

28 August 2013

Office of the Company Secretary

The Manager

Company Announcements Office
Australian Securities Exchange
4th Floor, 20 Bridge Street
SYDNEY NSW 2000

Level 41
242 Exhibition Street
MELBOURNE VIC 3000
AUSTRALIA

General Enquiries 08 8308 1721
Facsimile 03 9632 3215

ELECTRONIC LODGEMENT

Dear Sir or Madam

Telstra Corporation Limited – 2013 Notice of Annual General Meeting and Shareholder Voting Form

In accordance with the Listing Rules, I attach a copy of Telstra's 2013 Notice of Annual General Meeting and Shareholder Voting Form for release to the market.

Yours faithfully



Damien Coleman
Company Secretary

2013 ANNUAL GENERAL MEETING

28 August 2013

Dear Shareholder

I am pleased to invite you to the 2013 Annual General Meeting (AGM) of Telstra Corporation Limited, which will be held on Tuesday 15 October 2013 at 9.30am (Sydney time) in:

Hall 5
Sydney Convention and Exhibition Centre (SCEC)
Darling Drive
Darling Harbour, Sydney

This year we have included with your Notice of Meeting, a brief overview of our key outcomes and highlights for our strategic priorities in the financial year 2013. The Notice of Meeting outlining the items of business which you will be asked to consider at the AGM, commences from page 4.

Shareholders attending the AGM can register from 8.30am (Sydney time) at the venue. A map together with information on how to get to the venue is contained 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 online at www.telstra.com/agm (unmetered for BigPond® customers). The webcast will be recorded and made available to view after the AGM.

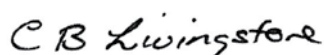
This year Dr Nora Scheinkestel is standing for re-election. Mr Chin Hu Lim, having been appointed since the last AGM, will also be standing for election. The Telstra Board (other than the relevant Director in relation to his/her own election or re-election) recommends the re-election/election of Dr Scheinkestel and Mr Chin Hu Lim.

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 4 and 5 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 2013 AGM.

Yours sincerely



Catherine B Livingstone AO
Chairman

2013 KEY OUTCOMES AND HIGHLIGHTS

\$26.0B

TOTAL INCOME ↑ 1.9 %

\$10.6B

EARNINGS BEFORE INTEREST, TAX, DEPRECIATION AND AMORTISATION ↑ 3.9%

\$3.9B

NET PROFIT ↑ 12.9%

\$3.5B

IN DIVIDENDS

30.7¢

EARNINGS PER SHARE ↑ 11.6%

14.9%

CAPEX TO SALES RATIO WITH CAPITAL EXPENDITURE OF \$3.8B

\$5.0B

FREE CASHFLOW ↓ 3.3%

\$1.2B

INVESTED IN THE WIRELESS NETWORK (EX SPECTRUM)

\$0.8B

INVESTED IN SPECTRUM LICENCE RENEWALS

\$1.3B

COMMITTED TO ACQUIRE NEW MOBILE SPECTRUM LICENCES

79%

EMPLOYEE ENGAGEMENT SCORE, FOUR PERCENTAGE POINTS ABOVE THE AUSTRALIAN NATIONAL NORM

\$231M

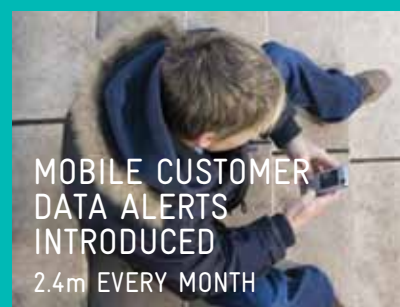
TOTAL VALUE OF SOCIAL AND COMMUNITY CONTRIBUTIONS

33%

REDUCED CARBON EMISSIONS INTENSITY

IMPROVING CUSTOMER SATISFACTION

MORE THAN 10M SURVEYS AND OUR CUSTOMERS ARE TELLING US THAT WE ARE GETTING BETTER, BUT WE STILL HAVE MORE TO DO



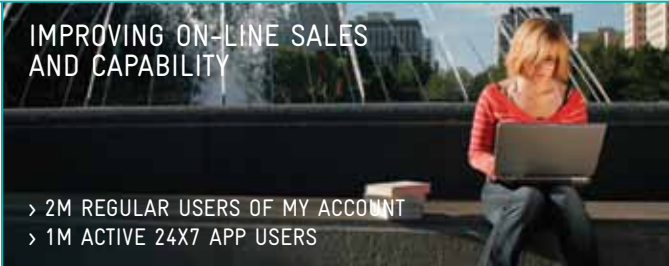
RETAINING AND GROWING CUSTOMER NUMBERS

OUR PRODUCTS AND ONGOING NETWORK INVESTMENTS CONTINUE TO ATTRACT NEW CUSTOMERS.

15.1m	 MOBILES CUSTOMERS (DOMESTIC)	↑ +1,257k
3.9m	 MOBILES CUSTOMERS (CSL)	↑ +425k
2.8m	 FBB CUSTOMERS	↑ +173k
7.8m	 PSTN LINES	↓ -287k

SIMPLIFYING THE BUSINESS

THE SIMPLIFICATION OF OUR BUSINESS CONTINUES TO DELIVER BENEFITS FOR OUR CUSTOMERS, EMPLOYEES AND SHAREHOLDERS.

\$1 BILLION OF PRODUCTIVITY BENEFITS RE-INVESTED TO SUPPORT › GROWTH IN OUR CUSTOMER BASE › CUSTOMER SATISFACTION INITIATIVES › DEVELOPMENT OF NEW GROWTH BUSINESSES	IMPROVING ON-LINE SALES AND CAPABILITY  › 2M REGULAR USERS OF MY ACCOUNT › 1M ACTIVE 24X7 APP USERS
INCREASED SUPPLY CHAIN EFFICIENCIES › REDUCTION IN SUPPLIERS › OPTIMISED THIRD PARTY SPEND   	› PRODUCTIVITY BENEFITS WERE DELIVERED BY CONTINUED PROCESS IMPROVEMENT › OPERATING EXPENSE GREW BY ONLY 0.5 PER CENT

BUILDING NEW GROWTH BUSINESSES

DEVELOPING NEW BUSINESS IS IMPORTANT TO OUR LONG-TERM GROWTH.

\$1.5b	 NAS	↑ +17.7%
\$1.7b	 INTERNATIONAL BUSINESSES	↑ +16.2%
\$2.2b	 MEDIA (INCLUDING SENSIS)	↓ -7.8%

TELSTRA

NOTICE OF MEETING 2013

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 2013.

3. ELECTION AND RE-ELECTION OF DIRECTORS

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

- (a) 'That Mr Chin Hu Lim, being eligible, be elected as a Director'; and
- (b) 'That Dr Nora Scheinkestel, 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 1,041,256 Performance Rights under the Telstra FY14 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 2013 be adopted'.

ADDITIONAL INFORMATION

Please refer to the Explanatory Notes on pages 6 to 9 for more information on items 3, 4, and 5.

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.

VOTING

The ways in which you can vote are outlined below. Please refer to the table on page 5 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 5). 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 do not appoint 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 and 2013 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. 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.

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 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 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.

AGM ONLINE WEBCAST

Shareholders can view a live webcast of the AGM online at www.telstra.com/agm (unmetered for BigPond® customers) from 9.30am (AEDT) on Tuesday 15 October 2013. The webcast will be recorded and made available to view after the AGM.

2013 ANNUAL REPORT

The 2013 Annual Report is available for Shareholders on our investor website www.telstra.com.au/annualreports. If you would like to receive a hard copy of the 2013 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 2013 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

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

28 August 2013

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 (AEDT) on Sunday 13 October 2013	Use the Blue Voting Form to either vote directly (Section A) or appoint a proxy (Section B)	9.30am (AEDT) on Sunday 13 October 2013
Telstra ESOP 99 Participants	Telstra ESOP 99 Participants registered at 5.00pm (AEDT) on Tuesday 8 October 2013	Use the Green Nominee Form to direct the Telstra ESOP Trustee how to vote	5.00pm (AEDT) on Tuesday 8 October 2013
Participants of other eligible Employee Share Plans	Participants registered at 5.00pm (AEDT) on Tuesday 8 October 2013	Participants should lodge their votes online. Refer to the email notification from the Telstra Share Registry, or go to vote.linkmarketservices.com/tls	5.00pm (AEDT) on Tuesday 8 October 2013

EXPLANATORY NOTES

ITEM 3 – ELECTION AND RE-ELECTION OF DIRECTORS

Mr Chin Hu Lim and Dr Nora Scheinkestel, 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 Lim's and Dr Scheinkestel's relevant skills and experience are summarised below.

To be successfully 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 Chin Hu Lim and the re-election of Dr Nora Scheinkestel.

The Chairman of the Meeting intends to vote undirected proxies in favour of the election of Mr Chin Hu Lim and the re-election of Dr Nora Scheinkestel.

CHIN HU LIM B APPLIED SCIENCE, DIP EEE

Mr Lim was appointed as a non-executive Director on 9 August 2013.

Mr Lim is an experienced company director and has almost 30 years of experience in the technology sector across the Asia Pacific Region. He is the Managing Partner of Stream Global Pte Ltd, a company that has been appointed by Singapore's National Research Foundation to provide seed funding for technology start ups. He was CEO of Frontline Technologies Corp Inc., a Singapore Exchange listed company, from 2000 to 2008 and BT South East Asia from 2010 to 2011. Previously he was Managing Director for Sun Microsystems in Singapore and country director for Sun in Thailand, Indonesia, Philippines and Vietnam during the 1990s, after a career in sales, marketing and managerial roles for Hewlett Packard in the 1980s.

Other listed company Directorships - past three years

Kulicke & Soffa Industries Inc (NASDAQ: KLIC) (from 2011)

Other directorships/appointments

Director, G-Able (Thailand) Ltd (from 2011), Changi General Hospital & Integrated Health Information Systems (from 2009), ICONZ-Webvisions Pte Ltd (from 2011) and Caledonian Investments Pte Ltd (from 2011). Council member of Singapore Institute of Directors (from 2012) and Infocomm Development Authority – Personal Data Protection Advisory Committee (from 2013).

NORA L SCHEINKESTEL LLB(HONS), PHD, FAICD

Dr Scheinkestel was appointed as a non-executive Director in August 2010 and elected in October 2010. She is Chairman of the Audit Committee.

Dr Scheinkestel is an experienced company director with a background as a senior banking executive in international and project financing. She currently consults to government, corporate and institutional clients in areas such as corporate governance, strategy and finance. She is also an Associate Professor at the Melbourne Business School at Melbourne University and is a member of the Takeovers Panel. Dr Scheinkestel held a number of roles in the utility sector including Chairman of South East Water Limited from 2002 to 2005 and the Energy 21 and Stratus Gas Group from 1997 to 1999. She has also served on a range of public and private sector boards including, more recently, AMP Limited and its funds management and banking subsidiaries, Mayne Group Limited and Mayne Pharma Limited, Medical Benefits Fund of Australia Ltd, Newcrest Mining Limited and North Limited. In 2003, Dr Scheinkestel was awarded a centenary medal for services to Australian society in business leadership.

Other listed companies—past three years

Director, Insurance Australia Group Limited (from 2013), Orica Limited (from 2006), Pacific Brands Limited (2009–2013) and AMP Limited (2003–2013).

ITEM 4 – GRANT OF PERFORMANCE RIGHTS

In line with common market practice, Shareholder approval is sought for the proposed grant of Performance Rights to the CEO, David Thodey, under the Telstra FY14 Long Term Incentive Plan (Plan) on the terms set out below.

The Board (other than David Thodey) approved the grant of 1,041,256 Performance Rights to the CEO representing his FY14 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, subject to the satisfaction of the performance measures described below and a further restriction until 30 June 2017. Until the performance measures are achieved and the Performance Rights vest, the CEO has no legal or beneficial interest, 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. Shares allocated to the CEO on vesting of the Performance Rights will be shares 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 1,041,256. 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 FY13 results announcement of \$5.09. This process is consistent with the Plan rules and 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 vesting 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 comparator group of large market capitalisation international telecommunication firms is consistent with the comparator group for the previous four financial years and is disclosed in Telstra's 2013 Remuneration Report which is available at www.telstra.com/annualreport.

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
15.1%	50%
Between 15.1% and 16.7%	Straight line vesting between 50 – 100%
16.7% 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.

EXPLANATORY NOTES CONTINUED

Trading restriction

Shares allocated to the CEO on vesting of his Performance Rights will be subject to an additional restriction, ending on 30 June 2017 at the earliest. During the restriction period the CEO's Telstra shares will be held in trust and he will be entitled to dividends on his vested shares.

Treatment of Performance Rights on cessation of employment

In the event of cessation of employment for reasons of death, total and permanent disablement, retirement or separation by mutual agreement, a pro-rata number of unvested 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.

Change of control

In certain limited circumstances, such as a takeover event where 50 per cent 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 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 1,391,076 Performance Rights relating to the FY13 LTI Plan in accordance with shareholder approval received at the 2012 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 during the performance period and restriction period applicable to those Performance Rights;
- Telstra's Securities Trading Policy will apply after the restriction period ends and Shares can only be traded during the approved trading windows;
- the CEO requires Board approval to sell Shares after the restriction period ends if he has not met the requirements of the Executive Share Ownership Policy; and
- 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 2014.

Voting exclusion statement

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

- the CEO and his associates (in any capacity); and
- a member of the KMP at the date of the meeting (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 for the year ended 30 June 2013 contains information regarding:

- the remuneration policy and strategy of Telstra Corporation Limited;
- the structure of non-executive Director, CEO and certain senior executive remuneration arrangements, together with details of how senior executive remuneration aligns with Company performance; and
- the remuneration of non-executive Directors, the CEO and certain senior executives for the year ended 30 June 2013.

The Remuneration Report can be found on pages 46 to 67 of the 2013 Annual Report. The Annual Report is available on our investor website www.telstra.com.au/annualreports.

During this item there will be 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 Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

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 before the 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 before the Meeting, 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/agm. The webcast will be recorded and made available to view after the AGM.
- Enable Shareholders to raise questions in writing before 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 photographing, video-taping or recording 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.

HOW TO GET TO THE AGM

Location

Hall 5
Sydney Convention and Exhibition Centre (SCEC)
Darling Drive
Darling Harbour
Sydney

The Sydney Convention and Exhibition Centre is located on the edge of Sydney's CBD at Darling Harbour. It is easily accessed by all modes of transport.

By Car

Convention Centre parking and Exhibition Centre parking is located off Darling Drive, underneath the Centre's five exhibition halls, in Darling Harbour.

The Car Park provides direct access to the Centre and the Darling Harbour precinct. The Car Park features 18 disabled parking spaces and access to the Centre can also be gained via ramps and lifts.

Car parking rates are available at www.scec.com.au/visit/parking/.

By Train

The Sydney Convention and Exhibition Centre is accessible by both train and light rail services.

The nearest public train station is Central Station. Central Station is approximately 10 minutes from the Exhibition Centre by foot.

The Metro Light Rail provides a direct service to the venue with a Metro Light Rail station located directly outside both the Convention Centre and the Exhibition Centre. Tickets can be purchased on the train. Trains operate every 15 minutes between Central Station and Lilyfield.

By Bus

The 443 bus service runs to locations such as the Maritime Museum and Harris Street, Ultimo. The Convention Centre is approximately 5 minutes walking distance from these locations.

Accessibility

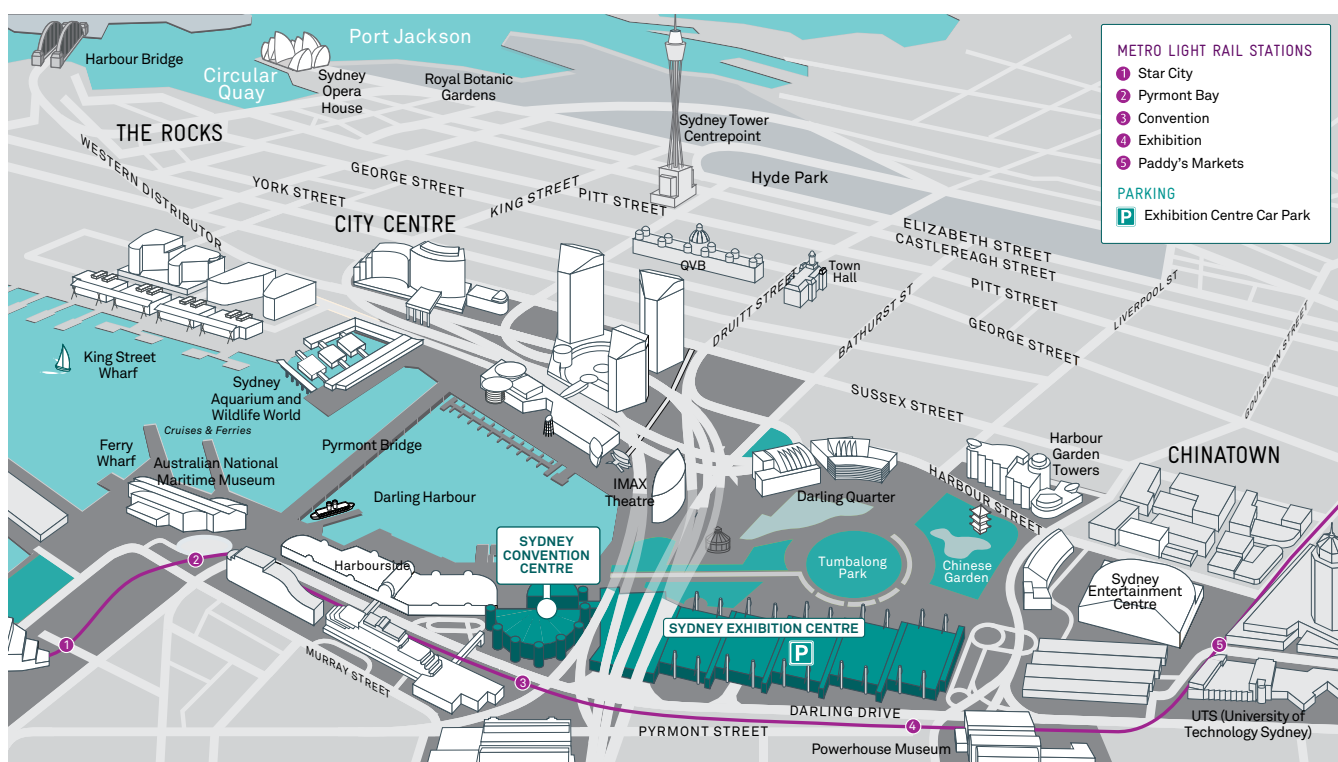
The Sydney Convention and Exhibition Centre is a fully accessible venue that can be enjoyed by all visitors.

Travelling to and from the Centre:

- The Centre car park features 18 disabled parking spaces.
- The Centre can be reached from the car park via ramps and lifts.
- Both the Convention Centre and Exhibition Centre tram stops include ramp access.
- The Centre's monorail station can be accessed via lifts and ramps.
- A taxi rank is located outside of the venue with ground level access.

Inside the Centre:

- The Centre features lifts and escalators throughout.
- All areas within the Centre can be accessed via wheelchair.
- The Centre provides two wheelchairs for public use. They can be borrowed from the Exhibitor Services desk, at the entrance to Exhibition Hall 5.
- 7 wheelchair access toilets are located throughout the Centre and are clearly signposted.



T: Australia 1300 88 66 77
Overseas +61 1300 88 66 77

E: telstra@linkmarketservices.com.au

W: www.linkmarketservices.com.au/telstra

Telstra Share Registrar
C/- Link Market Services Limited
PO Box A942
SYDNEY SOUTH NSW 1234

Your Shareholder Reference Number is:

To update your details go online to
www.linkmarketservices.com.au/telstra

Shareholder Questions – Telstra 2013 Annual General Meeting

Your questions are important to us. Please use this form to submit any questions concerning Telstra that you would like us to respond to at the Annual General Meeting and return it in the reply paid envelope provided or by fax to +61 2 9287 0309. Shareholders can also submit questions online at vote.linkmarketservices.com/tls. Shareholders will need to log in using their SRN/HIN listed above and then select the 'Ask Question' option under the Action column.

We will respond to as many of the more frequently asked questions as possible at the AGM. A webcast of the AGM will be available at www.telstra.com/agm following the conclusion of the meeting.

Question 1

Question 2

Question 3

Question 4

Useful contacts:

- For queries in relation to your Telstra shareholding, please contact the Telstra Share Registry on 1300 88 66 77 or visit www.linkmarketservices.com.au/telstra.
- For queries in relation to Telstra products and services, please visit www.telstra.com.au/help/contact/ or call 13 2200.

Your Shareholder Reference Number is:

To update your details go online to
www.linkmarketservices.com.au/telstra

SHAREHOLDER VOTING FORM

I/We being a member(s) of Telstra Corporation Limited and entitled to attend and vote hereby:

A VOTE DIRECTLY

To cast your own votes directly,
please complete Sections
A, C and D.

☐ elect to lodge my/our
vote(s) directly (mark box)

in relation to the Annual General Meeting of the Company to be held at 9.30am (AEDT) on Tuesday 15 October 2013 and at any adjournment or postponement of the meeting.

You should mark either "for" or "against" for each item in Section C.

Do not mark the "abstain" box.

B APPOINT A PROXY

To appoint a proxy and direct them how to vote on your behalf, please complete Sections B, C and D
OR to appoint the Chairman of the Meeting to act as your proxy and vote in favour of all resolutions,
please tick the box in Section B and sign at Section D.

☐ appoint the **Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 9.30am (AEDT) on Tuesday 15 October 2013 and at any adjournment or postponement of the meeting.

Important note: Exercise of proxies by the Chairman for items 4 and 5.

Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of item/s 4 and 5 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my/our proxy even though item/s 4 and 5 are connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Direct votes or proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting, being 9.30am (AEDT) on Sunday 13 October 2013. The Chairman of the Meeting intends to vote all available proxies in favour of each resolution.

C YOUR VOTING INSTRUCTIONS

Item 3:

Election and Re-election of Directors

(a) Mr Chin Hu Lim

(b) Dr Nora Scheinkestel

For

Against

Proxy only

Abstain*

☐
☐
☐
☐
☐
☐

Item 4:

Grant of Performance Rights

Item 5:

Remuneration Report

For

Against

Proxy only

Abstain*

☐
☐
☐
☐
☐
☐

* If you are voting under Section B and you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in calculating the required majority if a poll is called.

D SIGNATURE OF SHAREHOLDERS

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the shareholder's constitution and the Corporations Act 2001 (Cth).

Director/Company Secretary (delete one)

Director

FURTHER INFORMATION ON VOTING

Voting under Section A – Direct Voting:

If you marked the box in Section A you are voting directly. You should clearly mark the boxes in Section C to indicate your voting instruction for each item. Please only mark either “for” or “against” for each item. **Do not mark the “abstain” box.**

If no direction is given on an item, or if you complete both the boxes in Sections A and B, your vote may be passed to the Chairman of the Meeting as your proxy. If you mark the “abstain” box for an item, your vote for that item will be invalid.

Shareholders, custodians and nominees may identify on the Voting Form the total number of votes in each of the categories “for” and “against” and their votes will be valid.

The Chairman's decision as to whether a direct vote is valid is conclusive.

Voting under Section B – Appointing a Proxy:

If you marked the box in Section B you are appointing a person/body corporate who can attend as your proxy. To direct your proxy how to vote, you should clearly mark the boxes in Section C to indicate your voting instruction for each item.

Appointment of proxy: Insert the name of the person/body corporate you wish to appoint as your proxy where indicated. You cannot appoint yourself. A proxy need not be a member of the Company. If you lodge a form and do not appoint someone else, the Chairman of the Meeting will act as your proxy by default.

Appointment of a second proxy: You are entitled to appoint up to two proxies. A separate proxy form should be used for each proxy. If you appoint a second proxy, you should state the proportion of your voting rights, or number of votes given to each proxy appointed, by clearly writing the proportion or number of votes to be exercised on the front of each form. If the appointment does not specify the proportion or number of your votes each proxy may exercise, each proxy may exercise half the votes. If you appoint two proxies, they can only vote on a poll in accordance with the number or proportion of votes allocated to them. Where two proxies are appointed, neither is entitled to vote on a show of hands. You can obtain an additional proxy form by telephoning **1300 88 66 77**.

Votes on items of business:

Shareholders, custodians and nominees may identify on the Voting Form the total number of votes in each of the categories “for”, “against” and “abstain” and their vote will be valid.

If you are intending to appoint the Chairman of the Meeting as your proxy and wish to direct her how to vote you should mark the boxes at Section C.

If you have appointed the Chairman of the Meeting as your proxy and have not directed her how to vote, you will have provided Chairman of the Meeting express authority to vote your undirected proxy in accordance with the voting intentions contained in the Notice of Meeting and on this form.

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

If a shareholder's appointed proxy does not attend the meeting, then the proxy appointment will automatically default to the Chairman of the Meeting. In addition, any directed proxy appointments that are not voted on a poll at the meeting by a shareholder's appointed proxy will automatically default to the Chairman of the Meeting, who is required to exercise the relevant votes as directed on the poll (subject to any applicable voting exclusions).

Voting exclusions items 4 and 5:

Voting exclusions apply to items 4 and 5 as set out in the Notice of Meeting.

- The CEO and his associates will be excluded from voting on item 4;
- Key Management Personnel (as disclosed in the Remuneration Report) and their closely related parties are excluded from voting on item 5; and
- Key Management Personnel (as at the date of this meeting), and their closely related parties will be excluded from voting as proxies on items 4 and 5,

unless they are voting as a proxy for a person entitled to vote and they vote in accordance with a direction on the Voting Form.

The Chairman of the Meeting intends to vote all available proxies in favour of each resolution.

Voting by corporate representative:

Any corporate shareholder or proxy must appoint a person to act as its representative. When attending the meeting, the representative must bring a formal notice of appointment, signed as required by section 127 of the Corporations Act or the Shareholder's Constitution.

Lodgement of Votes:

You may lodge your direct or proxy vote online at the Telstra Share Registry website **vote.linkmarketservices.com/tls**. If you lodge your vote electronically you will not need to return your Voting Form by mail or fax. Alternatively an envelope is provided for the return of the completed hard copy Voting Form (and any relevant authorities), or you may fax the completed form (and any relevant authorities) to **+61 (2) 9287 0309**.

Deadline for Receipt:

To be effective, the completed documents must be received by the Company no later than **9.30am (AEDT) on Sunday 13 October 2013:**

by hand:

Telstra Share Registrar
Link Market Services Limited
Level 12, 680 George Street
SYDNEY NSW 2000

by mail:

Telstra Share Registrar
Link Market Services Limited
PO Box A942
SYDNEY SOUTH NSW 1234

online:

vote.linkmarketservices.com/tls

by fax:

+61 (2) 9287 0309

Further information:

If you require further information on how to complete this form please telephone 1300 88 66 77.

**If you would like to attend and vote at the AGM, please bring this form with you
as it will assist in registering your attendance.**

The information on this form is collected by Link Market Services Limited (ABN 54 083 214 537) (“Link”) on behalf of Telstra for the purpose of giving effect to your direct vote or to the appointment of your proxy. Both Telstra and Link are bound by the Privacy Act 1988 (Cth).

Link may disclose the information to Telstra. Telstra and Link may disclose the information to your proxy and to Telstra's contractors such as the Company's auditors in connection with the conduct of the annual general meeting and to others as required or authorised by law. If some or all of the information is not collected, the appointment of your proxy may not be effective. You or your proxy may request access to the information by contacting Link on the address and phone numbers printed on this form. For security reasons you will be asked to quote your SRN/HIN. Some requests may have to be put in writing. Additional information may be found at **www.linkmarketservices.com.au**.