI Plan:

- the CEO is the only Director entitled to participate in the Plan;

- this is the first grant to the CEO under the Plan. The CEO previously received a grant of 1,041,256 Performance Rights relating to the FY14 LTI Plan, in accordance with Shareholder approval received at the 2013 Annual General Meeting;
- there is no loan scheme in relation to the Performance Rights;
- the CEO is prohibited from hedging the share price exposure in respect of Performance Rights and Restricted Shares during the performance period and restriction period;
- Telstra's Share Trading Policy will apply after the restriction period ends and shares can only be traded during the approved trading windows;
- the CEO requires Board (or, in certain circumstances, the Chairman's) approval to sell shares after the restriction period ends if he has not met the requirements of Telstra's Executive Share Ownership policy;
- if Shareholder approval is obtained, details of the Performance Rights granted to the CEO under the Plan will be provided in the Remuneration Report for the year ending 30 June 2015.

Voting Exclusion Statement:

The Company will disregard any votes cast on Item 4 by or on behalf of:

- the CEO;
- associates of the CEO; and
- a member of the KMP (and their closely related parties) acting as a proxy,

unless the vote is cast:

- as proxy, for a person entitled to vote, in accordance with a direction on the Voting Form, or
- by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

Board Recommendation:

The Board (other than David Thodey) considers the grant of Performance Rights to the CEO to be appropriate in all the circumstances and recommends that Shareholders vote in favour of Item 4.

The Chairman of the Meeting intends to vote all available proxies in favour of the grant of Performance Rights to the CEO.

Item 5 Remuneration Report

The Remuneration Report contains information regarding:

- our remuneration policy and strategy;
- the structure of non-executive Director, CEO and certain senior executive remuneration arrangements, and how we seek to align senior executive remuneration with Company performance; and
- the remuneration of non-executive Directors, the CEO and certain senior executives for the year ended 30 June 2014.

The Remuneration Report can be found on pages 44 to 63 of the 2014 Annual Report.

This item provides an opportunity for Shareholders at the Meeting to comment on, and ask questions about, the Remuneration Report.

The vote on this item is advisory only and will not bind the Company. However, the Board will take the outcome of the vote into consideration when reviewing Telstra's remuneration practices and policies.

Voting Exclusion Statement:

The Company will disregard any votes cast on item 5 by, or on behalf of:

- a member of the KMP whose Remuneration is disclosed in the Remuneration Report (and their closely related parties) in any capacity; and
- a member of the KMP at the date of the Meeting (and their closely related parties) acting as proxy.

unless the vote is cast:

- as proxy for a person entitled to vote in accordance with a direction on the Voting Form, or
- by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

Board Recommendation:

The Board recommends that Shareholders vote in favour of item 5.

The Chairman of the Meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report.

CONDUCTING TELSTRA'S ANNUAL GENERAL MEETING

Our Annual General Meeting is intended to give Shareholders the opportunity to:

- Hear presentations from the Chairman and CEO about the operations and performance of the Company and the outlook for the year ahead.
- Consider and vote on the resolutions contained in the Notice of Meeting being the election and re-election of Directors, the grant of Performance Rights to the CEO and the adoption of the Remuneration Report.
- Ask questions of the Board, management and the auditor generally on the items of business, the management of the Company, or the conduct of the audit and the auditor's report. The Chairman and CEO will generally answer questions on behalf of the Board and management.

To help achieve these objectives we will:

- Webcast the Meeting for the benefit of those Shareholders unable to attend the Meeting in person. Shareholders can view the Meeting live at www.telstra.com/aggm. The webcast will be recorded and made available to view after the AGM. The Meeting will also broadcast on BigPond Live! Channel 919 on Telstra T-Box®.
- Enable Shareholders to raise questions in writing prior the Meeting, by either completing the enclosed form or online at vote.linkmarketservices.com/tls. Shareholders asking questions online will need to log in using their SRN/HIN (found on your Voting Form) and then select the 'Ask Question' option under the 'Action' column.
- Provide a reasonable opportunity for Shareholders, as a whole at the Meeting, to ask questions of the Board.
- Make sign language (AuSLAN) and hearing loop facilities available for Shareholders with hearing difficulties.
- Answer Shareholders' questions honestly and fairly. If we can't answer a question at the Meeting, we will seek to provide a response to the Shareholder asking the question after the Meeting.

- Inform Shareholders as to the proxy and direct voting position with respect to the resolutions to be considered by the Meeting and the manner in which the Chairman of the Meeting intends to vote available proxies.

To help achieve these objectives we ask that Shareholders:

- Are courteous and respectful to all Shareholders and others attending the Meeting.
- Keep their questions and comments to a reasonable length of time to allow as many Shareholders as possible who wish to speak at the Meeting an opportunity to do so. Generally a maximum of two minutes each time a Shareholder addresses the Meeting will be appropriate.

- Confine their questions to the matters before the Meeting. If a Shareholder's question appears to be more relevant to the Shareholder's own circumstances than to Shareholders as a whole, we will ask that the Shareholder raise the matter with the customer service attendants outside the Meeting.
- Please respect the privacy of individual Shareholders attending the Meeting and assist in the orderly conduct of the Meeting by not taking photographs or audio or video-recordings of the proceedings of the Meeting.

CUSTOMER SERVICE STAFF AT THE AGM

Expert staff will be available at the Telstra Store located at the AGM venue to answer your customer enquiries before, during and after the AGM.

RETAIL SHAREHOLDER INFORMATION MEETINGS

David Thodey, Chief Executive Officer and Andrew Penn, Chief Financial Officer will host a series of Retail Shareholder Information Meetings across the country in September. Please register by dialling **1800 131 011** and following the prompts, or email us at shareholder.meetings@team.telstra.com

Tuesday 23 September
10.00am-12.00pm
Grand Hyatt
123 Collins Street, Melbourne

Thursday 25 September
2.00pm-4.00pm
Crowne Plaza
16 Hindmarsh Square, Adelaide

Wednesday 24 September
10.00am-12.00pm
The Wesley Conference Centre
220 Pitt Street, Sydney

Tuesday 30 September
10.00am-12.00pm
Hyatt Regency
99 Adelaide Terrace, Perth

Please note: This is strictly a Retail Shareholder Information session and an opportunity for Shareholders to ask questions of management. It is not open to the media. We expect the sessions to last approximately two hours.

HOW TO GET TO THE AGM

Venue

Plaza Ballroom, Brisbane Convention and Exhibition Centre (BCEC)
Corner of Merivale & Glenelg Streets
South Bank, Brisbane, Queensland

Location

The BCEC is located in the South Bank riverside precinct in central Brisbane. It is 10 minutes walk from the CBD.

By Public Transport

The Cultural Centre Busway is 5 minutes walk and the South Brisbane Train Station is adjacent to the Centre on Grey Street, with direct Air Train service.

By Car

The Centre provides undercover parking, with direct lift access to the Centre's convention and exhibition facilities.

The Car Park is accessed by either Merivale Street or Grey Street. Car Park P3 on Grey Street has the closest access to the Plaza Ballroom. Parking rates are available at www.bcec.com.au/car-parking

Accessibility

All public areas of the Centre can be accessed by wheelchair. Disabled car parking is also available at the Centre.



The Plaza Ballroom is located on Level 3 and is accessed from the Grey Street side of the Centre.

TELSTRA AT A GLANCE

WHO WE ARE

Every Day We Help Millions of Customers Connect to the People and Things That Matter Most to Them

Telstra is Australia's leading telecommunications and information services company, offering a full range of communications services and competing in all telecommunications markets. We employ close to 32,000 people directly⁽¹⁾, facilitate access to more than 1,900 points of presence across the globe and have one of Australia's largest shareholder bases, with 1.4 million shareholders.

We have a diverse range of customers, including consumers, small business, large enterprises and government organisations, and we strive to put them at the centre of everything we do. In Australia, our services are offered through 362 Telstra branded retail stores, 90 Telstra Business Centres, 127 Telstra business and enterprise partners and are distributed by over 15,000 retail points of presence managed by our partners.

In Australia, we provide 16 million mobile services, 7.5 million fixed voice services and 3.7 million fixed data services. Telstra's international businesses include Telstra's global networks and managed services business and Telstra's China-based search and advertising business, Autohome Inc.

We understand our customers want technology and content solutions that are simple and easy to use – that's why we have built networks like Australia's largest fully integrated internet protocol (IP) network and Australia's largest and most reliable national mobile network.

INDUSTRY CONTEXT

Our Industry is Experiencing Rapid Change

The telecommunications industry is experiencing enormous growth in demand for services. In Australia, IP traffic grew by 38 per cent and mobile data traffic by 41 per cent in 2013.⁽²⁾

Digital technology is changing our world. Telstra is at the heart of this change – our ambition is to help make it happen by connecting everything to everyone.

OUR PURPOSE

To Create a Brilliant Connected Future for Everyone

To create is our responsibility. The brilliant connected future won't happen on its own, it has to be delivered and Telstra can bring together all the parts to create it.

A brilliant connected future is our aspiration. It's what we need to build for every one of our customers. It's our responsibility to the nation and to every market we work in.

For everyone is crucial. We serve everyone. Change doesn't happen if only a chosen few benefit. Transformation happens when the technologies that create social, economic and cultural change reach enough people.

This all adds up to why we do what we do.

OUR VALUES

Express What We Stand For and Guide the Way We Do Things

Here at Telstra, we have five core values:

1. Show you care
2. Better together
3. Trust each other to deliver
4. Make the complex simple
5. Find your courage

⁽¹⁾ Full Time Equivalent employees.

⁽²⁾ Source – Cisco Visual Networking Index – Australia – 2013 Year in Review – www.cisco.com.