



11 October 2022

The Manager

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**ELECTRONIC LODGEMENT**

Dear Sir or Madam

**Shareholders approve Scheme**

Telstra is pleased to announce that shareholders today approved the scheme of arrangement (**Scheme**) being used by Telstra to help finalise its corporate restructure.

**Scheme Meeting voting results**

For the purposes of ASX Listing Rule 3.13.2 and Section 251AA(2) of the Corporations Act, Telstra advises that the Scheme resolution set out in the Notice of Scheme Meeting in Annexure D of the Scheme Booklet released by Telstra on 23 August 2022, was passed by the requisite majorities of Telstra shareholders at the Scheme Meeting held earlier today.

In summary:

- 99.58% of the votes cast by Telstra shareholders were in favour of the Scheme; and
- 84.99% of Telstra shareholders present and voting (in person or by proxy, attorney or corporate representative) voted in favour of the Scheme.

Full details on the results are set out in Appendix 1 to this announcement.

**Next steps**

The Scheme remains subject to the approval of the Supreme Court of New South Wales.

Telstra will request that approval at the second court hearing that is scheduled to be held at 9.15am (Sydney time) on 19 October 2022.

If that approval is obtained, Telstra proposes to lodge the orders of the Court with ASIC on 20 October 2022, at which time the Scheme will become effective.

The timetable for the remaining key dates in connection with the Scheme is set out below.

| Event  | Date                                    |
|--|---|
| Second Court Hearing at which the Supreme Court of New South Wales will be asked to approve the Scheme | 9.15am (Sydney time) on 19 October 2022 |



| Event   | Date                                    |
|---|---|
| Date the Scheme becomes legally effective<br>Last day of trading in Telstra shares on the ASX   | 20 October 2022                         |
| Telstra Group Limited shares commence trading on the ASX on a deferred settlement basis   | 21 October 2022                         |
| Record date for the Top Hat Component of the Scheme<br>All eligible Telstra shareholders on the register at this time will participate in the Top Hat Component of the Scheme | 7:00pm (Sydney time) on 24 October 2022 |
| Implementation of the Top Hat Component of the Scheme<br>Eligible Telstra shareholders receive their Telstra Group Limited shares   | 31 October 2022                         |
| Telstra Group Limited shares commence trading on the ASX on a normal settlement basis<br>Despatch of holding statements for the Telstra Group Shares commences                | 1 November 2022                         |
| Implementation of the Business Restructure Component of the Scheme  | 1 January 2023                          |

The dates above are indicative only and subject to change. Any change will be announced to the ASX.

For more information on the Scheme, please refer to the Scheme Booklet.

Authorised for lodgement by:

**Sue Laver**  
Company Secretary



SCHEME MEETING  
Tuesday, 11 October, 2022

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

| Resolution Voted on at the meeting |                    |               | Proxy Votes (as at proxy close) |                    |                            |            | Direct vote (as at proxy close): |                     | Total votes cast in the poll (where applicable) |                        |                           |         |
|------------------------------------|--------------------|---------------|---------------------------------|--------------------|----------------------------|------------|----------------------------------|---------------------|---|------------------------|---------------------------|---------|
| No                                 | Short Description  | Strike Y/N/NA | For                             | Against            | Discretionary (open votes) | Abstain    | For                              | Against             | For   | Against                | Abstain **                | Result  |
| 1                                  | SCHEME RESOLUTION. | NA            | 5,238,160,994<br>94.86%         | 6,654,666<br>0.12% | 52,706,880<br>0.95%        | 43,469,772 | 208,482,620<br>3.78%             | 16,041,950<br>0.29% | 5,504,945,350<br>99.58%                         | 23,060,091<br>0.42%    | 43,477,972<br>417 Holders | Carried |
|                                    |                    |               |                                 |                    |                            |            |                                  |                     | 20,329 Holders (84.99%)                         | 3,590 Holders (15.01%) |                           |         |

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