

16 October 2012

**Office of the Company Secretary**

The Manager

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**ELECTRONIC LODGEMENT**

Dear Sir or Madam

**Results of 2012 Annual General Meeting**

In accordance with Listing Rule 3.13.2 and Section 251AA (2) of the Corporations Act, I advise the following poll results at the Telstra Corporation Limited 2012 Annual General Meeting.

**3: Election and re-election of Directors**

The following resolutions were decided on a Poll and the resolutions were passed.

(b) "That Mr Geoffrey Cousins, being eligible, be re-elected as a Director."

|         |        |
|---------|--------|
| For*    | 99.17% |
| Against | 0.83%  |

(c) "That Mr Russell Higgins, being eligible, be re-elected as a Director."

|         |        |
|---------|--------|
| For*    | 99.44% |
| Against | 0.56%  |

(d) "That Ms Margaret Seale, being eligible, be elected as a Director."

|         |        |
|---------|--------|
| For*    | 99.58% |
| Against | 0.42%  |

(e) "That Mr Steven Vamos, being eligible, be re-elected as a Director."

|         |        |
|---------|--------|
| For*    | 99.62% |
| Against | 0.38%  |

(f) "That Mr John Zeglis, being eligible, be re-elected as a Director."

|         |        |
|---------|--------|
| For*    | 99.62% |
| Against | 0.38%  |

As previously advised to the ASX, as a result of Mr Timothy Chen's resignation as a director on 5 October 2012, Item 3(a) was not put to the meeting.

**4: Increase in Directors' Fee Pool**

The following resolution was decided on a Poll and the resolution was passed.

"That in accordance with rule 24.1 of the Company's Constitution, the maximum aggregate remuneration payable from the Company to non-executive Directors of the Company for their services as Directors be increased by \$500,000 from \$3,000,000 to a maximum sum of \$3,500,000 per annum."

|         |        |
|---------|--------|
| For*    | 96.11% |
| Against | 3.89%  |

**5: Grant of Performance Rights**

The following resolution was decided on a Poll and the resolution was passed.

"That approval be given for all purposes for the grant to the Chief Executive Officer, David Thodey, of up to 1,391,076 Performance Rights under the Telstra Growthshare Plan, on the terms summarised in the Explanatory Notes."

|         |        |
|---------|--------|
| For*    | 97.23% |
| Against | 2.77%  |

**6: Adoption of the Remuneration Report**

The following non-binding resolution was decided on a Poll and the resolution was passed.

"That the Remuneration Report for the year ended 30 June 2012 be adopted."

|         |        |
|---------|--------|
| For*    | 97.51% |
| Against | 2.49%  |

The voting position is attached.



**Damien Coleman**  
Company Secretary

\*includes available proxies cast by the Chairman of the meeting



ANNUAL GENERAL MEETING  
Tuesday, 16 October, 2012

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

| Resolution  | Manner in which the securityholder directed the proxy vote<br>(as at proxy close): |                               |                               |                               | Direct vote<br>(as at proxy close): |                               | Manner in which votes were cast in person or by<br>proxy on a poll (where applicable) |                               |                               |                               |
|---|--|-------------------------------|-------------------------------|-------------------------------|-------------------------------------|-------------------------------|---|-------------------------------|-------------------------------|-------------------------------|
|   | Votes<br><i>For</i>  | Votes<br><i>Against</i>       | Votes<br><i>Discretionary</i> | Votes<br><i>Abstain</i>       | <i>For</i>                          | <i>Against</i>                | <i>For</i>  | <i>Against</i>                | <i>Abstain **</i>             |                               |
| 3(A) ELECTION OF MR TIMOTHY CHEN AS A DIRECTOR*       | Resolution not put to meeting  | Resolution not put to meeting | Resolution not put to meeting | Resolution not put to meeting | Resolution not put to meeting       | Resolution not put to meeting | Resolution not put to meeting   | Resolution not put to meeting | Resolution not put to meeting | Resolution not put to meeting |
| 3(B) RE-ELECTION OF MR GEOFFREY COUSINS AS A DIRECTOR | 5,278,887,436  | 19,094,500                    | 125,546,477                   | 16,753,863                    | 127,701,018                         | 27,286,314                    | 5,540,780,189   | 46,589,805                    | 16,753,863                    |                               |
| 3(C) RE-ELECTION OF MR RUSSELL HIGGINS AS A DIRECTOR  | 5,277,517,222  | 17,879,142                    | 126,365,903                   | 18,661,323                    | 141,267,128                         | 13,423,455                    | 5,553,901,405   | 31,418,534                    | 18,661,323                    |                               |
| 3(D) ELECTION OF MS MARGARET SEALE AS A DIRECTOR      | 5,287,120,959  | 8,262,135                     | 126,321,784                   | 18,721,639                    | 139,595,661                         | 15,117,745                    | 5,561,789,834   | 23,496,458                    | 18,721,639                    |                               |
| 3(E) RE-ELECTION OF MR STEVEN VAMOS AS A DIRECTOR     | 5,286,950,754  | 10,390,554                    | 126,207,519                   | 16,887,561                    | 143,773,104                         | 10,913,757                    | 5,565,706,245   | 21,403,471                    | 16,887,561                    |                               |
| 3(F) RE-ELECTION OF MR JOHN ZEGLIS AS A DIRECTOR      | 5,285,586,783  | 7,806,465                     | 129,766,567                   | 17,230,622                    | 139,073,621                         | 13,365,688                    | 5,563,136,146   | 21,329,986                    | 17,230,622                    |                               |
| 4 INCREASE IN DIRECTORS' FEE POOL                     | 5,173,224,638  | 134,091,183                   | 82,913,925                    | 12,374,336                    | 74,607,875                          | 80,038,807                    | 5,335,416,508   | 216,185,738                   | 12,374,336                    |                               |
| 5 GRANT OF PERFORMANCE RIGHTS                         | 5,222,258,245  | 83,018,088                    | 122,839,905                   | 12,118,558                    | 84,853,472                          | 69,558,280                    | 5,435,296,777   | 154,628,661                   | 12,118,558                    |                               |
| 6 ADOPTION OF REMUNERATION REPORT                     | 5,210,568,288  | 79,636,903                    | 124,320,866                   | 25,144,034                    | 95,817,213                          | 57,253,684                    | 5,434,453,851   | 138,887,824                   | 25,144,034                    |                               |

\*\* - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item