

Telstra Group Limited

Notice of 2023 Annual General Meeting

Tuesday 17 October 2023

The Annual General Meeting of Telstra Group Limited will commence at 9.30am (Melbourne time) on Tuesday 17 October 2023 at:

- Sovereign Room
Level 1, Melbourne Convention and Exhibition Centre, 1 Convention Centre Place, South Wharf, Melbourne, Victoria, 3006; and
- Online at meetings.linkgroup.com/TLSAGM23 using the platform provided by our share registry, Link Market Services.

Shareholders should read this notice and visit telstra.com/agm for all the important information about our Annual General Meeting.



Dear Shareholder

I am pleased to invite you to attend Telstra's 2023 Annual General Meeting (AGM) commencing at 9.30am (Melbourne time) on Tuesday 17 October 2023. Registration will open from 8.30am (Melbourne time).

This will be a hybrid Shareholder meeting, allowing Shareholders to either attend in person at the Sovereign Room, Level 1 Melbourne Convention and Exhibition Centre, South Wharf, Melbourne or online at meetings.linkgroup.com/TLSAGM23 using the platform provided by our share registry, Link Market Services. We hope you will join us to listen to our presentations, vote and ask questions on the items of business.

The Notice of Meeting together with the Telstra Virtual Meeting Guide provide all the important information you need to know about attending our AGM and are available at telstra.com/agm.

If you are attending online, please ensure you have your Shareholder number and the postcode or country code for your shareholding available when you log in as you won't be able to vote and ask a question without them. For details on how to find your Shareholder number, please refer to page 5.

The items of business at the AGM are outlined on page 7 and should be read together with the explanatory notes located on pages 16 to 27.

This year Maxine Brenner and Ming Long, having joined the Board in early 2023, will stand for election. Bridget Loudon and Elana Rubin, having served three years on the Board, will stand for re-election. The Telstra Board (other than the relevant Director in relation to her election or re-election) recommends the election of Maxine Brenner and Ming Long and the re-election of Bridget Loudon and Elana Rubin. See pages 16 to 19 of the explanatory notes for details on your Directors who are standing for election and re-election.


Earlier this week I announced my intention to retire from the Telstra Board at the conclusion of this year's AGM, and that I will be succeeded by current director Craig Dunn. It has been an absolute privilege to be a part of the Telstra team and all we have delivered. After 15 years on the Board, the past seven as Chairman, and with a new leadership team in place, the time is right for me to step down. I know from working closely with him on the Board that Craig is the right person to lead the Board and I will hand over the reins confident that Telstra will continue to play a vital and strategic role in building Australia's digital future.

We welcome your questions. If you are attending the meeting online, you can ask a question via the online platform during the meeting either in writing or by audio. Please refer to the Telstra Virtual Meeting Guide available at telstra.com/agm for information on how to do this. Questions can also be submitted online in advance of the meeting. Please refer to page 12 for details on how to do this. Vicki Brady, our Chief Executive Officer, and I will endeavour to address the most frequently asked questions during our AGM presentations. After the meeting we will also share the frequently asked questions by Shareholders and our responses at telstra.com/agm.

Customer-related questions received ahead of the AGM will be responded to as soon as possible from the date of receipt. If a customer-related question is asked during the meeting, either in person or using the online platform (either in writing or by audio), staff will be available to respond to the enquiry and it will be addressed outside of the AGM.

Thank you for your continued support and investment in Telstra and on behalf of my fellow Directors I look forward to welcoming you to our AGM.

Yours sincerely



John P Mullen

Chairman
1 September 2023

Important information for Shareholders

Online

The Telstra Virtual Meeting Guide is available for Shareholders to download at telstra.com/agm. The guide includes all the important information about how to attend, vote and ask a question (either in writing or by audio) online using the platform provided by our share registry, Link Market Services.

Attending the AGM

At the venue

The physical venue for the AGM is the:

Sovereign Room
Level 1, Melbourne
Convention and
Exhibition Centre (MCEC),
1 Convention Centre Place,
South Wharf,
Melbourne 3006.

The Sovereign Room is located on Level 1 of the Exhibition Centre (in the area shaded orange on the map). The closest entry point is Convention Centre Place and from there take the escalator or lift up to Level 1.



Train

The closest train station is Southern Cross. MCEC is approximately a 20 minute walk from the station along Spencer and Clarendon Streets.

Trams

Trams 96, 109 and 12 stop outside the MCEC on Clarendon Street. From the tram stop it is a 5–7 minute walk to the Sovereign Room.

Taxis

Taxis can take you to the main doors of the Melbourne Exhibition and Convention Centre in Convention Centre Place. There is also a taxi rank on Convention Centre Place.

Parking

Various car parking options are available close to the venue. These are marked with a P on the map above. The South Wharf multi-level car park is the closest and can be accessed via Convention Centre Place. Further information is available at mcec.com.au/plan-your-visit.

Accessibility

The Sovereign Room is situated on Level 1 of the Exhibition Centre and is accessible by using the two-direction escalators or the lifts. Ramp access is available into the Centre. Further information is available at mcec.com.au/plan-your-visit.

Key terms used in this Notice of Meeting

Shareholders – the term Shareholder in this Notice of Meeting (and the proxy/voting form ('Shareholder Voting Form')) includes all Telstra Shareholders recorded in the register of Telstra Shareholders and holders of Restricted Shares.

Restricted Shares – are Telstra shares held under a Telstra employee equity plan.

Shareholder number – is a general term for your:

- Shareholder Reference Number (SRN) or Holder Identification Number (HIN) if your shareholding is on the Australian share register; or
- Employee number if applicable

Proxy – if you are a holder of Restricted Shares, references to proxies in this Notice of Meeting (and other meeting documents including the online platform) are to nominees you appoint to attend and vote on your behalf.

Locating your Shareholder number

Shareholders who wish to attend and vote at our AGM online need to ensure they have located their Shareholder number in advance of joining the meeting. For security reasons, Shareholder numbers can only be sent by post to the Shareholder's registered address, they cannot be provided by email or phone. Shareholders can attend the meeting without their Shareholder number but will not be able to vote or ask a question.

Shareholders who receive hard copy communications can locate their Shareholder number on their voting form or holding statement.

Shareholders who receive electronic communications can locate their Shareholder number on their holding statement.

Holders of Restricted Shares and Shareholders with a holding on the employee share register can use their Employee number to log in.

For further information, please visit telstra.com/aggm.

The Telstra Virtual Meeting Guide is available at telstra.com/aggm. The guide provides information on:

- How to log in to our AGM online
- How to Vote online
- How to Ask a Question during the meeting online (either in writing or by audio).

Telstra Notice of Annual General Meeting 2023

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 2023.

3. Election and Re-election of Directors

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

- (a) 'That Maxine Brenner, being eligible, be elected as a Director';
- (b) 'That Ming Long AM, being eligible, be elected as a Director';
- (c) 'That Bridget Loudon, being eligible, be re-elected as a Director'; and
- (d) 'That Elana Rubin AM, being eligible, be re-elected as a Director'.

4. Allocation of Equity to the CEO

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

- (a) Grant of Restricted Shares to the CEO
'That approval be given for all purposes, for the grant of 426,917 Restricted Shares to the Chief Executive Officer and Managing Director, Vicki Brady, under the Telstra FY23 Executive Variable Remuneration Plan (EVP).'
- (b) Grant of Performance Rights to the CEO
'That approval be given for all purposes, for the grant of 487,905 Performance Rights to the Chief Executive Officer and Managing Director, Vicki Brady, under the Telstra FY23 EVP.'

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 2023 be adopted.'

Under the Corporations Act, the vote on this resolution is advisory only and will not bind Telstra or the Directors.

The items of business should be read in conjunction with the explanatory notes on pages 16 to 27. The explanatory notes form part of this Notice of Meeting.

Voting and asking questions:

Am I eligible to vote at the AGM?

You are eligible to vote at the AGM if you are a Shareholder as at 9.30am (Melbourne time) on Sunday, 15 October 2023.

How can I vote?

If you are entitled to vote at the AGM you can exercise your vote in the following ways.

Option: Lodge your vote before the AGM

Details

You can lodge your vote directly before the AGM.

Instructions

You can lodge your vote:

- **online** at vote.linkmarketservices.com/tls
To log in you will need your Shareholder number and the postcode or country code for your shareholding (refer to page 5 for information on how to locate your Shareholder number).
- **by hand:**
Telstra Share Registry (Australia)
Link Market Services Limited
Level 12, 680 George Street,
Sydney NSW 2000
- **by fax:** +61 (2) 9287 0309
- **by mail:**
Telstra Share Registry (Australia)
Link Market Services Limited
PO Box A942
Sydney SOUTH NSW 1234

Votes by Shareholders must be received by:
9.30am (Melbourne time) on Sunday, 15 October 2023

How can I vote? (continued)

Option: Appoint a Proxy before the AGM

Details

You can appoint a proxy to attend the AGM and vote at the AGM on your behalf.

Your proxy may be an individual or a body corporate and does not need to be a Shareholder.

You cannot appoint more than two proxies. If you do appoint two proxies to attend and vote for you, you must specify the proportion or number of votes that each of your two proxies can exercise. If you don't specify the proportion or number, then each proxy may exercise half of your votes. If you have specified how your proxy is to vote on an item of business, your proxy must vote the way you have specified. Your proxy can only vote on the items of business that you are entitled to vote on.

If you have specified how your proxy is to vote on an item of business, but your proxy does not attend the meeting – or does not vote on that item – then the Chairman of the meeting will vote as you have directed (or in accordance with the voting intentions outlined below).

Instructions

You can appoint a proxy:

- **online** at vote.linkmarketservices.com/tls

To log in you will need your Shareholder number and the postcode or country code for your shareholding (refer to page 5 for information on how to locate your Shareholder number).

- **by hand:**

Telstra Share Registry (Australia)
Link Market Services Limited
Level 12, 680 George Street,
Sydney NSW 2000

- **by fax:** +61 (2) 9287 0309

- **by mail:**

Telstra Share Registry (Australia)
Link Market Services Limited
PO Box A942
Sydney SOUTH NSW 1234

**Proxy appointments must be received by:
9.30am (Melbourne time) on Sunday, 15 October 2023**

Option: Vote online during the AGM

Details

You can attend the AGM by logging into the online platform meetings.linkgroup.com/TLSAGM23.

You will be able to vote online through the platform during the AGM.

Voting on items 3(a), 3(b), 3(c), 3(d), 4(a), 4(b) and 5 will be by poll.

The Chairman of the meeting will open the poll shortly after the meeting commences at 9.30am (Melbourne time) on Tuesday 17 October 2023. Voting will close 10 minutes after the close of the Meeting and you will be notified on the platform how much time is left.

If you have lodged a direct vote or proxy before the meeting and then vote online during the meeting, your direct vote or proxy lodged before the meeting will be cancelled.

Instructions

Registration will open from 8.30am (Melbourne time) on Tuesday, 17 October 2023.

When you log into the online platform meetings.linkgroup.com/TLSAGM23, you will be required to register as a Shareholder or proxy holder and will be able to vote your shares or the shares you represent.

If you are a Shareholder, you will need to provide your Shareholder number and the postcode or country for your shareholding to register to vote once you have logged in.

A proxy who is attending the AGM online will need a **proxy number**, issued by Telstra's Share Registry, Link Market Services, to register to vote once logged in. Link Market Services will provide confirmation of the proxy number by email to the email address provided by the Shareholder on the form or online no later than 24 hours prior to the meeting and following lodgement of the proxy appointment.

Alternatively, proxy holders can call the meeting help line on +61 1800 990 363 on the day of the meeting to request confirmation of the proxy number.

More information is available in the Telstra Virtual Meeting Guide located on our website at telstra.com/agm.

How can I vote? (continued)

Option: Vote in person at the AGM

Details

You can vote in person at the AGM by attending the physical venue.

Instructions

Registration will open from 8.30am (Melbourne time) on Tuesday, 17 October 2023 at the Sovereign Room, Level 1 Melbourne Convention and Exhibition Centre, 1 Convention Centre Place, South Wharf Melbourne 3006. The meeting will commence at 9.30am (Melbourne time).

What if I hold my Shares jointly?

If you hold your Shares jointly, you and the other holders may attend the AGM. However, if more than one joint holder votes using any of the options outlined above, only the vote of the holder named first in the register will be accepted.



How can I ask questions?

Shareholders can ask or submit questions using one of the options below. Questions should be relevant to the AGM.

Option	Instructions
Before the AGM	<p>You can submit questions before the AGM online at vote.linkmarketservices.com/tls. To log in you will need your Shareholder number (see page 5) and the postcode or country code for your shareholding. When you have accessed your shareholding online, select the 'Ask Question' option under the 'Action' column.</p> <p>Questions must be received by Telstra's Share Registry by 9.30am (Melbourne time) on Sunday, 15 October 2023.</p> <p>The Chairman and CEO will endeavour to address the more frequently raised Shareholder matters during the course of the AGM and we will make available online after the AGM the frequently asked questions by Shareholders and the responses at telstra.com/agm.</p> <p>Please note, questions to the auditor in relation to the content of the auditor's report or the conduct of the audit must be received by Telstra's Share Registry by 5.00pm (Melbourne time) on Tuesday, 10 October 2023.</p>
At the AGM	<p>If attending the AGM online, you will have the opportunity to ask questions during the meeting via the online platform at meetings.linkgroup.com/TLSAGM23 by asking:</p> <ol style="list-style-type: none">1. A written question online, or2. An audio question online. <p>The Telstra Virtual Meeting Guide available at telstra.com/agm provides more detailed information on how to ask questions online.</p> <p>If attending the AGM at the venue, the Chairman will invite you to move to a microphone to ask your question at the appropriate time.</p>

Customer related questions received ahead of the AGM will be responded to as soon as possible from the date of receipt. If a customer related question is received during the AGM, either online (either in writing or by audio) or at the venue, staff will be available to respond to the enquiry and it will be addressed outside of the AGM.

Corporate representatives

A body corporate who is a Shareholder or proxy must appoint an individual as its corporate representative, if it wishes to attend and vote at the AGM. If you are a corporate representative, you will need to provide evidence of your appointment as a corporate representative to Telstra's Share Registry prior to the meeting or have previously provided the company with evidence of your appointment.

Powers of attorney

If you appoint an attorney to attend and vote at the AGM on your behalf, the power of attorney (or a certified copy) must be received by Telstra's Share Registry by 9.30am (Melbourne time) on Sunday, 15 October 2023, unless the power of attorney has previously been lodged with Telstra's Share Registry.

Chairman's voting intentions

The Chairman intends to vote all available proxies in favour of all Resolutions. If you appoint the Chairman of the meeting as your proxy, or the Chairman of the meeting is taken to be appointed as your proxy and you have not specified the way to vote on an item of business, the Chairman of the meeting intends to exercise your votes in favour of the relevant Resolution.

Chairman as proxy

You may appoint the Chairman of the meeting as your proxy.

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, or the Chairman of the meeting becomes your proxy by default, then by submitting a proxy appointment you will be expressly authorising the Chairman of the meeting to exercise your votes as an undirected proxy on a resolution even though it may be directly or indirectly connected with the remuneration of a member of the Key Management Personnel (KMP).

Key Management Personnel (KMP)

Under the Corporations Act, voting restrictions apply to the company's KMP and their closely related parties for items 4(a), 4(b) and 5. The term "closely related party" in relation to a member of KMP includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP. Further voting exclusions also apply to the CEO and any of her associates for items 4(a) and 4(b). Please refer to the explanatory notes for more detail.

If you intend to appoint a member of the KMP (other than the Chairman of the meeting) or one of their closely related parties as your proxy, please ensure that you direct them how to vote on items 4(a), 4(b) and 5, otherwise they may not be able to cast a vote as your proxy on those items.

Voting exclusions

Voting exclusions apply to items 4(a), 4(b) and 5 as set out in this Notice of Meeting. The Chairman of the meeting intends to vote all available proxies in favour of items 4(a), 4(b) and 5.

2023 Annual Report

The 2023 Annual Report is available for Shareholders on our investor website telstra.com/annualreport. If you would like to receive a hard copy of the 2023 Annual Report, at no charge, please contact Telstra's Share Registry on (+61) 1300 88 66 77. Shareholders who have previously elected to receive a hard copy of the 2023 Annual Report will receive it in the mail.

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman of the meeting has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman of the meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the AGM is affected.

Where he considers it appropriate, the Chairman of the meeting may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, if Shareholders have already decided how they will cast their vote, they are encouraged to cast a direct vote online or lodge a proxy by 9.30am (Melbourne time) on Sunday, 15 October 2023 even if they plan to attend in person or online.

By order of the Board of Directors



Sue Laver

Company Secretary
1 September 2023



Notice of Meeting – Explanatory Notes

Item 2 – Discussion of Financial Statements and Reports

This item of business provides a reasonable opportunity for Shareholders to comment on and ask questions on the financial statements and reports, and on the business, operations and management of Telstra for the year ended 30 June 2023. There will also be a reasonable opportunity to ask questions of the company’s auditor relevant to the conduct of the audit, the preparation and content of the auditor’s report, the accounting policies adopted by the company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Item 3 – Election and Re-election of Directors

Our 2023 Corporate Governance Statement at [telstra.com/governance](https://www.telstra.com/governance) provides information on our Director appointment, election and re-election process.

The following independent non-executive Directors are standing for election or re-election.

(a) Maxine Brenner

BA, LLB

Non-executive Director appointed on 17 February 2023. Member of the Audit & Risk Committee and the Nomination Committee.

Maxine is an experienced ASX top-20 director with over 20 years’ Board experience in some of Australia’s most high-profile companies.

Maxine has a diverse background with strong experience in the corporate advisory, finance and regulatory sectors. She has a strong customer perspective and is particularly focused on the changing nature of customer expectations.

Maxine is a former Managing Director of Investment Banking at Investec Bank (Australia) Limited. She also practised as a corporate lawyer with Freehill Hollingdale & Page (now Herbert Smith Freehills) and spent several years as a lecturer in the Faculty of Law at both the University of NSW and the University of Sydney.

Other listed company directorships (past three years)

Director, Woolworths Group Limited (from December 2020), Qantas Airways Limited (from August 2013) and Origin Energy Limited (from November 2013). Former – Director, Orica Limited (April 2013 – December 2022).

Other directorships and appointments

Member of the University of NSW Council.

The Board supports Maxine's election as her substantial experience in corporate advisory, financial and regulatory sectors, combined with her insights, knowledge and general experience are valuable contributions to the Board's skills, experience, and expertise.

(b) Ming Long AM

BEc, LLB, MBA, FCA, GAICD

Non-executive Director effective 1 January 2023. Member of the Audit & Risk Committee, the People & Remuneration Committee and the Nomination Committee.

Ming is an experienced Director with over a decade of board experience in areas including real estate, infrastructure, funds and investment management and financial services. She also has a wealth of experience in sustainability and diversity.

Ming has held senior executive and leadership positions in listed and private equity owned organisations leading complex multi-year strategies to transform companies, as well as experience in corporate restructuring. She is passionate about helping Australia drive better economic, social and environmental outcomes.

Ming has played an influential role in industry leadership in Australia and is on the steering committee for the Australian Institute of Company Directors Climate Governance Initiative and is a member of the ASIC Corporate Governance Consultative Panel. In 2020, she was awarded a Member of the Order of Australia for her significant service to the financial and real estate sectors, and to diversity and inclusion.

Other directorships and appointments

Director, IFM Investors (from 2022), QBE Insurance (Auspac) (from 2019), Committee for Economic Development of Australia (CEDA) (from 2019) and Chair of the Diversity Council Australia Limited (from 2017). Previously Chair of AMP Capital Funds Management Limited.

The Board supports Ming's election as her substantial experience in the financial sector and corporate strategy combined with her insights, knowledge and general experience are valuable contributions to the Board's skills, experience and expertise.

(c) Bridget Loudon

BCom (University College Galway)

Non-executive Director appointed on 14 August 2020 and elected on 13 October 2020. Member of the People & Remuneration Committee and the Nomination Committee.

Bridget is Founder and Chief Executive Officer of Expert360. Expert360 is Australia's number one skilled talent platform, using sophisticated vetting and matching technology to connect more than 1000 companies with more than 30,000 elite consultants, project managers, data analysts and developers. Expert360 has been recognised as a game-changing platform by, among others, Harvard Business Review and the Economist.

Prior to founding Expert360 in 2013, Bridget worked as a management consultant for Bain & Co in Sydney. At Bain, Bridget was part of teams that advised ASX 50 leaders on strategy and transformation across a range of industries such as Retail, Consumer, Mining and Education.

Bridget is a leader in how organisations transform themselves to capture the opportunities presented by developments in technology. She has passion for solving customer problems and an impressive desire to create positive outcomes for society using technology.

Other directorships and appointments

Director, Expert 360 Pty Ltd (from 2013) and E360 Holdings Pty Ltd (from 2019).

The Board supports Bridget's re-election as her substantial experience in technology, transformation and corporate strategy combined with her insights, knowledge and general experience are valuable contributions to the Board's skills, experience, and expertise.

(d) Elana Rubin AM

BA (Hons), MA, SF Fin, FAICDLife

Non-executive Director appointed on 14 February 2020 and elected on 13 October 2020. Chair of the People & Remuneration Committee and member of the Nomination Committee.

Elana has more than 20 years' Board experience across the financial service sector, including superannuation and funds management as well as the fintech, property, infrastructure and government sectors. Her executive career spanned industrial relations, social and economic policy and superannuation.

Elana is adept at working in consumer facing organisations with a strong customer focus and can balance commercial interests with the complex requirements of regulated sectors.

Elana has strong risk management and regulatory experience, having worked in highly regulated sectors including as Chair of AustralianSuper, one of Australia's largest and innovative super funds, and Chair of Victorian WorkCover Authority, a highly regarded regulator and workplace injury insurer.

Other listed company directorships (past three years)

Director, Dexus Funds Management Limited (from September 2022), Slater and Gordon Limited (from 2018. Acting Chair from August – November 2021). Former – Director, Afterpay Limited (2017-2022, Chair 2020-2022).

Other directorships and appointments

Chair, Australian Business Growth Fund (ABGF) (from March 2023) and Victorian Managed Insurance Authority (from 2016). Director, Reserve Bank of Australia (from 31 August 2023).

The Board supports Elana's re-election as her substantial experience in financial services, corporate strategy and government regulation combined with her insights, knowledge and general experience are valuable contributions to the Board's skills, experience and expertise.

Board recommendation

The Board (other than the relevant Directors in relation to their own election or re-election) recommends the election of Maxine Brenner and Ming Long, and the re-election of Bridget Loudon and Elana Rubin. The Chairman of the meeting intends to vote all available proxies in favour of the election of Maxine Brenner and Ming Long and re-election of Bridget Loudon and Elana Rubin.

Item 4 – Allocation of Equity to the CEO

4(a) Grant of Restricted Shares to the CEO

4(b) Grant of Performance Rights to the CEO

Shareholders are being asked to approve a grant of 426,917 Restricted Shares and 487,905 Performance Rights to Vicki Brady, the Chief Executive Officer and Managing Director (**CEO**), under the Telstra FY23 Executive Variable Remuneration Plan (**EVP**).

EVP terms and conditions

The CEO's total remuneration package for the 2023 financial year (FY23) comprised fixed remuneration (paid in cash) (**Fixed Remuneration**) of:

- \$1,201,205, while she held the role of Chief Financial Officer and Group Executive, Strategy & Finance (**COFO**) until 31 August 2022 (this includes the increase of \$1,205 from 1 July 2022 reflecting the legislated increase in Superannuation Guarantee Contribution); and
- \$2,390,000 while she held the role of CEO for the remainder of FY23,

and variable remuneration delivered through the EVP.

The amount earned by the CEO under the FY23 EVP (**Individual EVP Outcome**) is delivered through a combination of cash (25%), Restricted Shares (35%) and Performance Rights (40%). It had the potential to deliver rewards that were valued at 200% of Fixed Remuneration for performance at target and 300% of Fixed Remuneration for stretch performance.

The Board believes that the EVP remains an appropriate mechanism to align performance and reward for the CEO and senior executives and directly links reward to the delivery of our T25 strategy and Telstra's corporate plan. Delivering a significant portion of the CEO's Individual EVP Outcome in Performance Rights (which are subject to a Relative Total Shareholder Return (**RTSR**) performance condition described below) also links the CEO's reward to Telstra's share price and dividend performance relative to the performance of ordinary securities issued by other entities in the ASX100 (excluding resource companies). This reinforces the ultimate focus on Shareholder value creation and helps align actual pay outcomes with returns delivered to long-term Shareholders.

The CEO's FY23 Individual EVP Outcome was determined by the Board taking into consideration the EVP Scorecard Outcome (determined following an assessment of Telstra's performance during FY23 against the performance measures and weightings below and exercise of the Board's discretion to ensure no windfall gains or losses), her target EVP reward opportunity and her individual performance for FY23.

Financials – 60%				
Total Income 15%	Underlying EBITDA 15%	Free Cash Flow (FCF) 15%	Underlying Return on Invested Capital 15%	
Customer – 25%		Strategic – 15%		
Episode NPS 15%	RepTrak 10%	Responsible Business 5%	Digital Leadership 5%	People, Capability & Engagement 5%

The CEO's Individual EVP Outcome for FY23 (during which she was the CFO until 31 August 2022, then CEO from 1 September 2022) was \$4,920,527, which equates to 112% of her target opportunity and 75% of her maximum opportunity. Further details on how the CEO's Individual EVP Outcome was calculated are set out in our 2023 Remuneration Report.

The CEO's Individual EVP Outcome is proposed to result in the delivery of 426,917 Restricted Shares and 487,905 Performance Rights.

That number of Restricted Shares and Performance Rights was determined based on the dollar value of the CEO's Individual EVP Outcome, multiplied by 35% for Restricted Shares and 40% for Performance Rights, and then divided by \$4.0340, being the five-day volume weighted average share price (**VWAP**) of Telstra shares commencing on the day after the FY23 results announcement. As noted above, the remainder of the CEO's Individual EVP Outcome is delivered in cash.

Restricted Shares and Performance Rights

The Restricted Shares and Performance Rights are granted under, and subject to, the EVP. The key terms of the Restricted Shares and Performance Rights are set out below.

Entitlements

- **Restricted Shares:** Each Restricted Share is a fully paid ordinary Telstra share. The Restricted Shares will be granted in four equal tranches with one tranche eligible to vest each year over four years following the end of FY23, with the first tranche vesting on 30 June 2024. During the restriction period prior to vesting, the CEO may not trade, dispose or otherwise deal with the Restricted Shares.
- **Performance Rights:** Each Performance Right that vests following testing of the performance condition described below entitles the CEO to one fully paid ordinary Telstra share or, at Telstra's discretion, a cash amount equivalent to the value of a Telstra share. The CEO may not trade, dispose or otherwise deal with any Performance Rights granted to her. Telstra shares allocated on vesting of any Performance Rights will not be subject to restrictions on dealing.
- In certain limited circumstances, such as a takeover event where 50% or more of all issued fully paid shares of the Telstra group's head entity are acquired, the Board may exercise discretion to accelerate vesting of Performance Rights and accelerate the end of the restriction period for Restricted Shares.

Performance measures

- As described above, the number of Restricted Shares and Performance Rights granted to the CEO was determined based on performance against certain predetermined performance measures and the CEO's individual performance during FY23 (during which she was the CFO until 31 August 2022, then CEO from 1 September 2022).
- In addition, the number of Performance Rights that vest into Telstra shares (or a cash equivalent) will depend on Telstra's total Shareholder return over the five-year performance period ending 30 June 2027 relative to the total Shareholder return of entities in a comparator group comprising the ASX100 as at 1 July 2022 (excluding resource companies). The number of Performance Rights vesting will be determined on a straight-line basis, with 50% of the Performance Rights vesting when Telstra's RTSR ranks at the 50th percentile of the comparator group, up to 100% of the Performance Rights vesting where Telstra's RTSR ranks at the 75th percentile or above. No Performance Rights vest where Telstra's RTSR ranks below the 50% percentile.

Performance measures (continued)

- The starting price that will be used to determine Telstra's RTSR at the end of the five-year performance period is \$3.87. Both the starting price and end price for the purpose of calculating Telstra's RTSR is the average of the daily closing share price over the 30 day period to 30 June of the relevant year. For the purpose of calculating Telstra's RTSR, the relevant share price is that of the head entity of the Telstra group (that is, Telstra Corporation Limited for the period prior to the corporate restructure, and Telstra Group Limited after the corporate restructure).
- Any Performance Rights that do not vest following testing of the RTSR performance condition will lapse.
- Therefore, the CEO's Performance Rights will be subject to two sets of performance measures: the first tested over FY23 (which determines the number of Performance Rights allocated) and the second (the RTSR performance condition) tested over a five-year performance period.

Issue / exercise price

- As the Performance Rights and Restricted Shares form part of the variable remuneration component of the CEO's remuneration package, they will be granted at no cost to the CEO. No amount is payable by the CEO on the granting of Restricted Shares or on the granting or exercise of Performance Rights. Both the Restricted Shares and any shares to be provided on the vesting of Performance Rights will be purchased on-market.

Dividends, ranking and voting rights

- **Restricted Shares:** The CEO will receive dividends on, and have voting rights in relation to, Restricted Shares during the restriction period.
- **Performance Rights:** The CEO has no legal or beneficial interest in Telstra shares (or cash), no entitlement to receive dividends and no voting rights in relation to the Performance Rights during the period between allocation and vesting of the Performance Rights. However, for Performance Rights that vest, the CEO will receive a cash payment at or around the time of vesting equivalent to the value of the dividends paid by Telstra during the period between allocation and vesting, subject to applicable taxation. No dividend equivalent payment will be made in relation to any Performance Rights that do not vest.
- Restricted Shares and shares allocated on vesting of any Performance Rights will rank equally with other Telstra shares.

Treatment on cessation of employment

- Generally, if the CEO ceases employment for reasons of redundancy, death, total and permanent disablement, certain medical conditions, retirement, separation by mutual agreement or Telstra initiated separation for a reason unrelated to performance or conduct (**Permitted Reason**):
 - Restricted Shares that have been granted will be retained by the CEO and remain subject to the original restriction period; and
 - Performance Rights that have been allocated will be retained by the CEO and remain subject to the original performance period and the RTSR performance condition.
- If the CEO ceases employment for any reason other than a Permitted Reason before the end of the performance period or restriction period, any unvested Performance Rights lapse and any Restricted Shares are forfeited.

Clawback (malus)

- The Board has discretion to clawback a Performance Right and Restricted Share if certain Clawback Events occur before the Performance Right vests or the Restricted Share is transferred to the CEO following the end of the restriction period.
- **Clawback Events** include fraud, dishonesty, gross misconduct, material breach of obligations by the CEO or behaviour that brings Telstra into disrepute or may negatively impact Telstra's long-term financial strength. It also includes where the CEO causes a significant deterioration in Telstra's financial performance or negatively impacts Telstra's standing with its regulators, where the financial results that led to the Performance Rights or Restricted Shares being granted are subsequently shown to be materially misstated, where the CEO fails to fulfil her responsibilities under Telstra's risk management framework resulting in a material breach of Telstra's risk management framework, or where the Board determines that the Performance Rights or Restricted Shares are an inappropriate benefit.

Other information

- If Shareholder approval is obtained, the Restricted Shares and Performance Rights will be granted within 12 months of the date of the meeting.
- The CEO is currently the only Director entitled to participate in the EVP.
- A total of 736,228 Restricted Shares and 892,674 Performance Rights have previously been granted to Vicki Brady under the EVP. They were granted at no cost to Vicki Brady.
- There is no loan scheme in relation to the Restricted Shares or Performance Rights.
- The grant of Restricted Shares and Performance Rights to the CEO falls within the exceptions to ASX Listing Rule 10.14 set out in ASX Listing Rules 10.16(a) and (b) because the Restricted Shares will be purchased on-market and the terms of the Performance Rights require any shares to be granted on exercise of the Performance Rights to be purchased on-market. Telstra is voluntarily seeking Shareholder approval for good governance.
- Details of any securities issued to the CEO under the EVP will be published in Telstra's annual report relating to the period in which they are issued, along with a statement that approval for the issue was obtained from Shareholders.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the EVP after this resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that ASX Listing Rule.

Outcome if Shareholder approval is not obtained

If Shareholder approval is not obtained for the relevant grant, the proposed grant of Restricted Shares and/or Performance Rights to the CEO will not proceed. This may impact Telstra's ability to incentivise the CEO, to align her interests with those of Shareholders and to align her remuneration arrangements with the remuneration arrangements of Telstra's other senior executives. In these circumstances, the Board will need to consider alternative remuneration arrangements (such as a cash payment).

Voting Exclusion Statement

Telstra will disregard any votes cast:

- in favour of items 4(a) and 4(b) by or on behalf of the CEO and any of her associates, in any capacity; and
- on items 4(a) and 4(b) as a proxy by a person who is a member of the company's Key Management Personnel (**KMP**) at the date of the meeting or their closely related parties.

However, a vote will not be disregarded if it is cast

- as a proxy or attorney for a person entitled to vote on the relevant item in accordance with a direction as to how to vote provided by that person; or
- as a proxy for a person entitled to vote on the relevant item, by the Chairman of the meeting, as the Chairman has received express authority from that person to vote undirected proxies as the Chairman sees fit even though items 4(a) and 4(b) are connected with the remuneration of the KMP; or
- in favour of the relevant item by the holder as a nominee, trustee or custodian (or other fiduciary) for a person entitled to vote on the relevant item, in accordance with a direction as to how to vote given by that person, provided that person gives written confirmation to the holder that they are not excluded from voting on the relevant item and are not an associate of a person excluded from voting on the relevant item.

Board recommendation

The Board (other than Vicki Brady) considers the CEO's total remuneration package for FY23, including the proposed grant of Restricted Shares and Performance Rights under the FY23 EVP, to be appropriate in all the circumstances. The Board (other than Vicki Brady) recommends that Shareholders vote **in favour** of items 4(a) and 4(b). The Chairman of the meeting intends to vote all available proxies in favour of the grant to the CEO.

Item 5 – Remuneration Report

The 2023 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 our performance; and
- the remuneration of non-executive Directors, the CEO and certain senior executives for the year ended 30 June 2023.

The 2023 Remuneration Report can be found on pages 51 to 81 of the 2023 Annual Report.

This item provides an opportunity for Shareholders at the meeting to comment on, and ask questions about, the 2023 Remuneration Report.

The vote on this item will be advisory only and will not bind the Directors of Telstra. 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 2023 Remuneration Report (and their closely related parties) in any capacity; and
- as proxy by a person who is a member of the KMP at the date of the meeting (and their closely related parties), unless the vote is cast as proxy for a person entitled to vote on item 5:
- in accordance with a direction as to how to vote provided by that person; or
- by the Chairman of the meeting as the Chairman has received express authority from that person to vote undirected proxies as the Chairman sees fit even though item 5 is connected with the remuneration of the KMP.

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 this resolution.



Conducting Telstra's Annual General Meeting

Our AGM will be conducted in person at the venue listed in this Notice of Meeting as well as online through the meeting platform provided by our share registry, Link Market Services, at meetings.linkgroup.com/TLSAGM23.

Our AGM will 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.
- make comments and ask questions (in person or online either in writing or by audio) of the Chairman of the meeting, the Board, management and the auditor 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.
- have access to the questions asked by Shareholders during the meeting (relevant to the items of business of the meeting) by making them available online after the meeting at telstra.com/aggm.

To help achieve these objectives we will:

- host the AGM from a centrally located venue in Melbourne and also conduct the AGM online through our share registry's (Link Market Services) online platform at meetings.linkgroup.com/TLSAGM23.
- provide a recording of the AGM to be made available to view after the AGM at telstra.com/aggm.
- make hearing loop facilities available for Shareholders with hearing difficulties attending the AGM at the venue.
- make closed captions available for Shareholders with hearing difficulties attending the AGM online.
- enable Shareholders to ask questions online prior to the meeting at vote.linkmarketservices.com/tls. Shareholders will need to log in using their Shareholder number and then select the 'Ask Question' option under the 'Action' column. The Chairman and CEO will endeavour to address the more frequently raised Shareholder matters during the course of the meeting. We may not be able to answer all questions, however we will make available online after the meeting the frequently asked questions by Shareholders and the responses at telstra.com/aggm.

- provide a reasonable opportunity for Shareholders attending the AGM in person or online to ask questions of the Board either in person or through the online platform either in writing or by audio.
- if a number of Shareholders submit the same question online to the meeting at a similar time, it may be practical for the Chairman of the meeting to respond once, addressing the Shareholders who submitted the same question at the same time.
- answer Shareholders' questions honestly and fairly. If we can't answer a question at the AGM, we will seek to provide a response to the Shareholder asking the question after the meeting.
- provide online after the AGM a list of all questions asked during the AGM via the online platform (relevant to the items of business before the meeting) at telstra.com/aggm.
- 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 AGM. Disrespectful or rude questions and questions using bad language will not be responded to.
- 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 circumstance than to Shareholders as a whole, the question (whether in person or online either in writing or by audio) will be referred to the customer service attendants available and will be addressed outside of the AGM proceedings.
- please respect the privacy of individual Shareholders attending the AGM and assist in the orderly conduct of the AGM by not taking photographs or audio or video-recordings of the proceedings.

