Dear Sir or Madam

Chairman and Chief Executive Officer - Annual General Meeting presentations

In accordance with Listing Rule 3.13.3, I enclose the presentations of the Chairman and Chief Executive Officer, which will be delivered today at the Telstra Corporation Limited 2012 Annual General Meeting.

Yours faithfully

Damien Coleman
Company Secretary
Good morning ladies and gentlemen.

I am Catherine Livingstone, the Chairman of your company.

On behalf of my fellow directors, I am pleased to welcome you to the 2012 Telstra Annual General Meeting.

I also welcome shareholders viewing today’s proceedings, via our Investor Relations website, and the Telstra T-Box.

A quorum is present, and I declare the Meeting open.

A Notice of Meeting has been distributed, and will be taken as read.

As the video you have just seen demonstrates, our staff have spent the past year dedicating themselves to improving customer service, contributing to our communities, and changing the way people think about Telstra.

Process

Let me now outline the process of today’s Meeting.

There are six items of business on the agenda.

- Presentations by me, and David Thodey, your Chief Executive Officer;
- Discussion of Financial Statements and Reports for the year ended 30 June 2012;
- Consideration of the election and re-election of Directors;
- Consideration of a proposed increase in the Directors’ fee pool;
- Consideration of a proposed grant of Performance Rights to the CEO; and finally
- Consideration of the Remuneration Report.

The Board has received approximately 300 questions in advance from shareholders, with the main themes being call centres, company performance and strategy, board and executive remuneration, and dividends.

David Thodey and I will endeavour to respond to these themes in our presentations as part of Item 1, and through introductory comments on the specific items of business.

Voting on all resolutions will be conducted by a poll.

I will now open the poll, other than for item 3(a), which will not be put to the meeting. If you need to leave early, you can vote by completing your voting card and placing it in one of the ballot boxes near the exits.

Before continuing, allow me to introduce Telstra’s auditors.

Joining us today from Ernst & Young we have Steve Ferguson, who is available to answer questions on the conduct of the audit, and on the auditor’s report.

We also have members of Telstra’s Executive Leadership Team, seated in the front row.

Joining me on stage are:

    Damien Coleman, your Company Secretary;
    Andrew Penn, your Chief Financial Officer;
    and your Board.

I will now ask your Directors to introduce themselves individually.
I would like to thank my fellow Directors for their contribution and support during the past year.

I would particularly like to thank John Stocker, who will retire from the Board at the conclusion of today’s meeting.

Dr Stocker has served Telstra with distinction over the past 16 years, including more than 10 years as chairman of the Audit Committee.

On a personal note, John has been a valued colleague, providing wise counsel on many issues over the years.

On behalf of the Board and management team – John, we wish you well for the future.

**Performance**

Let me now turn to Telstra’s results for the year.

Your company’s performance in fiscal 2012 was consistent with the outlook provided at last year’s AGM.

We grew revenue and net profit; and earnings per share increased by 5.4 per cent to 27.5 cents per share.

In all, $3.4 billion in dividends was returned to shareholders.

As with fiscal 2011, fiscal 2012 was a year in which we did exactly what we said we would do:

- We improved customer satisfaction: with complaints to the Ombudsman down 26 per cent, and calls to consumer call centres down 21 per cent;
- We grew our customer base, adding 1.6 million mobile customers and 203,000 fixed broadband customers; and
- We simplified our processes, with productivity savings of $1 billion, which were reinvested in the business.

The leadership team also positioned your company for the future, particularly in the critical growth areas of Media, Asia, and Network Applications and Services.

**NBN**

Encouragingly, this is the first AGM in four years where the National Broadband Network is not the overwhelming topic of discussion.

Last year, our shareholders voted to support Telstra entering into the NBN Transaction, as reflected in the set of Definitive Agreements with NBN Co and the Commonwealth.

We have since finalised the associated Structural Separation Undertaking, which was accepted by the Australian Competition and Consumer Commission in March.

Before moving on, I would like to take this opportunity to thank you, our shareholders, for your support through the three year period it took to finalise the Agreements.

Should there be a change in government policy in relation to the NBN, these Agreements would form the basis of any renegotiation.

David Thodey will expand on our activities under the Agreements during his presentation.
Telstra strategy

Let me turn to your company’s strategy.

As discussed last year, one of the key reasons for entering into the NBN Transaction was to provide Telstra with greater strategic flexibility.

This flexibility is vital, given the rapidly changing nature of the industry.

In 2010, I explained that we were on the cusp of a new connectivity era, where almost everything, and everyone, would be connected by smart networks.

In 2011, I reported that the connectivity trend had accelerated, with the industry transition from voice to data, as mentioned in 2010, well underway.

Connectivity, together with the exponential growth in data demand from consumers and businesses, now defines our industry and is also redefining our revenue base, accelerating our transition from a business delivering voice over phones, to one delivering data over devices.

Industry trends – and Telstra actions

Against that backdrop, I would like to discuss three industry trends that are shaping our long-term strategy and investments.

#1 – Mobility

The first trend is mobility.

Mobile network traffic is doubling every year, reflecting the popularity of smartphones and wireless broadband.

This growth is not driven by traditional mobile services, such as voice and SMS, but by new network-enabled services.

For consumers, these services might be social media, real-time maps or augmented reality.

For business users, they could be having reliable access to enterprise data via our secure Next IP network.

We are committed to offering the best mobile network, and have done so since 2006 when we built our 3G network, which covers more than 99 per cent of the population.

We are now in the process of adding 4G capability: ours is Australia’s largest mobile broadband network, with faster speeds in more places.

Our 4G network already covers 40 per cent of the population, and we will invest $1.2 billion, in fiscal 2013, to extend 4G coverage to two-thirds of the population.

Reflecting our leadership in mobiles, Telstra achieved 8.5 per cent growth in mobile revenue in fiscal 2012, taking it to $8.7 billion.

#2 – Data and video

The second trend is data, and demand for video.

The fixed line network is experiencing more than 50 per cent annual growth in data traffic.

In the consumer market this is driven primarily by video.

For example, during the 2012 AFL season we served 1.7 million mobile video streams, and almost 15 million fixed network streams.

Responding to this demand for data and video is core to our growth strategy.
In Media, we have now sold over 400,000 T-Boxes, and these have been used to download more than 5 million BigPond movies since launch.

#3 – Cloud and Network Applications and Services

The third trend is the use of Network Applications and Services, including cloud.

Cloud-based services and storage are growing in parallel with data usage.

Our ambition is to seamlessly deliver data to any device, anywhere on our network, anytime our customers want it.

We see our networks as platforms for innovation. The smarter our networks the greater the likelihood that the applications, or apps, that they host will help boost the productivity of our customers.

In fiscal 2012, revenue for Network Applications and Services, which included cloud services, grew by 10.5% to $1.3 billion, and has significant potential not only in Australia, but also in Asia.

Strategic investment

Shareholders, your company’s long-term strategy is aligned with these trends.

In this context, your Board is committed to prudent investment of shareholder funds to enhance our short and long-term competitive position, and, hence, shareholder returns.

This includes rebalancing our portfolio of investments from time to time.

The Foxtel-Austar merger is an example of increased investment, and our pending sale of TelstraClear to Vodafone New Zealand is an example of releasing capital which can be redeployed to an area delivering higher returns to shareholders.

For example, as I have mentioned, we will invest a further $1.2 billion to expand the coverage of our 4G LTE network.

We have also announced plans to accelerate the delivery of infrastructure to NBN Co. across this year and fiscal 2014, to bring forward benefits from the NBN Agreements.

Dividend

Let me turn to the dividend, a topic important to all shareholders.

In line with our previous guidance, I can confirm it is the Board’s intention to pay a fully franked dividend of 28c per share in fiscal 2013 – subject to the normal approval process, and there being no unexpected material events.

Over the longer term we will consider dividends in the context of our capital management framework.

The objectives of this framework are:

- To maximise returns to shareholders,
- To maintain financial strength, and
- To retain financial flexibility.

For capital management purposes, our framework principle is that the dividend remain fully-franked, and we seek to increase it over time.

As we said last year, our two year commitment to the dividend, over fiscal 2012 and 2013, was to avoid any short-term uncertainty as we negotiated the NBN agreements.

Our over-arching capital management framework is now in place and, in line with that framework, in fiscal 2014 we will return to our normal practice of considering dividends on a half yearly basis, as part of the regular Board process.
Board governance

Turning now to Board governance.

We have received shareholder questions about the size and the mix of capabilities on the Board.

As I said in 2010, given its workload and the breadth of areas it covers, we believe that a Board size of 10 is appropriate.

We also believe that we should continually look to improve Board performance.

That is why a comprehensive external review of the Board was undertaken once again this year.

We also regularly review the mix of diversity, skills, expertise and experience represented on the Board – using a skills matrix to ensure that the mix reflects the needs of the business.

During 2012, the Board decided your company would benefit from the addition of experience in Asia, Network Applications, marketing, and the transition of traditional business models from print to digital.

Following an extensive formal search process, Timothy Chen and Margaret Seale were identified as Board candidates with the required skills and experience.

Both have contributed valuable insights to the Board, since being appointed.

Unfortunately, as announced on October 5, Mr Chen has resigned as a non-executive Director to return to a full time executive career based in China.

While we are disappointed that he was not able to continue as a Telstra Director, we respect his decision.

In light of Mr Chen’s resignation, the resolution relating to his election will not be put to the meeting.

Looking ahead, the Board will continue to identify and recruit non-executive Directors who have skills and experience that benefit your company.

Sustainability

Before concluding, I would like to highlight our work in the broader area of sustainability, including in relation to economic, environmental, social and technology developments.

We frame our sustainability considerations, around five clear strategic principles, for which targets are set.

During the year:

- In health, safety and wellbeing, we exceeded our targets for reducing injury rates.
- In diversity, we increased representation of women on the Board to our target of 30 per cent, and achieved our objective of 25 per cent women in Executive management.
- In the environment, we reduced carbon emissions intensity by 36 per cent, recycled 14.3 tonnes of mobile phone components, and achieved a 98 per cent recycle or reuse rate for telephone directories.
- In the community, we invested a total of $239 million in social and community programs – including providing Pensioner discounts of $153 million, benefiting approximately 1.2 million households.

In addition, the Telstra Foundation continues to make a real difference.

This year, the Foundation marked its 10th anniversary by investing a total of $1 million across 100 community projects designed to boost digital inclusion.
Conclusion

In conclusion, shareholders, Telstra delivered on its commitments for fiscal 2012.

- Maintaining our leadership in mobiles.
- Increasing our revenue in growth areas, and increasing profitability overall.
- And focusing our strategy and investments for future growth.

On behalf of the Board, I would like to recognise and thank the Telstra management team for delivering these strong results in an industry that is becoming increasingly competitive, and simultaneously experiencing significant shifts in technology and regulatory frameworks.

This team is ably led by your CEO, Mr David Thodey.

I will now hand over to David to detail your company's performance in 2012 and the outlook for 2013.

CEO'S SPEECH

Thank you Catherine and good morning.

It really is a pleasure to be here today as your company is at an exciting stage.

I trust that you enjoyed the video you just saw. Our new fourth generation mobile capability is an exciting upgrade to our mobile network.

Our 4G network was one of the first 4G networks in the world of its type, and has already won a large number of awards.

4G is what the new Telstra is all about – creativity, leadership, and serving our customers.

It also reflects our new branding, which we announced a year ago.

I know our new branding is bright and colourful – I do hope you like it – all of our market research indicates that people do like the new brand.

It is fresh, different, recognisable and appeals to a wider cross-section of the community.

The Telstra brand is the second most valuable brand in Australia and this year we have seen a significant improvement in our corporate reputation across all stakeholders … but we still have a lot more to do.

Of course, our brand is much more than this new image.

Our brand, our company is judged against the quality of our people, our values, our products, our success, our innovation and what is written and said about us every day.

Our focus remains on three inter-related priorities:

- Creating shareholder value;
- Improving employee engagement;
- And improving customer service.

And customer service remains our guiding principle.

Our goal is to change the way people talk about Telstra.

We want our customers to be advocates for Telstra – to be happy to tell their friends and colleagues that they are Telstra customers.

But the truth is that we can’t create advocates overnight – this is a multi-year strategy.
To really create customer advocates we have to earn our customers’ trust over the long term – by delivering a constantly good and reliable service every day.

I know we don’t get it right every time – and thank you to the many shareholders who remind me of the good and the bad – but we are improving.

With that in mind, I want to talk to you about 4 topics today:

- Our performance in 2012 and outlook for 2013;
- Our ongoing work to drive customer satisfaction into advocacy;
- Our progress on the NBN rollout;
- And our vision for Telstra as part of the community.

As Catherine said, this AGM is the first in 4 years where the main topic of our conversation is not the National Broadband Network.

It has been an enormous project – and we are now focused on delivering on the contracts we have with NBN Co. and the Commonwealth.

Our challenge is to make the most of the opportunities of an NBN world.

To do so, we need to execute on our strategic priorities.

Let me quickly run you through those strategic priorities once again.

1. Improve customer satisfaction and service.
2. Retain and grow our customer numbers.
3. Simplify and restructure the business.
4. Develop new businesses.

Two years into the implementation of this strategy, I am pleased to report that we continue to deliver on expectations.

In the end the only measure of success is our financial results

We had a solid year in fiscal 2012 – which we expect to deliver again in fiscal 2013.

Most importantly we delivered on the commitments we made 12 months ago. Let me mention the highlights:

- We delivered total revenue of $25.4 billion – up 1.1% on 2011.
- Net profit after tax increased by 5.4% to $3.42 billion.
- We achieved top and bottom line growth.
- We won share in key product areas – Mobiles, Network Applications and Services, Fixed Broadband.
- We grew profitability in key product areas.
- We did simplify the business.
- And we were able to offset declines in Sensis and Telstra Business with core domestic business growth. Our Media business continues to undergo significant change which will continue for the next few years. We have been very pleased with the Foxtel acquisition of Austar.

Overall, our balance sheet remains strong and we have a clear capital management framework.
Customer satisfaction is at the centre of everything we do.

We have spent the past 3 years changing the way we operate to ensure that the customer is at the centre of everything we do – based around the simplification of our business.

I am pleased to report that complaints fell 26% – and we won 1.6 million new mobile customers in Australia.

As I said, this has created a very exciting time to be in our business.

We have strong demand for our products and services, and mobility and social media are exploding, as demonstrated by:

- 50% of mobiles are now smartphones;
- Smartphones and tablets are more popular than PCs;
- Mobile broadband is more popular than fixed broadband – with more than 3 million mobile customers added over the past two years;
- And, according to the Yellow Pages Social Media report, Australians are spending an average of 6 hours a week on social media.

We are more connected as a nation than ever before.

This Connectivity Revolution is also reflected in the changing way we are serving our customers.

Interestingly, more than 30% of all interactions we have with customers are now online – and that figure will be closer to 50% by the end of this financial year. Chat growth is also accelerating.

We have seen a significant increase in the number of customers managing their accounts online – doubling over the last year – through the use of:

- MyAccount,
- TelstraOne for Mobile usage,
- And the 24x7 Tablet and iPhone app.

These are on the screens behind me if you are not using them you should try them!

Also, knowing that Australians use social media 6 hours a week on average, we are being very proactive to engage in the use of social media:

- We have 60 people engaging with customers directly via social media;
- We are using social media for internal communications;
- And we are using social media for promotion and brand management.

And this is across all age groups.

These developments of both online and social media are fundamentally changing the way we interact with customers as demonstrated by the fact that:

- Calls to Telstra are down 20%, year-on-year,
- And online enquiries are up 26%.

This is driving a significant change in our workforce as well.

The bottom line is this – to succeed we need to be where our customers are and that is what our people are working diligently to do every day of the year.
In the consumer space we have a strong range of products that we are building for today and the NBN world:

- The T-Box is supporting a new way to watch TV – 193,000 units were sold last year – and, we now have over 424,000 customers for this product;

- We recently launched the second generation T-Hub – a Next Generation interactive phone – and last fiscal year sold close to 150,000 T-Hub devices – and, we have over 412,000 customers now (which you can see in the Telstra shop in the foyer);

- And our customers can choose from a range of next generation smartphones and devices. (Our Telstra shop outside has 40 iPhones from Apple to try).

Our aim is to make the connected home simple to setup and affordable to access. (We also have demonstrations of the connected home in the foyer and our technicians can help you connect your home.)

That’s what our competitive product bundles and around-the-clock service is all about.

If you’re interested in having a connected home, please see the people in the Telstra shop in the foyer …… and you can also see the Fibre Centre and the NBN van.

We are also accelerating our rollout of 4G in 2013.

We already have the largest 4G network capability in the country, with more than 500,000 4G customers.

Our plan is to expand the coverage of 4G from 40% to 66% of the population by the end of the financial year.

The $1.2 billion investment we are making in 4G this year is very exciting.

4G is up to twice as fast as the existing 3G network.

4G will open the door to new innovative high-speed services over the next few years – that’s why this part of the business is so exciting. The potential is enormous.

Now, to the NBN.

We finalised the NBN agreements with the Commonwealth and NBN Co, including ACCC acceptance of our Structural Separation Undertaking last year.

Our focus has now moved to leveraging the opportunities that arise from the NBN – such as collaborating with NBN Co. on the building of its access network.

We are progressing well in the build of that transit network, which will connect 121 points of interconnect around the country.

We have launched retail services and we will shortly launch our wholesale services over the NBN, following successful trials in the early release sites.

There is no question that fast broadband networks are platforms for innovation, and can improve national competitiveness.

Our challenge as a nation is to use the tremendous creativity, innovation and capability of Australians to grasp the opportunities created by fast broadband.

Telstra wants to help create a culture in Australia where innovation is valued.

Our employees are great advocates for Telstra in the community.

We want our community engagement to be valued.

I am proud of the work our employees have done in the past year – regularly going above and beyond the call of duty.
Last year, our people donated 1,375 volunteer days in 2012, and donated to 16 charities through employee giving.

The National Indigenous Directorate – which we established to coordinate improvements to telecommunication services for remote Indigenous communities – also had a year to be proud of.

For example, in fiscal 2012:

- We delivered broadband upgrades in four remote Indigenous communities – and 15 islands in the Torres Strait;
- And we developed simplified calling cards for use on payphones in remote communities.

Likewise, it is encouraging to see all the external recognition Telstra and our people receive every year from the industry and commentators – this includes a Frost and Sullivan award for Mobile Service Provider of the year in Asia Pacific and a JD Power award for the Highest Network Performance by an Australian mobile provider.

2012 was no different – with many highlights and significant achievements throughout the year and right across the company, as you can see on this chart.

I would also like to thank the senior team at Telstra for their dedication and hard work.

They are the people who are moving your company forward, and I am grateful for their leadership.

In conclusion, I am pleased to report that your company is well positioned for fiscal 2013.

Our guidance for 2013:

- Growth to continue;
- Low single digit total income and EBITDA growth;
- And free cashflow between $4.75 to $5.25 billion.

We delivered on our commitments in 2012 – and we plan to deliver again in 2013.

Our strategy is clear.

We plan to keep leading, keep focusing on our customers, and keep delivering on our promises.

We want to be a company that our shareholders, customers and staff can be proud of. Thank you.

Now, it's my pleasure to introduce Down Under – the advertisement we launched during the London Olympics to encourage Australians to send a hero message to an Olympian.

This ad tapped into the spirit and pride Australians were feeling during the Olympics – attracting more than 185,000 views on YouTube and being voted our most popular Olympic ad.

I hope you enjoy 'Down Under.'
ADDRESS BY THE CHAIRMAN IN RELATION TO PRE-ASKED SHAREHOLDER QUESTIONS

We have received many questions in advance in relation to our commitment to preserving Australian jobs, especially those in regional Australia.

Shareholders, Telstra has a strong, long-standing commitment to regional, rural and remote Australia.

We are one of regional Australia’s largest employers, with more than 4,500 of our staff living and working outside capital cities.

Altogether, we have more than 5,000 points of presence across the country – and a significant proportion of those are in regional areas.

Our mobile broadband network covers 99 per cent of the population, and, of the 4G network currently in place, 80 per cent of the footprint is outside the capital cities.

Our commitment to regional Australia has not changed.

What is changing is the way we serve our customers.

The fact is the need for call centres is not as great as it once was.

Customer calls to our consumer call centres fell by 21 per cent in fiscal 2012.

More than 30 per cent of our transactions with customers are now online – and that figure is expected to rise to 50 per cent.

In addition, the products and services we offer have become more complex, and subject to more rapid change.

We have, therefore, consolidated our call centres – opening state-of-the-art call centres such as our new facility here in Bourke Street – to enable better training, and monitoring of service standards.

In addition to our own call centres, we do have Industry Partners who provide call centre services, including partners in the Philippines.

These partners provide flexibility, in terms of managing the variability in call volumes.

Shareholders, all of our call centres are held to the same standards of customer service, privacy and security of customer information.

The Board visited the Philippines earlier this year to ensure that the operations of those centres are being held to consistent standards, and to reinforce our expectations of Industry Partners.

As David Thodey has often said, we understand the need to continue to improve service through all of our call centres.

Nevertheless, the need for call centre capability will continue to reduce, given improving service and digital communication technologies.

We really do recognise the impact these closures have on local communities and work very hard to redeploy affected staff wherever possible.

Other roles in Telstra are also changing.

That is why we negotiated a retraining package as part of the NBN deal – to help 6,500 of our people make the transition from working on copper to working on optic fibre.

And, in fiscal 2012, we invested $57 million in staff learning and development – a 10 per cent increase on 2011.

Looking ahead, we believe the real challenge is to grow new areas of the business and create the jobs of the future.
During a year in which call centre staff numbers fell, our employee numbers stayed almost exactly the same.

We created around 2,000 new jobs in fiscal 2012 – including jobs for Australians in Asia, and in fields as varied as web design, IT, network design, and social media.

Telstra employs almost 40,000 Australians, and many more work in businesses which rely on selling goods and services to Telstra.

Your company remains committed to Australia, and through investment in innovation, to creating the jobs of the future.

We have also had a number of pre-asked questions on the NBN which relate to how the roll-out is proceeding and how we are tracking against the original $11 billion value of the transaction.

The $11 billion was a valuation of the cashflows expected to be received over a long period of time, and to help offset the decline in cashflow as we disconnect the copper once the NBN has been built in each area. The NBN is now business-as-usual for Telstra and its impact is included in the guidance we provide to the market.

As we said in August, we are on track with our commitments under the agreements. This includes receiving a $320 million payment under the Information Campaign and Migration Deed, $100 million for staff retraining and good progress with the build of NBN’s transit network.

In August NBN Co announced its updated Corporate Plan which included a six month extension to the construction period. This has not had a material impact on Telstra given we continue to receive cash flow from our existing copper and cable broadband business. This is what we have described as the natural hedge.

The $11 billion value was relevant at the point in time when the company was making decisions on whether to enter into the NBN agreements and was a post-tax net present figure discounted to 30 June 2010 and the latest NBN Co rollout schedule does not materially affect this value. However, with the negotiations having concluded, that June 2010 figure is no longer a relevant benchmark.

The cash flows created by the various elements of the NBN agreements, will of course be reflected in our financial reporting going forward.
ANNUAL GENERAL MEETING
2012

DAVID THODEY
CHIEF EXECUTIVE OFFICER
BRAND EVOLUTION

OUR FOCUS

CREATING SHAREHOLDER VALUE  IMPROVING EMPLOYEE ENGAGEMENT  IMPROVING CUSTOMER SATISFACTION
OVERVIEW

1. OUR PERFORMANCE IN 2012 & OUTLOOK FOR 2013
2. CUSTOMER SATISFACTION
3. NATIONAL BROADBAND NETWORK
4. CLEVER AUSTRALIA

STRATEGIC PRIORITIES

IMPROVE CUSTOMER SATISFACTION
RETAIN AND GROW CUSTOMER NUMBERS
SIMPLIFY THE BUSINESS
BUILD NEW GROWTH BUSINESSES
## COMPANY PERFORMANCE

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## CUSTOMER SATISFACTION

- Complainsts to telecommunications industry ombudsman down 26%
- 1.6 million new mobile customers in Australia
- Strong demand for our products and services
4G MOBILE NETWORK INVESTMENTS

TEN 4G DEVICES AND MORE THAN 500,000 USERS

TARGETING 66% POPULATION COVERAGE BY END OF FISCAL YEAR

HIGHER SPEED, LOWER LATENCY THAN 3G NETWORK

THE NATIONAL BROADBAND NETWORK HAS ARRIVED
OUR EMPLOYEES MAKE A DIFFERENCE

TELSTRA AWARDS

Telstra picks up five Frost & Sullivan excellence awards
Vendor dominates in telecommunications category of sixth annual ceremony
OUR COMPANY IS WELL POSITIONED
WE HAVE MET OUR COMMITMENTS
WE WILL CONTINUE TO LEAD

ANNUAL GENERAL MEETING
2012