**Prospectus dated 12 December 2011**

# Telstra Corporation Limited

# 1.75% Notes 2011 – 2018 of CHF 225,000,000

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| **Programme for the Issuance of Notes:** | The Notes are issued under the Debt Issuance Program (the «Program») of the Issuer. |
| **Issuer's Name and registered office:** | Telstra Corporation Limited, 242 Exhibition Street, Melbourne Victoria 3000, Australia (the «Issuer») |
| **Amount:** | CHF 225,000,000 |
| **Interest Rate:** | 1.75% p.a., payable annually in arrears on 14 December, for the first time on 14 December 2012. |
| **Issue Price:** | The Joint-Lead Managers have purchased the Notes at the issue price of 100.341% of their aggregate nominal amount (before commissions and expenses). |
| **Placement Price:** | The Placement Price of the Notes will be fixed in accordance with supply and demand. |
| **Issue Date:** | 14 December 2011. |
| **Maturity Date / Redemption:** | 14 December 2018 / at par. |
| **Early Redemption:** | For tax reasons only, at any time at the principal amount plus accrued interest (if any) (for details see Condition 17.2 of the Terms and Conditions of the Notes). |
| **Reopening of the Issue:** | The Issuer reserves the right to reopen this series of Notes (for details see Condition 31 of the Terms and Conditions of the Notes). |
| **Denomination:** | CHF 5,000 and multiples thereof. |
| **Form and Delivery:** | The Notes will be represented by a Permanent Global Note. Holders of Notes do not have the right to request the printing and delivery of definitive Notes. |
| **Covenants:** | Pari Passu Clause, Negative Pledge Clause, Change of Control Clause and Cross Default Clause (for details see Conditions 5.2, 6, 16.4 and 26.1(c) and the Final Terms). |
| **Listing:** | Listing will be applied for pursuant to the Standard for Bonds of the SIX Swiss Exchange. The Notes are provisionally admitted for trading on the SIX Swiss Exchange on 12 December 2011. The last trading date will be the third business day prior to the Maturity Date. |
| **Governing Law and Jurisdiction:** | The Notes are governed by, and construed in accordance with English law. Place of jurisdiction for the Notes and all related contractual documentation shall be the courts of England. |
| **Selling Restrictions:** | In particular U.S.A., U.S. persons, EEA, United Kingdom, Hong Kong, Japan, Australia, New Zealand, Singapore, The Netherlands, Italy, Canada, People's Republic of China |
| **Rating:** | The Notes to be issued have been rated «A» by Standard & Poor's (Australia) Pty. Ltd and «A2 (currently under review for possible downgrade)» by Moody's Investors Service Pty Limited. |
| **Security Number / ISIN / Common Code:** | 14.282.140 / CH0142821401 / 071373207 |

**UBS Investment Bank** | **Credit Suisse** (no books) | **Deutsche Bank AG London Branch, acting through Deutsche Bank AG Zurich Branch**

(the «Joint-Lead Managers»)

## SELLING RESTRICTIONS

**In particular U.S.A., U.S. persons, EEA, United Kingdom, Hong Kong, Japan, Australia, New Zealand, Singapore, The Netherlands, Italy, Canada and People's Republic of China.**

**For further information and the full text, which is solely relevant, please refer to pages 99 to 105 of Annex A hereof.**

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## GENERAL INFORMATION

**Notice to Investors**

Except as otherwise specified herein, terms defined in the prospectus dated 24 October 2011, supplemented on 8 November 2011 (together the «Base Prospectus») shall have the same meaning in this prospectus (the «Prospectus»). The Final Terms dated 12 December 2011 (the «Final Terms»), the Base Prospectus attached hereto as Annex A and B hereof, and the Annual Report 2011 of the Issuer attached as Annex C hereof form integral parts of this Prospectus.

The specific terms of these Notes set out in the Final Terms of this Prospectus must be read in conjunction with the information provided in the Base Prospectus. Investors are advised to familiarise themselves with the entire content of this Prospectus.

The financial institutions involved in the issuance and offering of these Notes are banks, which directly or indirectly have participated, or may participate, in financing transactions and/or banking business with the Issuer, which are not disclosed herein.

**Documents Available**

Copies of this Prospectus are available at UBS AG, Prospectus Library, P.O Box, CH-8098 Zurich, Switzerland, or can be ordered by telephone (+41-44-239 47 03), fax (+41-44-239 69 14) or by e-mail swiss-prospectus@ubs.com.

**Prospectus**

This Prospectus is available in English language only and provides information about the Issuer and the Notes. This Prospectus does not constitute an offer of, or an invitation to subscribe for or purchase, any Notes.

No person has been authorized to give any information or make any representation in connection with the offering of the Notes other than as stated herein and any other information or representation if given or made should not be relied upon as having been authorised by the Issuer, the Joint-Lead Managers (as defined below) or any of the Dealers (as defined in the Base Prospectus). Neither the delivery of this Prospectus, nor the issue of the Notes nor any sale thereof shall, in any circumstances, create any implication that there has been no material adverse change in the affairs of the Issuer since the date hereof.

## INFORMATION ON THE NOTES

### Authorisation

Pursuant to the Board Delegation of power dated 1 June 1999 and a long term borrowing authorisation by the Chief Executive Officer and Group Managing Director Finance and Administration executed on 16 August 2011 as well as the Subscription Agreement dated 12 December 2011 between the Issuer, UBS AG, acting through its business division UBS Investment Bank («UBS AG»), Credit Suisse AG and Deutsche Bank AG London Branch, acting through Deutsche Bank AG Zurich Branch (together the «Joint-Lead Managers») the Issuer has decided to issue 1.75% Notes of CHF 225,000,000 to be paid on 14 December 2011 and maturing on 14 December 2018.

### Use of Net Proceeds

The net proceeds of the Notes, being the amount of CHF 223,392,250.00 (the «Net Proceeds»), will be used by the Issuer for its general corporate purposes. None of the Joint-Lead-Managers shall have any responsibility for, or be obliged to concern itself with, the application of the Net Proceeds of the Notes.

### Publication

So long as the Notes are listed on the SIX Swiss Exchange and so long as the rules of the SIX Swiss Exchange so require, all official notices in respect of the Notes and the Issuer will be validly given (i) by means of electronic publication on the internet website of the SIX Swiss Exchange (http://www.six-exchange-regulation.com/publications/published_notifications/official_notices_en.html) or (ii) otherwise in accordance with the regulation of the SIX Swiss Exchange.

### Representation

In accordance with Article 43 of the Listing Rules of the SIX Swiss Exchange, UBS AG has been appointed by the Issuer as representative to lodge the listing application with the SIX Swiss Exchange.

## INFORMATION ON THE ISSUER

For information on the Issuer, please refer to pages 29 to 38 of Annex A of this Prospectus. For financial information of the Issuer, please refer to Annex C of this Prospectus.

Further information on the Issuer:

### Capital as per 30 June 2011

The ordinary share capital of the Issuer is A$ 5,793,170,671, consisting of 12,443,074,357 registered and fully paid shares.

### Capitalisation Table – as at 30 June 2011

| **Gross Debt** | **$m** |
|---|---|
| Current | 1’990 |
| Non current | 12’178 |
| Net derivative financial liability | 2’065 |
| Bank deposits with maturity greater than 90 days | (1) |
| **Total Gross Debt** | 16’232 |
| Cash and cash equivalents | (2’637) |
| **Net Debt** | 13’595 |
| **Shareholders Equity** | 12’292 |
| **Total capital** | 25’887 |

### Own Equity Securities

The Issuer does not hold any equity securities.

### Legal Proceedings

Save as disclosed in this Prospectus, the Issuer is not or has not been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) which may have, or have had in the recent past, significant effects on the financial position of the Issuer.

### Material Adverse Change

Except as disclosed in this Prospectus, there has been no significant change in the financial or trading position and no material adverse change in the prospects of the Issuer since 30 June 2011, being the date of the latest published financial statements of the Issuer, which would materially affect its ability to carry out its obligations under the Notes.

### Information on the most recent Business Performance

For this information, please refer to Annex A, B and C attached to this Prospectus.

**Recent Developments – National Broadband Network**

The Base Prospectus attached hereto as Annex A and B hereof contains information about Telstra's participation in the rollout of the National Broadband Network – see, in particular: (a) the NBN EM incorporated in, and forming part of, Annex A, (b) the information set out under the heading «National Broadband Network» on pages 17 to 19 inclusive of Annex A, and (c) the Supplementary Information contained in Annex B.

On 9 December 2011 the Issuer lodged announcements on the Australian Securities Exchange: (i) advising it had lodged a revised Structural Separation Undertaking (**«SS»**) with the Australian Competition and Consumer Commission (**«ACCC»**) which included the Issuer's submission to the ACCC which provides a detailed summary of the changes to the SSU, and (ii) attaching a copy of the revised SSU. Both announcements are deemed to be incorporated in, and form part of, this Prospectus.

Copies of the announcements are available at:
http://www.telstra.com.au/abouttelstra/download/document/tls815-telstras-revised-structural-separation-undertaking.pdf
http://www.telstra.com.au/abouttelstra/download/document/tls814-structural-separation-undertaking-media-release.pdf

## RESPONSIBILITY STATEMENT

The Issuer accepts responsibility for all information contained in this Prospectus and has taken all reasonable care to ensure that the facts stated herein are true and accurate in all material respects and that there are no other material facts, the omission of which would make any statement herein misleading, whether of fact or opinion.

Melbourne, 12 December 2011

**Telstra Corporation Limited**

# TAXATION

## European Union Savings Tax Directive

On 3 June 2003, the Council of the European Union adopted a directive (Directive 2003/48/EC) on the taxation of savings income in form of interest (the «EU Savings Tax Directive»). Pursuant to the EU Savings Tax Directive, each member state of the European Union (the «EU») is required as from 1 July 2005 to provide to the tax authorities of other EU member states information regarding payments of interest (or other similar income) within the meaning of the EU Savings Tax Directive made by a paying agent located within its jurisdiction to (or, under certain circumstances to the benefit of) an individual resident in that other EU member state, except that Luxembourg and Austria have chosen to operate instead a withholding system for a transitional period unless the beneficiary of the interest payment elects for the exchange of information.

On 26 October 2004, the European Community and Switzerland entered into an agreement on the taxation of savings income by way of a withholding tax system and voluntary declaration in the case of transactions between parties in the EU member states and Switzerland.

On the basis of such agreement, Switzerland has introduced a withholding tax on interest payments or other similar income paid by a paying agent within Switzerland to EU resident individuals as of 1 July 2005. Since 1 July 2011, the withholding tax is applied at a rate of 35 per cent. The beneficial owner of the interest payments may be entitled to a tax credit or refund of the withholding if certain conditions are met.

Prospective purchasers of these Notes should consult their advisors concerning the impact of the EU Savings Tax Directive. Notwithstanding the above, for the avoidance of doubt, should the Issuer, the Swiss Principal Paying Agent or any institution where the Notes are deposited be required to withhold any amount as a direct or indirect consequence of the EU Saving Tax Directive, then, there is no requirement for the Issuer to pay any additional amounts relating to such withholding.

Final Terms dated 12 December 2011

**Telstra Corporation Limited**

(ABN 33 051 775 556)

Issue of CHF 225,000,000 1.750 per cent. Notes due 14 December 2018

under the unlimited

**Debt Issuance Program**

**Part A – Contractual Terms**

Terms used in this document are deemed to be defined as such for the purposes of the Conditions (the **"Conditions"**) set forth in the Prospectus dated 24 October 2011 (the **"Prospectus"**) and the supplemental Prospectus dated 8 November 2011, which together constitute a base prospectus for the purposes of Directive 2003/71/EC (together with any amendments thereto, including Directive 2010/73/EU to the extent implemented as at the date of these Final Terms, the **"Prospectus Directive"**). This document constitutes the Final Terms of the Notes described in it for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus as so supplemented and the Swiss listing prospectus dated 12 December 2011 (the **"Swiss Listing Prospectus"**) prepared in relation to the listing of the Notes on the SIX Swiss Exchange AG (the **"SIX Swiss Exchange"**). Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Prospectus (as so supplemented) and the Swiss Listing Prospectus. The Prospectus, the supplemental Prospectus and the Swiss Listing Prospectus are available for viewing on the Issuer's website, www.telstra.com.au/abouttelstra/investor/ treasury/foreign_documentation.cfm, and copies may also be obtained, free of charge, from UBS AG, Prospectus Library, P.O. Box, CH-8098 Zurich, Switzerland (tel: +41 44 239 47 03, fax: +41 44 239 21 11 or email: swiss-prospectus@ubs.com).

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|---|---|---|---|
| 1. | Issuer: | | Telstra Corporation Limited |
| 2. | (i) | Series Number: | 37 |
| | (ii) | Tranche Number: | 1 |
| 3. | Specified Currency: | | Swiss Francs (**"CHF"** or **"Swiss Francs"**) |
| 4. | Aggregate Nominal Amount: | | |
| | (i) | Series: | CHF 225,000,000 |
| | (ii) | Tranche: | CHF 225,000,000 |
| 5. | Issue Price: | | 100.341 per cent. of the Aggregate Nominal Amount of the Tranche |
| 6. | (i) | Specified Denomination(s): | CHF 5,000 and integral multiples thereof |
| | (ii) | Calculation Amount: | CHF 5,000 |
| 7. | (i) | Issue Date: | 14 December 2011 |
| | (ii) | Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | | 14 December 2018 |
| 9. | Record Date: | | Not Applicable |

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|---|---|---|
| 10. | Interest Basis: | 1.750 per cent. Fixed Rate<br>(further particulars specified below) |
| 11. | Redemption/Payment Basis: | Redemption at par |
| 12. | Change of Interest or Redemption/ Payment Basis: | Applicable to change of Interest Basis only, following a Change of Control Event (as defined below). See Paragraphs 16 (*Fixed Rate Note Provisions*) and 35 (*Change of control*) for further particulars |
| 13. | Put/Call Options: | Not Applicable |
| 14. | (i) Status of Notes: | Senior |
| | (ii) Date Board approval for issuance of Notes obtained: | Board delegation of power dated 1 June 1999 and a long term borrowing authorisation of the Chief Executive Officer and Group Managing Director – Finance and Administration executed on 16 August 2011 |
| 15. | Method of distribution: | Syndicated |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|---|---|---|
| 16. | **Fixed Rate Note Provisions** | Applicable |
| | (i) Fixed Rate of Interest: | 1.750 per cent. per annum payable annually in arrear, subject to variation from time to time in accordance with the provisions of Paragraph 35 (*Change of control*) |
| | (ii) Interest Payment Date(s): | 14 December in each year, commencing on 14 December 2012 up to and including the Maturity Date<br><br>Condition 18.4 (*Payments on business days*) provides that, if the date for payment of any amount is not a Payment Business Day, Noteholders are not entitled to payment until the next following Payment Business Day in the relevant place and are not entitled to further interest or other payment in respect of such delay |
| | (iii) Fixed Coupon Amount: | CHF 87.50 per Calculation Amount, subject to variation from time to time in accordance with the provisions of Paragraph 35 (*Change of control*) |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | 30/360 |
| | (vi) Business Day Convention: | Modified Following Business Day Convention (No Adjustment) |
| | (vii) Additional Business Centre(s): | Zurich, Sydney, Melbourne |
| | (viii) Other terms relating to the method of calculating interest for Fixed Rate Notes: | See Paragraph 35 (*Change of control*) |
| | (ix) Calculation Agent: | Not Applicable |
| 17. | **Floating Rate Note Provisions** | Not Applicable |
| 18. | **Zero Coupon Note Provisions** | Not Applicable |

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| 19. | **Index Linked Interest Note Provisions** | Not Applicable |
| 20. | **Dual Currency Note Provisions** | Not Applicable |

**PROVISIONS RELATING TO REDEMPTION**

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|---|---|---|
| 21. | **Issuer Call Option** | Not Applicable |
| 22. | **Investor Put Option** | Not Applicable |
| 23. | **Final Redemption Amount** | CHF 5,000 per Calculation Amount |
| 24. | **Early Redemption Amount (Tax)** | |
| | Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions): | The provisions of Condition 17.2 (*Early redemption for taxation reasons*) apply<br><br>The Early Redemption Amount (Tax) is CHF 5,000 per Calculation Amount |
| 25. | **Early Termination Amount** | Not Applicable |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

26. **Form of Notes:**

**Bearer Notes:**

The Notes will be in bearer form and will be represented by a permanent global note (*Globalurkunde*) (the **"Permanent Global Note"**) in the form attached to the supplemental euro fiscal agency agreement dated 12 December 2011 (the **"Supplemental Euro Fiscal Agency Agreement"**) and made between the Issuer, the Swiss Paying Agents named in Paragraph 6 of Part B of these Final Terms and others.

The Permanent Global Note will be deposited by the Swiss Principal Paying Agent with SIX SIS Ltd, the Swiss Securities Services Corporation in Olten, Switzerland or, as the case may be, with any other intermediary (*Verwahrungsstelle*) in Switzerland recognised for such purposes by SIX Swiss Exchange Ltd (**"SIS"** or any such other intermediary, the **"Intermediary"**). As a matter of Swiss law, once the Permanent Global Note is deposited with the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Notes will constitute intermediated securities (*Bucheffekten*) (**"Intermediated Securities"**) in accordance with the provisions of the Swiss Federal Intermediated Securities Act (*Bucheffektengesetz*) (the **"FISA"**).

Each Holder (as defined below) shall have a quotal co-ownership interest (*Miteigentumsanteil*) in the Permanent Global Note to the extent of his claim against the Issuer, *provided that* for so long as the Permanent Global Note remains deposited with the Intermediary the co-ownership interest shall be suspended and the Notes may only be transferred or otherwise disposed of in accordance with the provisions of the FISA, i.e., by the entry of the transferred Notes in a securities account of the transferee.

The records of the Intermediary will determine the number of Notes held through each participant in that Intermediary. In respect of the Notes held in the form of Intermediated Securities, the holders of the Notes (the **"Holders"**) will be the persons holding the Notes in a securities account (*Effektenkonto*) in their own name and for their own account.

Neither the Issuer nor the Holders shall at any time have the right to effect or demand the conversion of the Permanent Global Note into, or the delivery of, uncertificated securities (*Wertrechte*) or definitive Notes (*Wertpapiere*) (**"Definitive Notes"**).

No physical delivery of the Notes shall be made unless and until Definitive Notes shall have been printed. The Swiss Principal Paying Agent shall, at the expense of the Issuer, provide for the printing of Definitive Notes in bearer form and Coupons (in the form agreed with the Issuer), in whole but not in part, only if the Swiss Principal Paying Agent deems the printing of Definitive Notes to be necessary or useful, after consultation with the Issuer, or if, under Swiss or any other applicable laws and regulation, the enforcement of obligations under the Notes can only be ensured by means of Definitive Notes.

Should the Swiss Principal Paying Agent so determine, it shall provide for the printing of Definitive Notes in accordance with the rules and regulations of the SIX Swiss Exchange without cost to the Holders. Upon delivery of the Definitive Notes, the Permanent Global Note will immediately be cancelled by the Swiss Principal Paying Agent and the Definitive Notes shall be delivered to the Holders against cancellation of the Notes in the Holder's securities accounts.

As long as no Definitive Notes have been printed, the expression "Notes", "Global Note", "Coupons" and "Noteholder" herein and in the Conditions shall mean and include entitlements under the Permanent Global Note or the Holders, as the case may be.

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| 27. Additional Financial Centre(s) or other special provisions relating to payment dates: | Zurich, Sydney, Melbourne |
| 28. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 29. Details relating to Partly Paid Notes: | Not Applicable |
| 30. Details relating to Instalment Notes: | Not Applicable |
| 31. Notices: | The provisions of Condition 32 (*Notices to Noteholders*) apply *provided, however, that* for so long as the Notes are listed on the SIX Swiss Exchange and for so long as the rules of the SIX Swiss Exchange so require, all notices regarding the Notes must be published (i) on the website of the SIX Swiss Exchange under the section headed "Official Notices" (http://www.six-exchange-regula- |

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| | tion.com/publications/ published_notifications/official_notices_en.html) or (ii) otherwise in accordance with the regulations of the SIX Swiss Exchange |
| 32. Consolidation provisions | The provisions of Condition 31 (*Further issues*) apply |
| 33. Governing law / Place of jurisdiction: | English law / Courts of England |
| 34. Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 35. Change of control: | The provisions of Condition 16.4 (*Change of control*) apply. The terms of the change of control provision applicable to the Notes are as follows: |

**Variation of Interest Rate following a Change of Control Event**

If a Change of Control Event (as defined below) occurs, the following provisions apply:

(i) from and including the commencement of the first Interest Period following the occurrence of a Change of Control Event, the Interest Rate for that Interest Period and each following Interest Period shall be increased by 1.50 per cent. above the initial Interest Rate;

(ii) if at any time and from time to time after the initial Interest Rate has been increased pursuant to paragraph (a)(i) above, a Favourable Rating Change occurs, then from and including the commencement of the first Interest Period following the occurrence of the Favourable Rating Change, the Interest Rate for that Interest Period and each following Interest Period shall be reduced by 1.50 per cent. so that it is equal to the initial Interest Rate; and

(iii) for the avoidance of doubt, if during any Interest Period a Change of Control Event occurs followed by a Negative Rating Change and then a Favourable Rating Change within that same Interest Period, then there will not be any adjustment to the Interest Rate for the subsequent Interest Periods

For the purpose of the provisions above:

A **"Change of Control"** occurs at the time that any person or any person and an Associate (as defined in the Corporations Act) of a person at any time:

(A) directly or indirectly owns more than 50 per cent. of the ordinary share capital of the Issuer; or

(B) has voting power (as that term is defined in section 610 of the Corporations Act 2001 of Australia (the **"Corporations Act"**)) in the Issuer of more than 50 per cent. and any agreement, arrangement or understanding under which voting power arises is not subject to a defeating condition or a condition that a resolution under item 7 in the table in section 611 of the Corporations Act is passed

A **"Change of Control Event"** will be deemed to have occurred if either:

(A) in anticipation of a Change of Control; or

(B) during the Change of Control Period,

there is a Negative Rating Change, provided that, in the case of an anticipated Change of Control, a Change of Control Event will be deemed to have occurred only if and when a Change of Control subsequently occurs and that the occurrence takes place within 90 days after the Negative Rating Change

A **"Negative Rating Change"** occurs in respect of a Change of Control Event if the rating assigned to the Issuer's Senior Debt by any one Rating Agency, whether at the invitation of the Issuer or by the relevant Rating Agency's own volition:

(A) is reduced to a Non Investment Grade rating; or

(B) is withdrawn and the relevant Rating Agency announces or publicly confirms or (having been requested by the Issuer) informs the Issuer that the withdrawal was the result, in whole or in part, of any event or circumstance comprised in or arising as a result of, or in respect of, a Change of Control. For the avoidance of doubt, a rating will not be deemed to be withdrawn if the Rating Agency that withdraws its rating is either S&P or Moody's and a Replacement Rating Agency, rates the Issuer's Senior Debt at or above Investment Grade before the end of the Change of Control Period

**"Change of Control Period"** means, in respect of a Change of Control, the period ending 90 calendar days after the Change of Control occurs or is publicly announced

**"Favourable Rating Change"** means the public announcement by any Ratings Agency assigning a credit rating to the Issuer's Senior Debt of an increase in the rating of the Issuer's Senior Debt from a rating below Investment Grade to a rating at or above Investment Grade. For the avoidance of doubt, where there is a rating assigned to the Senior Debt by more than one Rating Agency, a Favourable Rating Change occurs only when both Rating Agencies have announced an increase in the rating of the Issuer's Senior Debt to at or above Investment Grade

**"Investment Grade"**, in relation to the Issuer's Senior Debt, means (in the case of S&P) BBB– or higher and (in the case of Moody's) Baa3 or higher

**"Non Investment Grade"** in relation to the Issuer's Senior Debt means (in the case of S&P) BB+ or lower and (in the case of Moody's) Ba1 or lower

**"Rating Agency"** means:

(A) Standard & Poor's Rating Services, a division of The McGraw Hill Companies, Inc. and its successors (**"S&P"**), Moody's Investors Service, Inc. and its successors (**"Moody's"**); and

(B) if either S&P or Moody's cease for any reason to provide a rating of the Issuer's Senior Debt, another internationally recognised rating agency (**"Replacement Rating Agency"**) that provides a rating for the Issuer's Senior Debt

**"Senior Debt"** means the Notes so long as they have a current rating from any Ratings Agency and, if the Notes do not have a current rating, any other unsecured, unsubordinated and unguaranteed debt of the Issuer having a maturity or term of 5 years or more from their date of issue or drawdown which has a current rating from a Rating Agency. A rating is taken to be "current" at any time if it has been issued or renewed within the period of 12 months immediately preceding the occurrence of the Change of Control Event

36. Other final terms or special conditions:

In respect of the Notes, the following other final terms or special conditions apply:

(a) Change of control:

(i) The Issuer must promptly notify the Noteholders, the Swiss Principal Paying Agent and the SIX Swiss Exchange of any change to the Interest Rate under Paragraph 35 (*Change of control*)

(ii) If either S&P's or Moody's rating for the Notes is withdrawn (other than consequent upon a Change of Control) and there is not at least one rating of the Issuer's Senior Debt by a Rating Agency, the Issuer undertakes to use its best efforts to ensure that a Replacement Rating Agency provides a rating for the Senior Debt of the Issuer

(b) Payments:

Payments of principal and interest shall be made only at the offices of the Swiss Paying Agents in Switzerland in freely disposable Swiss Francs without collection costs and whatever the circumstances may be, irrespective of nationality, domicile or residence of the holder of Notes and without requiring any certification, affidavit or the fulfilment of any other formality

Payments in respect of the Notes will also be made irrespective of any present or future transfer restrictions and regardless of any bilateral or multilateral payment or clearing agreement which may be applicable at any time to such payment

Receipt by the Swiss Principal Paying Agent of the due and punctual payment of the funds in Swiss Francs in Zurich releases the Issuer from its obligations under the Notes and Coupons for the payment of interest and principal due on the respective Interest Payment Dates and on the Maturity Date to the extent of such payment

| | | |
|---|---|---|
| (c) | Paying Agents: | The Issuer will at all times maintain a Paying Agent having a specified office in Switzerland and will at no time maintain a Paying Agent having a specified office outside of Switzerland<br><br>All references in the Conditions to the "Principal Paying Agent" and to the "Paying Agents" shall, so far as the context permits, be construed as references to the "Swiss Principal Paying Agent" and to the "Swiss Paying Agents", as applicable |
| (d) | Clearing systems: | All references in the Conditions to "Euroclear" and/or "Clearstream, Luxembourg" shall be deemed to include reference to SIS |
| (e) | Process Agent – England: | The reference in Condition 34.4 (*Process agent – England*) to "Telstra Europe Limited at Telstra House, 21 Tabernacle Street, London EC2A 4DE" shall be deemed to refer to "Telstra Ltd at 110 Southwark Street, London SE1 0TA" |

**DISTRIBUTION**

| | | |
|---|---|---|
| 37. (i) | If syndicated, names and addresses of Managers and underwriting commitments: | *Joint Lead Managers:*<br><br>**UBS AG**<br>Bahnhofstrasse 45<br>CH-8001 Zurich<br>Switzerland<br>CHF 75,000,000<br><br>**Credit Suisse AG**<br>Paradeplatz 8<br>CH-8001 Zurich<br>Switzerland<br>CHF 75,000,000<br><br>**Deutsche Bank AG London Branch, acting through Deutsche Bank AG Zurich Branch**<br>Uraniastrasse 9<br>P.O. Box 3604<br>8021 Zurich<br>Switzerland<br>CHF 75,000,000 |
| (ii) | Date of Subscription Agreement: | 12 December 2011 |
| (iii) | Stabilising Manager (if any): | Not Applicable |
| 38. | If non-syndicated, name and address of Dealer: | Not Applicable |
| 39. | U.S. Selling Restrictions | Reg. S Compliance Category 2: TEFRA D Applicable, in accordance with Swiss practice |
| 40. | Additional selling restrictions: | Not Applicable |

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on the SIX Swiss Exchange of the Notes described herein pursuant to the Debt Issuance Program of Telstra Corporation Limited.

**RESPONSIBILITY**

Telstra Corporation Limited (as Issuer) accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Telstra Corporation Limited (as Issuer):

By: ................................................
*Duly authorised officer*

## PART B – OTHER INFORMATION

1. **LISTING**

| | |
|---|---|
| (i) Listing: | SIX Swiss Exchange |
| (ii) Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to provisional trading at the SIX Swiss Exchange |
| (iii) Representation: | In accordance with Article 43 of the Listing Rules of the SIX Swiss Exchange, UBS AG has been appointed by the Issuer as representative to lodge the listing application with the Regulatory Board of the SIX Swiss Exchange |
| (iv) First day of trading: | The first day of provisional trading will be 12 December 2011. Application for definitive listing will be made as soon as practicable thereafter and (if granted) will only be granted after the Issue Date |
| (v) Last day of trading: | 11 December 2018 |
| (vi) Minimum trading volume: | 1 Note |

2. **RATINGS**

Ratings:

The Notes have been assigned the following credit ratings:

| | |
|---|---|
| Standard & Poor's (Australia) Pty Ltd: | A |
| Moody's Investors Service Pty. Limited: | A2* |

*As at 5 December 2011, this rating was under review for possible downgrade

A credit rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, revision or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating

Credit ratings may be made available only to a person (1) who is not a "retail client" within the meaning of section 761G of the Corporations Act 2001 of Australia and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Parts 6D.2 or 7.9 of the Corporations Act 2001 of Australia, and (2) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive the Prospectus and anyone who receives the Prospectus must not distribute it to any person who is not entitled to receive it

None of Standard & Poor's (Australia) Pty Ltd and Moody's Investors Service Pty. Limited is established in the European Economic Area (the **"EEA"**) or has applied for registration under Regulation (EC) No. 1060/2009, as amended (the **"CRA Regulation"**)

| | |
|---|---|
| | In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the EEA and registered under the CRA Regulation unless (1) the rating is provided by a credit rating agency operating in the EEA before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration has not been refused, (2) the rating is provided by a credit rating agency not established in the EEA but is endorsed by a credit rating agency established in the EEA and registered under the CRA Regulation or (3) the rating is provided by a credit rating agency not established in the EEA which is certified under the CRA Regulation |

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in the Prospectus under *"Sale and subscription"*, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer

4. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

| | |
|---|---|
| (i) Reasons for the offer | The net proceeds of the issue of the Notes under the Program will be used by the Issuer for its general corporate purposes |
| (ii) Estimated net proceeds: | CHF 223,392,250 |
| (iii) Estimated total expenses: | CHF 125,000 |

5. **YIELD**

| | |
|---|---|
| Indication of yield: | 1.6523 per cent. per annum<br>As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield and may vary if the provisions of Paragraph 35 (*Change of control*) operate to alter the fixed rate of interest |

6. **OPERATIONAL INFORMATION**

| | |
|---|---|
| ISIN Code: | CH0142821401 |
| Common Code: | 071373207 |
| Swiss Security Number: | 14.282.140 |
| Any clearing system(s) other than Euroclear, Clearstream, Luxembourg, CMU, Austraclear or NZClear and the relevant identification number(s): | The Notes will be cleared and settled through SIS in accordance with normal Swiss market practices |
| Delivery: | Delivery against payment |
| Initial Agent's name and address: | UBS AG of Bahnhofstrasse 45, CH-8001 Zurich, Switzerland shall act as Swiss principal paying agent (the **"Swiss Principal Paying Agent"**) for the Notes |

| | |
|---|---|
| Additional Agent(s) names and addresses (if any): | Credit Suisse AG of Paradeplatz 8, CH-8001 Zurich, Switzerland shall act as Swiss paying agent (together with the Swiss Principal Paying Agent, the **"Swiss Paying Agents"**) for the Notes |

7. **PUBLIC OFFER TEST COMPLIANT**

The Notes are intended to be issued in a manner which satisfies the requirements of Section 128F of the Income Tax Assessment Act 1936 of Australia.

**PROSPECTUS**

# Telstra Corporation Limited

(ABN 33 051 775 556)

*(incorporated with limited liability in the Commonwealth of Australia)*

## *Debt Issuance Program*

Telstra Corporation Limited ("**Issuer**" or "**Telstra**") may offer from time to time bonds, notes and other debt instruments (together the "**Notes**") under the Debt Issuance Program ("**Program**") described in this Prospectus. This Prospectus supersedes the Prospectus dated 9 September 2010 and any previous prospectuses, offering circulars or supplements to it. Any Notes issued on or after the date of this Prospectus are subject to the provisions set out in it. This Prospectus does not affect any Notes already issued.

Subject to applicable laws, regulations and directives, the Issuer may issue Notes under the Program in any country including Australia and, subject to certain restrictions referred to in this Prospectus, the United States. There is no limit on the amount of Notes that may be issued under the Program.

The Financial Services Authority in its capacity as competent authority under Part VI of the Financial Services and Markets Act 2000 ("**FSMA**") ("**UK Listing Authority**") has approved this document as a base prospectus issued in compliance with Directive 2003/71/EC ("**Prospectus Directive**") and the relevant implementing measures in the United Kingdom. Application has also been made for Notes issued under the Program during the period of 12 months from the date of this Prospectus to be admitted to the official list maintained by the UK Listing Authority ("**UKLA Official List**") and to the London Stock Exchange plc ("**London Stock Exchange**") and for such Notes to be admitted to trading on the London Stock Exchange's Regulated Market ("**Market**"). The Market is a regulated market for the purposes of Article 4.1(14) of Directive 2004/39/EC of the European Parliament and of the Council on markets in financial instruments and references in this Prospectus to the Notes having been "listed" means that those Notes have been admitted to trading on the Market and have been admitted to the UKLA Official List.

In relation to any Tranche (as defined under "Summary of the Program"), the aggregate nominal amount of the Notes of such Tranche, the interest (if any) payable on the Notes of the Tranche, the issue price and any other terms and conditions applicable to such Tranche which are not contained in the standard terms and conditions set out in this Prospectus will be set out in a final terms document ("**Final Terms**") substantially in the form set out on pages 106 to 120 inclusive of this Prospectus. The Final Terms for each Tranche of Notes to be admitted to the UKLA Official List and to the London Stock Exchange will be delivered to the UK Listing Authority and the London Stock Exchange on or before the date of issue of such Tranche of Notes and is expected to be published via the Regulatory News Service of the London Stock Exchange.

The rating of certain Series of Notes to be issued under the Program may be specified in the applicable Final Terms. Whether or not each credit rating applied for in relation to a particular Series of Notes will be issued by a credit agency established in the European Union and registered under Regulation (EC) No. 1060/2009 ("**CRA Regulation**") will be disclosed in the applicable Final Terms. The credit ratings of the Issuer referred to in this Prospectus have been issued by Standard & Poor's (Australia) Pty Ltd, Moody's Investors Service Pty Limited and Fitch Australia Pty Ltd, none of which is established in the European Union or has applied for registration under the CRA Regulation.

Application may also be made for Notes issued under the Program during the period of 12 months from the date of this Prospectus for permission to deal in, and quotation for, the Notes on the Official List ("**Singapore Official List**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). Such permission will only be granted when such Notes have been admitted to the Singapore Official List. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Admission to the Singapore Official List and quotation of any Notes on the SGX-ST are not to be taken as an indication of the merits of the Issuer, the Program or the Notes. The Notes will be traded in a minimum board lot size of S$200,000 (or equivalent in another currency) for so long as the Notes are listed on the SGX-ST. The Final Terms for each Tranche of Notes to be admitted on the Singapore Official List will be delivered to the SGX-ST on or before the date of issue of such Tranche of Notes. There is no guarantee that an application to the SGX-ST for the listing of any Tranche of Notes will be approved. As at the date of the Prospectus, no application has been made to the SGX-ST. SGX-ST is not regulated for the purposes of Directive 2004/39/EC of the European Parliament and of the Council on markets in financial instruments.

Application may also be made for Notes issued under the Program to be listed on any other stock exchange (including the Australian securities exchange operated by ASX Limited (ABN 98 008 624 691) ("**ASX**") and the debt market operated by NZX Limited) on which Notes may be listed from time to time as specified in the relevant Final Terms. Unlisted Notes may also be issued under the Program. The relevant Final Terms in respect of the issue of any Notes will specify whether or not those Notes will be listed on a stock exchange and on which stock exchange, if any, the Notes are to be listed. It is expected that, if listed, a particular Tranche of Notes will only be listed on one stock exchange as specified in the relevant Final Terms.

**Prospective investors should consider the risks outlined in this Prospectus under "Risk factors" before making any investment decision in relation to the Notes.**

***Arranger***

BNP PARIBAS

24 October 2011

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# CONTENTS

# Important notice

**Prospectus**

This Prospectus has not been, nor will be, lodged with the Australian Securities and Investments Commissions ("**ASIC**") and is not a 'prospectus' or other 'disclosure document' for the purposes of the Corporations Act 2001 of Australia ("**Corporations Act**"). In addition, see the selling restrictions in "Sale and subscription" on pages 99 to 105 inclusive of this Prospectus.

This Prospectus is a base prospectus for the purposes of Article 5.4 of the Prospectus Directive and is provided for the purpose of giving information with regard to the Issuer and its subsidiaries (taken as a whole) and the Notes for a period of 12 months from the date of this Prospectus which, according to the particular nature of the Issuer and the Notes, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuer.

This Prospectus has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (each a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of Notes. Accordingly, any person making or intending to make an offer in that Relevant Member State of Notes which are the subject of an offering contemplated in this Prospectus as completed by Final Terms in relation to the offer of those Notes may only do so in circumstances in which no obligation arises for the Issuer, the Arranger (as defined in the "Summary of the Program"), or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such an offer. None of the Issuer, the Arranger and any Dealer has authorised, nor do any of them authorise, the making of any offer of Notes in circumstances in which an obligation arises for the Issuer, the Arranger or any Dealer to publish or supplement a Prospectus for such offer.

**Responsibility**

This Prospectus has been prepared by and issued with the authority of the Issuer. The Issuer accepts responsibility for all information contained in this Prospectus. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of that information. References in this Prospectus to the "Prospectus" are to this document and any supplements or replacement of it, any other documents incorporated in it by reference (see "Documents incorporated by reference" on pages 6 to 8 inclusive of this Prospectus) and, in relation to any Series of Notes, the relevant Final Terms for that Series and this Prospectus should be read and construed accordingly.

The only role of the Arranger, the Fiscal Agent, the CMU Lodging Agent, the Australian Registrar, and the New Zealand Registrar (each as defined in the "Summary of the Program") in the preparation of this Prospectus has been to confirm to the Issuer that the information as to their identity described below and their respective descriptions under the heading "Summary of the Program" are accurate as at the date of this Prospectus. BNP Paribas has given and not withdrawn its consent to be named in this Prospectus as the Arranger. The Fiscal Agent, the CMU Lodging Agent, the Australian Registrar and the New Zealand Registrar have given and not withdrawn their consent to be named in this Prospectus as the Fiscal Agent, the CMU Lodging Agent, the Australian Registrar and the New Zealand Registrar respectively. Apart from these matters, the Arranger and the Dealers make no representation or warranty, express or implied as to and assume no responsibility or liability for the authenticity, origin, validity, accuracy or completeness of, or any errors or omissions in, any information, statement, opinion or forecast contained in this Prospectus. The Arranger and the Dealers have not caused or authorised the issue of this Prospectus.

The Issuer having made all reasonable enquiries, confirms that the Prospectus contains all information with respect to the Issuer and its subsidiaries (taken as a whole) and the Notes that are material in the context of the issue and offering of the Notes, the statements contained in it relating to the Issuer are in every material particular true and accurate and not misleading, the opinions and intentions expressed in this Prospectus with regard to the Issuer are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions, there are no other facts in relation to the Issuer or its subsidiaries or the Notes the omission of which would, in the context of the issue and offering of the Notes, make any statement in this Prospectus misleading in any material respect and all reasonable enquiries have been made by the Issuer to ascertain such facts and verify the accuracy of all such information and statements.

The SGX-ST takes no responsibility for the contents of this Prospectus, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus.

**No independent verification**

The Arranger and the Dealers have not independently verified the information contained in this Prospectus. Neither this Prospectus, nor any other information provided in connection with the Program or the Notes, nor any other financial statement is intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation or a statement of opinion (or a report of either of those things) by the Issuer, the Arranger or the Dealers that any recipient of this Prospectus or any other financial statements should purchase any Notes or any rights in respect of any Notes nor does it constitute an offer or an invitation to subscribe for Notes. Each potential purchaser of Notes should determine (and will be deemed to have done so) for itself the relevance of the information contained in this Prospectus and make its own independent investigation of the financial condition and affairs of and its own appraisals of the creditworthiness of Telstra and its purchase of Notes should be based upon such investigation as it considers necessary. Each potential investor should also have regard to the factors described under the section headed "Risk factors" on pages 15 to 27 inclusive of this Prospectus. The Arranger and the Dealers do not undertake to review the financial condition or affairs of the Issuer during the life of the Program nor to advise any investor or potential investor in the Notes of any information coming to the attention of the Arranger or the Dealers relating to the Issuer. No advice is given in respect of taxation treatment of investors in connection with investment in any Notes and each investor is advised to consult its own professional adviser on the tax implications of an investment in any Notes in their particular circumstances.

**Credit Ratings**

There are references in this Prospectus to "credit ratings". A credit rating is not a recommendation to buy, sell or hold the Notes and may be subject to revision, suspension or withdrawal at any time by the relevant credit rating agency. Each rating should be evaluated independently of any other rating.

Credit ratings may be made available only to a person (a) who is not a "retail client" within the meaning of section 761G of the Corporations Act 2001 of Australia and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Parts 6D.2 or 7.9 of the Corporations Act 2001 of Australia, and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Accordingly, anyone who is not such a person is not entitled to receive the Prospectus and anyone who receives the Prospectus must not distribute it to any person who is not entitled to receive it.

The credit ratings of the Issuer referred to in this Prospectus have been issued by Standard & Poor's (Australia) Pty Ltd, Moody's Investors Service Pty Limited and Fitch Australia Pty Ltd, none of which is established in the European Union or has applied for registration under the CRA Regulation.

**If a Series of Notes to be issued under the Program is rated, such credit rating may be specified in the Final Terms, irrespective of whether or not such credit rating is issued by a credit rating agency established in the European Union and registered under the CRA Regulation or otherwise.**

**Currency of information**

Neither the delivery of this Prospectus nor any sale of Notes made in connection with this Prospectus at any time implies or should be relied upon as a representation or warranty that the information contained in this Prospectus concerning the Issuer and its subsidiaries is correct at any time subsequent to the date of the Prospectus or that any other information supplied in connection with the Program is correct as of any time subsequent to the date indicated.

Without limiting this general statement, the Issuer has given an undertaking to the Arranger and the Dealers to prepare a supplementary prospectus in certain circumstances as detailed in the section headed "Supplementary Prospectus" on page 4 of this Prospectus.

**No authorisation**

No person has been authorised to give any information or make any representations not contained in this Prospectus in connection with the Issuer, its subsidiaries, the Program or the issue or sale of the Notes and, if given or made, that information or representation must not be relied upon as having been authorised by the Issuer or its subsidiaries or the Arranger or the Dealers.

**Distribution**

THIS PROSPECTUS IS NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES.

The distribution of this Prospectus and any Final Terms and the offer or sale of Notes may be restricted in certain jurisdictions. The Issuer, its subsidiaries, the Arranger and the Dealers do not represent that this document may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any jurisdiction where action for that purpose is required, or pursuant to an exemption available in that jurisdiction, nor do they assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer, its subsidiaries, the Arranger and the Dealers (except as provided in the next sentence) which would permit a public offering of any Notes or distribution of this Prospectus in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations and, as more particularly set out under the section headed "Sale and subscription - Summary of Dealer Agreement" on page 99 of this Prospectus, the Dealers have represented to the Issuer that all offers and sales by them will be made on the same terms. Persons into whose possession this Prospectus or any Notes come must inform themselves about, and observe, all applicable restrictions. For a description of certain restrictions on offers and sales of Notes and on distribution of this Prospectus see "Sale and subscription" on pages 99 to 105 inclusive of this Prospectus.

**No registration**

The Notes have not been and will not be registered under the Securities Act of 1933 of the United States (as amended) ("**Securities Act**") and include Notes in bearer form that are subject to U.S. tax law requirements. The Notes may not be offered, sold, delivered or transferred within the United States or to, or for the account of, U.S. persons (as defined in Regulation S under the Securities Act), except pursuant to an effective registration statement or in certain transactions exempt from, or not subject to, the registration requirements of the Securities Act, including, without limitation, in accordance with Regulation S under the Securities Act. Regulation S provides a non-exclusive safe harbour from the application of the registration requirements of the Securities Act. For more information see "Sale and subscription - Selling Restrictions - United States of America" on pages 99 to 101 inclusive of this Prospectus.

**No offer**

Neither this Prospectus, nor any other information provided in connection with the Program or the Notes, is intended to (nor does it), constitute an offer or invitation by or on behalf of the Issuer, its subsidiaries, the Arranger or the Dealers to any person to subscribe for, purchase or otherwise deal in any Notes nor is it intended to be used for the purpose of or in connection with offers or invitations to subscribe for, purchase or otherwise deal in any Notes.

**Forward-Looking Statements about Telstra**

This Prospectus contains and incorporates by reference statements that constitute forward-looking statements. All statements other than statements of historical facts included in this Prospectus, including, without limitation, those regarding Telstra's financial position, business strategy, plans and objectives of management for future operations, are forward-looking statements. Examples of these forward-looking statements include, but are not limited to (i) statements regarding future results of operations and financial condition, (ii) statements of plans, objectives or goals, including those related to products or services, and (iii) statements of assumptions underlying those statements. Words such as "may," "will," "expect," "intend," "plan," "estimate," "anticipate," "believe," "continue", "probability," "risk," and other similar words are intended to identify forward-looking statements, but are not the exclusive means of identifying those statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Telstra, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the present and future business strategies of Telstra and the environment in which it will operate in the future. These forward-looking statements speak only as of the date of this Prospectus. Telstra expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained in this Prospectus, or incorporated herein by reference, to reflect any change in the expectations of Telstra with regard to such forward-looking statements or any change in events, conditions or circumstances on which any such forward-looking statement is based.

**Drawdown prospectus**

The Issuer may agree with the Arranger and the relevant Dealer(s) that the Notes may be issued in a form not contemplated by this Prospectus or in accordance with terms set out in a separate prospectus specific to such Tranche, in which event a separate prospectus, if appropriate, will be made available describing the effect of the agreement reached in relation to those Notes.

**Supplementary Prospectus**

In the event of any significant new factor, material mistake or inaccuracy relating to the information included in this Prospectus which is capable of affecting the assessment of any Notes, the Issuer will prepare a supplement to this Prospectus or publish a new prospectus in accordance with the Prospectus Directive for use in connection with any subsequent issue of Notes. The Issuer has undertaken with the Dealers in the Dealer Agreement (as defined in "Sale and subscription" on pages 99 to 105 inclusive of this Prospectus) that it will comply with section 87G of the FSMA.

**Stabilisation**

In connection with the issue of any Tranche (as defined in "Summary of the Program" on pages 10 to 14 inclusive of this Prospectus), the Dealer or Dealers (if any) named as the Stabilising Manager(s) (or persons acting on behalf of the Stabilising Manager(s)) in the applicable Final Terms may, outside Australia and New Zealand and on a market operated outside Australia and New Zealand, over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager(s) (or persons acting on behalf of the Stabilising Manager(s)) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes. Any stabilisation action or over-allotment must be concluded by the relevant Stabilising Manager(s) (or person(s) acting on behalf of any Stabilising Manager(s)) in accordance with all applicable laws and rules.

**References to currencies**

In this Prospectus references to "**U.S.$**" and "**U.S. dollars**" are to the lawful currency of the United States of America, references to "**A$**" and "**Australian Dollars**" are to the lawful currency of the Commonwealth of Australia ("**Commonwealth**" or "**Australia**"), references to "**N.Z.$**" and "**New Zealand dollars**" are to the lawful currency of New Zealand, references to "**£**" and "**Sterling**" are to the lawful currency of the United Kingdom, references to "**€**" and "**euro**" are to the currency introduced at the start of the third stage of European Economic and Monetary Union pursuant to the Treaty on the Functioning of the European Union, as amended, references to "**C$**", **"CAD"** and "**Canadian dollars**" are to the lawful currency of Canada, references to "**S$**" and "**SGD**" are to the lawful currency of Singapore and references to "**RMB**" and "**Renminbi**" are to the lawful currency of the People's Republic of China ("**PRC**").

Terms capitalised but not defined in this section have the meaning given to them in the Terms and Conditions of the Notes which can be found on pages 39 to 81 inclusive of this Prospectus.

# Documents incorporated by reference

**Documents incorporated by reference for Prospectus Directive purposes**

**Full year results and operations review – June 2011**

The sections of our "Full year results and operations review – June 2011", and the sections of our Directors' Report and Financial Report included in our 2011 Annual Report ("**2011 Annual Report**"), set out in the following table, shall be deemed to be incorporated in, and form part of, this Prospectus. These can be located in the 2011 Annual Report on the following pages:

| | **2011 Annual Report** (Pages) |
|---|---|
| **Full year results and operations review – June 2011** | |
| Summary of financial information | 4 to 10 |
| Revenue and product profitability | 11 to 22 |
| Expenses | 23 to 28 |
| Major subsidiaries | 29 to 31 |
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| Directors' Report | 55 to 67 |
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| **Financial Report** | |
| Income Statement | 85 |
| Statement of Comprehensive Income | 86 |
| Statement of Financial Position | 87 |
| Statement of Cash Flows | 88 |
| Statement of Changes in Equity | 89 |
| Notes to the Financial Statements (*including, without limitation, the summary of significant accounting policies on page 91 to 106 and the contingent liabilities and contingent assets note on page 167*) | 90 to 213 |
| Independent Auditor's Report | 215 |
| | |

The sections from pages 4 to 213 of the Financial Report included in the 2011 Annual Report contain the consolidated accounts (as defined in the Corporations Act) for the financial year ended 30 June 2011. This financial information complies with Australian Accounting Standards and International Financial Reporting Standards issued by the International Accounting Standards Board. This financial information has not been prepared in accordance with the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No 1606/2002 ("**EU IAS**").

**2010 Financial Report**

The sections of our audited consolidated full-year financial accounts of Telstra consolidated with its then controlled entities for the 12 months ended 30 June 2010 ("**2010 Financial Report"**), set out in the following table, shall be deemed to be incorporated in, and to form part of, this Prospectus. These can be located in the 2010 Financial Report on the following pages:

| | **2010 Financial Report** (Pages) |
|---|---|
| Income Statement | 2 |
| Statement of Comprehensive Income | 3 |
| Statements of Financial Position | 4 |
| Statements of Cash Flows | 5 |
| Statement of Changes in Equity | 6 |
| Notes to the Financial Statements | 7 to 125 |
| Contingent liabilities and contingent assets note | 79 |
| Independent Auditor's Report | 127 |

In addition to the above information, the descriptions of the profit contribution and operating income of operating groups in Telstra and its controlled entities set out in this Prospectus (see under the heading "Corporate Profile" on pages 29 to 38 inclusive of this Prospectus) should assist your understanding of the historical results of the current businesses of Telstra and its controlled entities.

**ASX Announcements**

The ASX announcements entitled "Telstra signs NBN Definitive Agreements" dated 23 June 2011, "Telstra SSU and Migration Plan" dated 1 August 2011, "ACCC Consultation on Telstra's SSU and Draft Migration Plan" dated 30 August 2011,"2011 Notice of AGM, EM and Shareholder Voting Form" and "Release of the Explanatory Memorandum - analyst presentation" dated 1 September 2011, "Transcript from Analyst Briefing" dated 2 September 2011, and "Chairman's Address to Shareholders", "Telstra shareholders set to approve participation in NBN" and 'Results of Annual General Meeting", each dated 18 October 2011, shall be deemed to be incorporated in, and to form part of, this Prospectus.

**Explanatory Memorandum to the 2011 Annual General Meeting**

The document entitled "Explanatory Memorandum for the resolution under item 2 at the Annual General Meeting on 18 October 2011: Telstra's participation in the rollout of the National Broadband Network" (the "**NBN EM**") shall be deemed to be incorporated in, and to form part of, this Prospectus. This document can be located as an annexure to the Telstra Notice of 2011 Annual General Meeting dated 1 September 2011.

**Terms and Conditions**

The Terms and Conditions set out on:

- pages 34 to 74 of the Prospectus dated 9 September 2010 relating to the Program;
- pages 28 to 68 of the Prospectus dated 23 September 2009 relating to the Program;
- pages 26 to 66 of the Prospectus dated 3 September 2008 relating to the Program;

- pages 43 to 81 of the Prospectus dated 29 August 2007 relating to the Program;
- pages 47 to 66 of the Prospectus dated 12 October 2006 relating to the Program;
- pages 67 to 101 of the Prospectus dated 23 September 2004 relating to the Program;
- pages 65 to 99 of the Prospectus dated 14 November 2003 relating to the Program; and
- pages 64 to 91 of the Prospectus dated 31 October 2001 relating to the Program,

shall be deemed to be incorporated in, and to form part of, this Prospectus.

* * * * * * *

The abovementioned documents have been filed with the Financial Services Authority.

Any document incorporated by reference into the abovementioned documents does not form part of this Prospectus. Any information not mentioned in this section but included in the documents incorporated by reference is given for information purposes only.

Any sections of the 2011 Annual Report not set out in the table above, any information not forming part of the audited consolidated full-year financial accounts of Telstra consolidated with its then controlled entities for the 12 months ended 30 June 2010 and the auditor's report in respect of such consolidated full-year financial accounts, but included in the 2010 Financial Report, and any sections of the previous Prospectuses relating to the Program other than the Terms and Conditions set out on the pages listed above, are not incorporated in, and do not form part of, this Prospectus. Information in other parts of those documents is either covered elsewhere in this document or is not relevant.

Telstra will provide, without charge, upon the written request of any person, a copy of any or all of the documents which, or portions of which, are incorporated in this Prospectus by reference. Written requests for such documents should be directed to Telstra at its office set out at the end of this Prospectus. In addition, such documents will be available for inspection and available free of charge at the offices of the Fiscal Agent.

**Interpretation of documents incorporated by reference**

Documents expressed to be incorporated by reference above shall be incorporated in and form part of this Prospectus, save that any statement contained in a document which is incorporated by reference herein shall be modified or superseded for the purpose of this Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Prospectus.

**Provision of documents incorporated by reference**

A copy of this Prospectus may be downloaded from the following website:

www.telstra.com.au/abouttelstra/investor/treasury/foreign_documentation.cfm.

Documents incorporated by reference may be downloaded from the following websites:

www.telstra.com.au/abouttelstra/download/document/tls804-agm-proxies-2011.pdf

www.telstra.com.au/abouttelstra/download/document/tls803-shareholders-approval-participation-in-nbn.pdf

www.telstra.com.au/abouttelstra/download/document/tls802-agm2011-speeches.pdf

www.telstra.com.au/abouttelstra/download/document/tls798-transcript-of-em-presentation-020911.pdf

www.telstra.com.au/abouttelstra/download/document/tls797-em-analyst-briefing.pdf

www.telstra.com.au/abouttelstra/download/document/tls796-annual-report-2011.pdf

www.telstra.com.au/abouttelstra/download/document/tls734-telstra-financial-results-for-the-year-ended-30-june-2010.pdf

www.telstra.com.au/abouttelstra/download/document /tls778-telstra-signs-nbn-definitive-agreements.pdf

www.telstra.com.au/abouttelstra/download/document/tls787-telstra-ssu-and-migration-plan.pdf

www.telstra.com.au/abouttelstra/download/document/tls794-ssu-mp-300811.pdf

www.telstra.com.au/abouttelstra/download/document/tls795-nom-em-voting.pdf

**Internet Site Addresses**

Internet site addresses in this Prospectus are included for reference only and the contents of any such internet sites are not incorporated by reference into, and do not form part of, this Prospectus.

**Financial information differences statement**

As required by the Corporations Act, the Issuer's financial statements for the financial years ended 30 June 2010 and 30 June 2011 have been prepared in accordance with the requirements of the Corporations Act and Accounting Standards applicable in Australia. The Issuer's financial statements also comply with International Financial Reporting Standards ("**IASB's IFRS**"). Management has reviewed the European Financial Reporting Advisory Group report and note there would be no significant differences if the Issuer's financial statements were prepared under IASB's IFRS as it is applied in the European Union.

# Summary of the Program

*This summary must be read as an introduction to this Prospectus and any decision to invest in the Notes should be based on a consideration of the Prospectus as a whole, including the documents incorporated by reference and, in relation to any Notes, the applicable Final Terms. Following the implementation of the relevant provisions of the Prospectus Directive (Directive 2003/71/EC) in each Relevant Member of State no civil liability attaches to the Issuer in any such Relevant Member State solely on the basis of this summary, including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of this Prospectus. Where a claim relating to the information contained in this Prospectus is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Prospectus before the legal proceedings are initiated.*

*Words and expressions defined in the "Terms and Conditions of the Notes" below or elsewhere in this Prospectus have the same meanings in this summary.*

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| **Issuer:** | Telstra Corporation Limited (ABN 33 051 775 556) (a corporation limited by shares and incorporated with limited liability, and operating, under the Corporations Act).<br><br>Telstra is Australia's leading telecommunications and information services company, with one of the best known brands in the country. Telstra offers a full range of services and competes in all telecommunications markets throughout Australia, providing more than 8.3 million Australian fixed line and 12.2 million mobile services. |
| **Risk factors:** | Certain factors may affect the Issuer's ability to fulfil its obligations under the Notes issued under the Program or are material for the purpose of assessing the market risks associated with Notes issued under the Program. Investors should note that the risks relating to a particular issue of Notes includes risks relating to Telstra (including the risk that our financial performance could be adversely affected by Australian and offshore trading market conditions and/or related factors, including government and regulatory intervention, the success of our business strategy and competition from other telecommunications companies), the market generally (such as economic and political events), general risks relating to the Notes (such as redemption provisions, reinvestment risk and modification and substitution of conditions) and other legal and investment considerations. |
| **Program size:** | There is no limit on the amount of Notes that may be issued under the Program. |
| **Arranger:** | BNP Paribas. |
| **Dealers:** | The Issuer may from time to time appoint Dealers either in respect of a particular Tranche or in respect of the Program. The Issuer may also terminate the appointment of any Dealer under the Program by giving at least 30 days' notice. The names of the Dealers participating in respect of a particular Tranche will be set out in the applicable Final Terms.<br><br>References in this Prospectus to "**Dealers**" are to all persons that are appointed as dealers in respect of the Program generally (and whose appointment has not been terminated) and to all persons appointed as a dealer in respect of a Tranche. |
| **Fiscal Agent:** | Deutsche Bank AG, London Branch. |
| **Paying Agent (Europe):** | Deutsche Bank Luxembourg S.A. |
| **CMU Lodging Agent:** | Deutsche Bank AG, Hong Kong Branch. |
| **Australian Registrar:** | Austraclear Services Limited (ABN 28 003 284 419). |
| **New Zealand Registrar:** | Computershare Investor Services Limited. |

**Method of issue:** The Notes may be issued on a syndicated or non-syndicated basis. The Notes will be issued in series (each a "**Series**") having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest), the Notes of each Series being intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a "**Tranche**") on the same or different issue dates. The specific terms of each Tranche will be set out in the Final Terms.

**Issue price:** Notes may be issued at their principal amount or at a discount or premium to their principal amount. Partly Paid Notes may be issued, the issue price of which will be payable in two or more instalments.

The price and amount of Notes to be issued under the Program will be determined by the Issuer and each relevant Dealer at the time of issue in accordance with prevailing market conditions.

**Form of Notes:** The form of particular Notes will be determined by the Issuer and relevant Dealer(s) prior to their issue.

The Notes may be issued in bearer form ("**Bearer Notes**") governed by the laws of England. Each Tranche of Bearer Notes will be represented on issue by a temporary global note which may, in certain circumstances, be exchangeable into definitive notes or a permanent global note which, in turn, may be exchangeable into definitive notes in certain limited circumstances. Global Notes may be deposited on the issue date with a common depository for Euroclear Bank S.A./N.V. ("**Euroclear**") and Clearstream Banking, *société anonyme* ("**Clearstream, Luxembourg**") or, in the case of Bearer Notes cleared through the Central Moneymarkets Unit Service ("**CMU**"), operated by the Hong Kong Monetary Authority ("**HKMA**"), a sub-custodian for the CMU.

Notes issued in the Australian domestic market ("**Australian Domestic Notes**") and the New Zealand domestic market ("**New Zealand Domestic Notes**") will be issued in uncertificated registered form only and under the laws of the Australian Capital Territory, Australia and New Zealand respectively. On their issue date they will be lodged in the Australian securities clearing and settlement system ("**Austraclear System**") operated by Austraclear Limited ("**Austraclear**") and the New Zealand securities clearing and settlement system ("**NZClear System**") operated by the Reserve Bank of New Zealand ("**RBNZ**") respectively.

Notes issued in the Canadian domestic market ("**Canadian Domestic Notes**") will be issued in certificated registered form only and governed by the laws of England. Each Tranche of Canadian Domestic Notes will be represented on issue by a certificate or certificates, one certificate being issued in respect of each holder's entire holding of Canadian Domestic Notes of one Series. On their issue date they will be deposited with CDS Clearing and Depository Services Inc. (**"CDS"**) and will be registered in the name of a nominee of CDS. Canadian Domestic Notes may also clear in Euroclear and Clearstream, Luxembourg (if so agreed by the Issuer and relevant Dealer(s)).

**Deed of Covenant:** Holders of Bearer Notes and Canadian Domestic Notes will have the benefit of a deed of covenant dated 12 October 2006 executed by the Issuer.

**Australian Note Deed Poll:** Holders of Australian Domestic Notes have the benefit of an Australian Note Deed Poll dated 12 October 2006 executed by the Issuer.

**New Zealand Note Deed Poll:** Holders of New Zealand Domestic Notes will have the benefit of a New Zealand Note Deed Poll dated 12 October 2006 executed by the Issuer.

**Status:** Notes will be issued on an unsubordinated basis only. The Notes are direct, unsubordinated and (subject to Condition 6 ("Negative pledge")) unsecured obligations of the Issuer and rank equally among themselves and at least equally with all other unsecured and unsubordinated obligations of the Issuer, except for liabilities mandatorily preferred by law.

The Issuer's obligations under the Notes are not guaranteed by the Commonwealth of Australia or any other government or by an governmental agency.

**Currencies:** Any currency indicated in the applicable Final Terms.

**Negative pledge:** The Notes will contain a negative pledge provision as described in Condition 6 ("Negative pledge").

**Cross default:** The Notes will contain a cross default provision as described in Condition 26.1(c) ("Event of Default").

**Maturities:** Such maturities as may be agreed between the Issuer and the relevant Dealer(s) as indicated in the applicable Final Terms, subject to any minimum and maximum maturities prescribed from time to time by relevant laws, regulations and directives.

**Denomination:** Notes may be denominated in the amounts agreed by the Issuer and the relevant Dealer in compliance with all relevant laws and specified in the relevant Final Terms, provided that:

(a) the minimum denomination for Notes admitted to trading on a regulated market within the European Economic Area ("**EEA**") or offered to the public in an EEA State in circumstances which require the publication of a prospectus under the Prospectus Directive will be €100,000 (or its equivalent in other currencies as at the date of issue of the Notes); and

(b) any issue or transfer is made in a manner which does not require disclosure to be made to investors in accordance with Parts 6D.2 or 7.9 of the Corporations Act.

Unless otherwise permitted by then current laws and regulations, Notes (including Notes denominated in Sterling) with a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of section 19 of the FSMA will have a minimum denomination of £100,000 (or its equivalent in other Specified Currencies).

**Fixed Rate Notes:** Fixed interest will be payable in arrears on the date or dates in each year specified in the relevant Final Terms.

**Floating Rate Notes:** Floating Rate Notes will bear interest determined separately for each Series as follows:

(a) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency governed by an ISDA Master Agreement incorporating the 2006 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc. or, if specified in the relevant Final Terms, the 2000 ISDA Definitions, as amended and updated as at the issue date of the first Tranche of Notes of the relevant Series; or

(b) by reference to LIBOR, LIBID, LIMEAN, EURIBOR, BBSW or BKBM (or such other benchmark as may be specified in the relevant Final Terms) as adjusted for any applicable margin.

Interest periods will be specified in the relevant Final Terms. The margin (if any) relating to a floating rate will be agreed between the Issuer and the relevant Dealer(s) for each Series of Floating Rate Notes.

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| **Zero Coupon Notes:** | Zero Coupon Notes may be issued at their principal amount or at a discount to it and will not bear interest. |
| **Dual Currency Notes:** | Payments (whether in respect of principal or interest and whether at maturity or otherwise) in respect of Dual Currency Notes will be made in the currencies, and based on the rates of exchange, specified in the relevant Final Terms. |
| **Index Linked Notes:** | Payments of principal in respect of Index Linked Redemption Notes or of interest in respect of Index Linked Interest Notes will be calculated by reference to the index and/or formula specified in the relevant Final Terms. |
| **Interest Periods and Interest Rates:** | The length of the interest periods for the Notes and the applicable interest rate or its method of calculation may differ from time to time or be constant for any Series. Notes may have a maximum interest rate, a minimum interest rate, or both. Interest accrual periods permit the Notes to bear interest at different rates in the same interest period. All such information will be set out in the relevant Final Terms. |
| **Change of control:** | If the relevant Final Terms states that a change of control applies in respect of the Notes, the terms of that provision will be as set out in such Final Terms. |
| **Redemption:** | The relevant Final Terms will specify the basis for calculating redemption amounts. Unless permitted by then current laws and regulations, Notes (including Notes denominated in Sterling) with a maturity of less than one year and in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of section 19 of the FSMA must have a minimum redemption amount of £100,000 (or its equivalent in other Specified Currencies). |
| **Redemption by instalments:** | The Final Terms issued in respect of each issue of Notes that are redeemable in two or more instalments will set out the dates on which, and the amounts in which, such Notes may be redeemed. |
| **Optional redemption:** | The Final Terms issued in respect of each issue of Notes will state whether such Notes may be redeemed prior to their stated maturity at the option of the Issuer (either in whole or in part) and/or the holders, and if so the terms applicable to such redemption. |
| **Tax redemption:** | Except as provided in "Optional redemption" above, Notes will be redeemable at the option of the Issuer prior to maturity only for tax reasons. See Condition 17.2 ("Early redemption for taxation reasons"). |
| **Withholding tax:** | All payments in respect of the Notes will be made free and clear of withholding taxes imposed in Australia, unless required by law. In that event, the Issuer will (subject to certain exceptions) pay such additional amounts as will result in the Noteholders receiving such amount as they would have otherwise received had no withholding or deduction been required. See Condition 24 ("Taxation").<br><br>All payments in respect of New Zealand Domestic Notes will be made in full free and clear of withholding taxes imposed in New Zealand unless required by law. |
| **Record Date:** | In the case of Australian Domestic Notes, New Zealand Domestic Notes and Canadian Domestic Notes, the date for determining the person to whom a payment of interest shall be made is the close of business on:<br><br>(a) in the case of Australian Domestic Notes, the eighth calendar day before the due date for payment;<br><br>(b) in the case of New Zealand Domestic Notes, the tenth calendar day before the due date for payment; and |

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| | (c) in the case of Canadian Domestic Notes, the fifteenth calendar day before the due date for payment. |
| **Governing law:** | Euro Notes, Canadian Domestic Notes and the Deed of Covenant will be governed by the laws of England. Australian Domestic Notes and the Australian Note Deed Poll will be governed by the laws of the Australian Capital Territory, Australia. New Zealand Domestic Notes and the New Zealand Note Deed Poll will be governed by the laws of New Zealand. |
| **Listing and admission to trading:** | The Issuer has made an application for Notes issued under the Program to be admitted on the UKLA Official List and to be admitted to trading on the Market.<br><br>Application may also be made for Notes issued under the Program during the period of 12 months from the date of this Prospectus for permission to deal in, and quotation for, the Notes on the Singapore Official List of the SGX-ST. Such permission will only be granted when such Notes have been admitted to the Singapore Official List.<br><br>The Issuer may also make an application to list Notes issued under the Program on any other stock exchange, including the ASX and the debt market operated by NZX Limited. As specified in the relevant Final Terms, a Series of Notes may be unlisted. |
| **Selling restrictions:** | The offering, sale, delivery and transfer of Notes and the distribution of this Prospectus and any other materials in relation to any Notes are subject to restrictions. Each Dealer agrees to comply with all relevant laws, regulations and directives in each jurisdiction it purchases, offers, sells, distributes or delivers Notes. See the section headed "Sale and subscription" on pages 99 to 105 inclusive of this Prospectus for specific selling restrictions for the United States of America, the European Economic Area, United Kingdom, Hong Kong, Japan, Switzerland, New Zealand, Singapore, The Netherlands, Republic of Italy, Canada, Australia and the PRC. |
| **US selling restrictions:** | Regulation S, Category 2; TEFRA D unless otherwise specified in the Final Terms. |
| **Use of proceeds:** | The net proceeds of each issue of Notes under the Program will be used by the Issuer for its general corporate purposes. |

# Risk factors

*Investors should consider the risks set out in this section entitled "Risk factors" together with all other information contained in this Prospectus (including any documents incorporated by reference in this Prospectus). Each investor should also conduct its own research, and consult its own financial, tax and legal advisers, as to the risks and investment considerations arising from an investment in the Notes, the appropriate tools to analyse such an investment and its suitability in the particular circumstances of such investor.*

*This section contains a description of what the Issuer considers to be principal risk factors that are material to an investment in the Notes. They are not the only risks which the Issuer faces, but are risks the Issuer considers may affect its ability to fulfil its obligations under the Notes. It is possible that the Issuer is not aware of something that may present a risk or that a risk that it does not consider material is or becomes material and, in either case, prevents the Issuer from fulfilling those obligations. The Issuer believes that the factors described below represent the principal risks inherent in investing in Notes issued under the Program, but the Issuer may be unable to fulfil its obligations under the Notes for other reasons and the Issuer does not represent that the statements below regarding the risks of holding any Notes are exhaustive.*

*These risk factors may not occur and the Issuer is not in a position to express any view on the likelihood of any one of these risks materialising. However, if any of these risks (or any other event not described below) were to occur, it is possible it could result in an investor losing the value of its entire investment in the Notes or part of it.*

*In this section, we, us, our, Telstra, Company and Telstra Group all mean Telstra Corporation Limited, an Australian corporation, and its controlled entities taken as a whole.*

**RISK ASSOCIATED WITH OUR BUSINESS**

Risks associated with our business are relevant to investors because they may adversely affect the value of the Notes and our ability to fulfill our obligations under the Notes.

The Issuer is currently the ultimate holding company for all other companies and entities within the Telstra Group. The Issuer is not a subsidiary of, nor controlled by, any other company. Our business activities are dependent on the level of products and services required by our customers.

Market conditions are also subject to periods of volatility which can have the effect of reducing activity in a range of industry sectors which can adversely impact our financial performance. Volatility may also impact our ability to fund our business in a similar manner, and at a similar cost, to the funding raised in the past. Other risks associated with funding that we may face are over reliance on a particular funding source or a simultaneous increase in funding costs across a broad range of sources. Since the second half of 2007, global credit markets, particularly in the United States and Europe, have experienced difficult conditions and volatility. These challenging market conditions generate increased risks from decreased liquidity, reduced availability of borrowings, greater volatility, widening of credit spreads and lack of price transparency in credit markets. Changes in investment markets, including changes in interest rates, exchange rates and returns from equity, property and other investments will affect our financial performance.

Our financial performance could be adversely affected by a worsening of general economic conditions in the markets in which we operate, as well as by Australian and offshore trading market conditions and/or related factors, including government and regulatory intervention, the success of our business strategy and competition from other telecommunications companies. Other risks faced by us include risks involved in our day to day operations, credit risk and market risk.

Notwithstanding anything in this risk factor, this risk factor should not be taken as implying that either the Issuer or the Telstra Group will be unable to comply with its obligations as a company with securities admitted to the UKLA Official List.

**Government and regulatory intervention**

We operate in a highly regulated environment that negatively affects our business and its profitability. In particular, we believe that regulation limits our ability to pursue certain business opportunities and activities affecting the returns we can generate on our assets.

We believe that regulation is the most significant ongoing risk to the company. There can be no assurances as to future policies, ministerial decisions or regulatory outcomes. These may be significantly adverse to our business.

We face substantial regulatory risks that we believe have, and will continue to have, substantial adverse effects on our operations, competitiveness and financial performance. The key risks include:

- ***access pricing*****:** we are required to provide certain services to our competitors using our networks at a price based on the Australian Competition and Consumer Commission's ("**ACCC**") calculation of the efficient costs of providing these services. In many cases we believe that the ACCC proposes prices that are below our efficient cost of supply. On 20 July 2011 the ACCC determined final access prices for fixed-line wholesale services based on a regulated asset base access pricing model. These prices largely reflect interim access prices published by the ACCC in March 2011. The final prices result in a price reduction for our wholesale line rental product (which is one of a number of products which make up wholesale revenues for our national fixed network for delivering basic and enhanced telephone services (Public Switched Telephone Network or "**PSTN**")) from A$25.57 (Homeline) and A$26.93 (Businessline) per line per month to A$22.84 per line per month nationally averaged. The other significant change was to move interconnection charges to a nationally averaged pricing structure rather than a geographically deaveraged approach. The key Band 2 price point for the unbundled local loop service (ULLS) increased slightly from $16 per month to $16.21 per month. The net result of the price changes is to reduce the amount of revenue we could otherwise receive from the provision of such services. On 18 April, the ACCC also made an interim access determination in relation to the declared domestic transmission capacity service ("**DTCS**") (the interim access prices set by the ACCC apply for the 2011 calendar year and vary depending on the location and type of service). The ACCC has commenced public inquiries in relation to the making of a final access determination for the DTCS service as well as the mobile terminating access service. The outcomes of the final access determinations could have a material impact on Telstra. There is no right to a merits review of ACCC decisions to require access or set prices and the ACCC may hold a public inquiry at any time into whether to mandate and regulate competitor access to our networks. The reforms set out in the section titled "Regulatory Reform" on page 19 of this Prospectus may also affect our access pricing;

- ***mandated access to Telstra networks:*** a key part of our strategy involves deploying next-generation networks and services, including our Telstra Next G™ wireless network. Regulatory change may require us to allow competitor access to our next-generation networks and services which could materially adversely affect our investment returns, earnings and financial performance;

- ***conduct regulation:*** the ACCC is empowered to regulate conduct in, amongst others, the telecommunications sector and may in the future regard our conduct to be a breach of applicable law. For example, a refusal by us to supply services to our competitors for what we believe to be normal commercial reasons may, in the ACCC's view be a breach of law, and it may rely upon the potential for very large fines in an endeavour to have us modify what we believe to be normal commercial behaviour**;**

- ***wide government and regulatory discretion*****:** Commonwealth government ministers and regulatory agencies have broad and, in some instances, discretionary powers to impose and vary licence conditions and other obligations on us;

- ***potential functional separation and bar on acquiring new spectrum rights:*** there is a risk that if the proposed transaction between us and NBN Co. Limited ("**NBN Co.**") in relation to our participation in the rollout of the National Broadband Network ("**NBN**") (see section entitled "National Broadband Network" on page 17 of this Prospectus) does not proceed, we will be subjected to a more intrusive form of functional separation than the operational separation regime that currently exists. If we do not elect to undergo voluntary structural separation, the Telecommunications Legislation Amendment (Competition and Consumer Safeguards) Act 2010 (Cth) ("**CCS Act**") provides that we must undergo mandatory functional separation and also that the Federal Minister for Broadband, Telecommunications and the Digital Economy ("**Communications Minister**") will have the power to implement a legislative prohibition preventing us from bidding for the next major release of wireless spectrum;

- ***regulation constraining investment decisions:*** our ability to invest in new technologies competitively will be constrained (i) unless legislation is enacted to protect our investment from the risk of regulated access at prices which do not afford a competitive return on our investment and (ii) if regulatory decisions are not made in a way that pays adequate regard to the desirability of encouraging new investment. As part of the pack of legislation introduced by the Commonwealth Government to establish the NBN, the Telecommunications Act 1997 (Cth) was amended in April 2011 to prohibit the operation of networks which are built, alerted or extended after 1 January 2011 so that they become capable of supplying superfast carriage services to residential or small business customers without those networks being operated on a 'wholesale only' basis (ie structurally separated) and supplying a mandatory layer 2 Ethernet bitstream service to access seekers. These provisions will significantly impede our ability to invest in such networks in the future;

- ***information disclosure:*** regulation or regulators may require the disclosure of information in a manner which does not protect confidentiality and which will be damaging to our commercial interests and the security of our networks; and

- ***potential increased consumer protection regulation:*** the Australian Communications and Media Authority ("**ACMA**") has conducted a wide-ranging inquiry into customer service in the telecommunications industry. It issued its Final Report on 9 September 2011, including its views on ways that the telecommunications industry could address the identified concerns as part of the review of the Telecommunications Consumer Protection Code. The ACMA also highlighted that if the telecommunications industry does not address these concerns satisfactorily in the Code, then the ACMA plans to issue regulation to address the concerns. Accordingly, there will be new rules introduced which impact the way that we interact with our consumer and small business customers as part of this process.

Because of these regulatory factors, there is a risk that we are, and could be, exposed to significant limitations, uncommercial imposts, penalties and compensation payments in relation to our current and future activities and assets. This may make it prudent on some occasions for us to cease, or choose not to engage in, business activities in which we might otherwise engage; or avoid, defer or abandon certain capital projects. These regulatory risks could therefore have an adverse effect on our ability to pursue certain business opportunities and activities and the returns we can generate on our assets, and could benefit our competitors. This may in turn adversely affect our operations, competitiveness and financial performance.

Further, changes in governmental policy and regulation may also have an impact on us. In addition to changes in laws and regulations, the policies and practices of the government and regulators may change and political and diplomatic developments may have an unexpected or adverse impact on market conditions generally or specifically affect our activities, business or practices.

**National Broadband Network**

In April 2009 the Government announced its intention to roll out the NBN. The Government has since taken significant steps to achieve this objective, including the introduction of legislation to support the rollout of the NBN.

NBN Co is now operating. It has commenced its rollout of the NBN and started to provide services in a small number of trial regions. In addition to the Government's initiatives to roll out the NBN, the Commonwealth Parliament passed the CCS Act to require Telstra to undertake either:

- voluntary structural separation (for example, by ceasing to supply fixed line services to customers using a network it controls); or

- mandatory functional separation of its wholesale and retail operations (for example, by establishing separate business divisions and constraining dealings between them).

If Telstra does not elect to undergo voluntary structural separation, it is likely that Telstra would be prohibited from bidding for the next major release of wireless spectrum, which is considered necessary for Telstra to best continue the growth of its mobiles business.

The Government's policy initiatives will result in a net loss of value of Telstra overall, irrespective of whether Telstra participates in the rollout of the NBN. Given this overall adverse effect, the Directors undertook an extensive assessment process to ensure the best outcome for Telstra and Telstra shareholders in these circumstances.

The Directors have determined that the best course of action is for Telstra to participate in the rollout of the NBN through the proposed transaction with NBN Co and the Commonwealth described in the NBN EM (the "**Proposed Transaction**"). This decision was made following consideration of the options realistically available to Telstra in light of the Government's commitment to introduce the NBN, including options that did not involve participating in the rollout of the NBN. This process involved an assessment of the regulatory and commercial implications of each option, as well as extensive negotiations with NBN Co and the Government, to establish an acceptable basis for Telstra's possible participation in the rollout of the NBN. The Directors have assumed that the Government will proceed with the rollout of the NBN irrespective of whether Telstra shareholders approve the proposed transaction. This assumption is consistent with public statements made by the Government.

On 23 June 2011, Telstra entered into agreements with NBN Co and the Commonwealth (referred to as the "**Definitive Agreements**"). The proposed transaction involves the implementation of the Definitive Agreements by Telstra (subject to various conditions precedent being satisfied or waived). The Definitive Agreements, together with regulatory undertakings given to the ACCC and associated Government policy commitments, create the framework for Telstra's participation in the rollout of the NBN.

Under the Proposed Transaction (including the regulatory undertakings given by Telstra to the ACCC), Telstra will significantly change the way it operates certain parts of its fixed line business by disconnecting progressively copper services and HFC broadband services, commencing to acquire wholesale services from NBN Co. and providing NBN Co. with access to large volumes of certain types of Telstra's infrastructure. This will mean that Telstra will substantially rely on the NBN fibre network to offer fixed line services to premises in the geographic areas in which NBN Co. intends to roll out the NBN fibre network, or the premises which are passed or intended to be passed by the NBN fibre network within one or more rollout regions ("**NBN Fibre Footprint**").

Telstra will continue to retain and operate its Next G® wireless network, Next IP™ core fibre network, backhaul fibre network and HFC cable network (for delivery of pay TV services). Telstra will also retain and operate its copper network and will continue to provide broadband services over its HFC cable network as relevant outside areas where the NBN fibre network has been deployed. Telstra will also retain ownership of the infrastructure accessed by NBN Co (except for lead-in conduits).

In return for its participation in the rollout of the NBN, Telstra will receive payments from NBN Co. and the Commonwealth, and will benefit from certain Government policy commitments.

The key commitments under the Definitive Agreements include:

- Telstra disconnecting progressively copper services and HFC broadband services that are provided to premises in the NBN Fibre Footprint as the NBN fibre network is rolled out;

- NBN Co. committing to key product features and prices in supplying Telstra with NBN Co.'s basic service offering on the NBN fibre network;

- Telstra providing NBN Co. with long-term access to large volumes of parts of its infrastructure (including dark fibre links, exchange rack spaces and ducts), as well as initial access to lead-in conduits (which will then be transferred by Telstra to NBN Co. as lead-in fibre is installed in the lead-in conduit); and

- the Commonwealth implementing a package of measures including: (i) increased funding for Telstra's provision of the Universal Service Obligation ("**USO**") services; (ii) funding for the retraining of certain Telstra staff and for certain customer migration costs; and (iii) arranging for NBN Co to conduct a public education campaign that informs end users about the nature and timing of the rollout of the NBN Fibre Network in their area.

In addition, the Government has made policy commitments to:

- implement reforms to the USO, including the establishment of the Telecommunications Universal Service Management Agency (TUSMA), which is to assume regulatory responsibility for the USO as the NBN Fibre Network is rolled out and to pay Telstra to provide the USO services; and

- make NBN Co responsible for installing fibre in new developments of 100 or more premises approved after 1 January 2011 as well as in smaller developments in areas that the NBN fibre network will reach within 12 months as it is being rolled out. This transfer of responsibility from Telstra to NBN Co is expected to allow Telstra to realise significant future cost savings.

While the Proposed Transaction is expected to provide benefits and opportunities for Telstra, it also involves a number of material risks and operational challenges.

These risks include the possibility that:

- the underlying assumptions made by Telstra in assessing the proposed transaction prove incorrect, including in relation to the advantages and disadvantages of the proposed transaction and the alternative options considered, and the speed and density of the rollout of the NBN Fibre Network;

- Telstra may not meet its obligations under the proposed transaction, such as meeting the agreed fitness standards for the infrastructure to be made available to NBN Co in the required timeframes;

- Telstra's transition from a vertically integrated provider of services on its own copper network and HFC cable network to becoming a reseller and user of services on the NBN fibre network is more costly or challenging than anticipated; and

- NBN Co may not be able to provide the services Telstra will rely on NBN Co for.

Commencement of the Definitive Agreements is subject to a number of conditions precedent, including Telstra shareholder approval, necessary tax rulings, and ACCC acceptance of Telstra's structural separation undertaking and approval of its draft migration plan.

Telstra shareholders approved Telstra's participation in the rollout of the NBN at Telstra's Annual General Meeting ("**AGM**") on 18 October 2011 (for details of the resolution see "Documents incorporated by reference" on pages 6 to 8 inclusive). An Explanatory Memorandum, which outlined the key reasons why the Directors recommended that Telstra shareholders vote in favour of the company's participation in the rollout of the NBN, is incorporated by reference to this Prospectus (see "Documents incorporated by reference" on pages 6 to 8 inclusive).

The Explanatory Memorandum includes an independent expert's report ("**IER**") from Grant Samuel & Associates Pty Ltd (ABN 28 050 036 372; Australian Financial Services Licence No. 240985) of Level 19, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000 which concludes that the proposal is in the best interests of Telstra and its shareholders. The IER provides general financial product advice (as defined in the Corporations Act) only for Telstra shareholders in relation to the proposed transaction with NBN Co Limited and the Australian Commonwealth Government and in accordance with Australian legislative requirements. The IER was intended for no other reader and was prepared without taking into account the objectives, financial situation or needs of any individual shareholder. The IER should be read in conjunction with the Explanatory Memorandum as a whole.

Telstra has received a ruling from the ATO confirming the infrastructure access and disconnection payments which Telstra will receive from NBN Co under the Definitive Agreements will be assessable for income tax in accordance with our expectations. Subject to the tax ruling becoming binding, this will satisfy this condition precedent. The ruling will become binding once all other conditions precedent are satisfied or waived.

The critical condition precedent that remains to be satisfied for the transaction to commence is acceptance of Telstra's Structural Separation Undertaking ("**SSU**") and approval of the Migration Plan by the Australian Competition and Consumer Commission ("**ACCC**").

On 30 August 2011, the ACCC issued a consultation paper on Telstra's structural separation undertaking and draft migration plan. The consultation paper sets out the ACCC's preliminary assessment of these documents. The ACCC's assessment process in relation to Telstra's SSU is still under way, with the period for submissions in response to the ACCC's discussion paper having ended on 27 September 2011. Telstra continues to work closely with the ACCC on the SSU and Draft Migration Plan and expects to submit a revised SSU in the coming weeks.

Telstra continues to believe that none of the issues raised by the ACCC in relation to the SSU are insurmountable and that they can be resolved in a way consistent with our principle of protecting shareholder value. However, if any material changes occur, we will ensure that shareholders have an opportunity to consider and vote on them. In considering the materiality of any changes, we will take into account the costs associated with their implementation and the degree to which the proposed transaction will continue to deliver greater regulatory certainty than the best available alternative.

If the proposed transaction does not proceed, Telstra:

- will not receive payments from NBN Co on the scale anticipated under the proposed transaction or realise the value it has attributed to the key agreements between Telstra and the Commonwealth and associated Government policy commitments;
- would expect to undergo mandatory functional separation and incur significant separation costs; and
- would likely be prohibited from bidding for the next major release of wireless spectrum, which would be expected to have adverse consequences for Telstra's mobiles business.

In light of the above, the Directors of Telstra currently believe that Telstra's best course of action if the Proposed Transaction does not proceed would be to continue to operate its copper network and HFC cable network and upgrade these networks (where feasible) applying a least cost blended technology approach, in order to compete with the NBN.

**Regulatory Reform**

On 15 December 2010, the Telecommunications Legislation Amendment (Competition and Consumer Safeguards) Act 2010 ("**CCS Act**") was enacted.

The CCS Act makes significant changes to existing telecommunications regulation, including the requirements noted above as well as:

- reform of the telecommunications specific access and anti-competitive conduct regimes, including by abolishing the current negotiate/arbitrate model, and providing the ACCC with new upfront powers to make "access determinations" of price and non-price terms of access for regulated services; and

- reform of the current consumer safeguard framework impacting our USO (including payphone services), the Customer Service Guarantee and Priority Assist services, including giving new powers to the Communications Minister to introduce new minimum performance benchmarks for wholesale and retail telecommunications suppliers, and to the ACMA to issue infringement notices for certain breaches of telecommunications legislation. On 5 September 2011, the Communications Minister released a consultation paper in relation to a review of penalties that will apply to breaches of certain provisions of the telecommunications legislation.

If Telstra does not elect to undergo voluntary structural separation, the CCS Act provides that Telstra must undergo mandatory functional separation and also that the Communications Minister will have the power to implement a legislative prohibition preventing Telstra from bidding for the next major release of wireless spectrum.

The only way that Telstra can have certainty that it will avoid the Communications Minister implementing the legislative spectrum prohibition is to choose to voluntarily structurally separate, and to either:

- give further undertakings to divest its HFC cable network and its 50% equity interest in FOXTEL; or

- obtain waivers from the Communications Minister regarding the requirement to divest the HFC cable network and its FOXTEL interest.

Telstra has sought to address this by lodging a structural separation undertaking, which does not take effect unless the Communications Minister grants the divestiture waivers.

Both voluntary structural separation and mandatory functional separation are costly and complex initiatives and it is unlikely that Telstra would have chosen to implement either initiative had it not been required to do so by legislation.

While the CCS Act does not prescribe a form of structural separation, it broadly requires Telstra to cease supplying fixed line services to customers using a network it controls. Potential ways in which Telstra could implement structural separation include:

- changing its corporate structure (for example, by sale or demerger of some of its networks or businesses so that Telstra's fixed networks (unless exempt) would be owned by a separate legal entity to its customer facing businesses); or

- participating in the rollout of the NBN by disconnecting progressively copper services and HFC broadband services, and ceasing to operate services on the copper network or provide broadband services on its HFC cable network within the NBN fibre footprint.

If Telstra decided to change its corporate structure, it would expect to incur significant separation and other costs depending on the form of separation implemented.

If Telstra participates in the rollout of the NBN, it would also incur costs (for example, to establish new reporting measures to apply in the interim period before full structural separation is achieved), but the impact of these costs would not be material.

Telstra proposes to participate in the rollout of the NBN and has submitted the Structural Separation Undertaking to the ACCC. If the ACCC accepts the structural separation undertaking, Telstra will undergo structural separation and avoid the implementation of the legislative prohibition under the CCS Act that would otherwise prevent it from bidding for the next major release of wireless spectrum.

If Telstra does not undergo voluntary structural separation, it must undergo mandatory functional separation. This would require Telstra to implement a separate business division for its retail businesses and another business division for its wholesale business and network services, and is likely to require new systems and processes to ensure (and demonstrate to any external oversight) that both:

- internal transactions (between Telstra's retail and network/wholesale business divisions); and

- external transactions (between Telstra's network/wholesale business and other retailers), are conducted in an equivalent and transparent manner. While Telstra would retain ownership of its networks, the separate management, reporting and operating regimes would greatly restrict the flow and sharing of information, staff, functions and assets between the retail and network/wholesale business divisions.

If Telstra undergoes this form of separation, it would expect to incur approximately A$1 billion of costs over the next five years. These costs would relate largely to establishing new IT systems and duplicating business processes to support and maintain separate business divisions.

If Telstra does not undergo voluntary structural separation, it is likely that Telstra would be prohibited from bidding for the next major release of wireless spectrum. This prohibition, if imposed, would significantly impair Telstra's ability to efficiently roll out the next stage of wireless technology needed to best meet expected growth in customer demand for high capacity mobile services and would have adverse consequences for the growth of its mobiles business.

**Structural change and transition investment program**

Rapid changes in telecommunications and IT are continuing to redefine the markets in which we operate, the products and services required by our customers and the ability of companies to compete in the telecommunications industry in Australia and elsewhere in the world. Recent industry change is driven by accelerated decline in PSTN revenues, fixed to mobile migration for both voice and data, higher expectations of customers as they use more complex products and services, higher demand for speed and data and the difficulty of monetising that demand, product mix shift to lower margin products and higher cost of goods sold, increasing competition due to wholesale price reductions and increased price-based competition and regulatory change due to the NBN and the CCS Act described above. These changes have resulted in lower revenue margins and made it challenging for us to develop new revenue streams.

We have put in place an extensive medium-term strategy to redefine and simplify key processes in the company to deliver less complexity, reduce expenditure, and provide more predictable and consistent outcomes that will also improve customer service. This is a significant project that will redefine the structures of the company and drive greater alignment across the business. We hope that these investments will create new revenue streams, and utilise our upgraded IT systems and networks to further improve customer service and satisfaction but there is no guarantee that we will be successful in completing this work and deriving the benefits of our strategy. In particular, there are risks that:

- extended delays and other execution problems in implementing our strategy may develop;
- customer take-up of our new products and services may be significantly less than planned;
- competitors may offer similar services and capabilities at prices lower than expected;
- our actual capital and operating costs may turn out to be substantially greater than those budgeted; and
- loss of key personnel may impact implementation or benefit realisation.

**Competition**

The telecommunications industry in Australia and internationally is competitive and subject to significant change. We face significant competition from local and international competitors, which compete vigorously for customers in the various markets and sectors in which we operate. The effect of competitive market conditions may adversely impact on our earnings and assets.

In particular:

- if we are not successful in addressing the decline in revenues from our traditional high-margin fixed line PSTN products and services and in increasing the revenues and profitability of our emerging products and services, our overall financial performance will decline relative to that of our competitors;
- competition in the Australian telecommunications market and advertising market could cause us to lose market share and reduce our prices and profits from current products and services;
- the NBN and the CCS Act, in the longer term, could further accelerate the existing price and network based competition and the introduction of the NBN is expected to accelerate the decline in our fixed line voice revenues; and

- network and system failures could damage our reputation and earnings.

In order to compete effectively, we may be required to make significant expenditures. There is no assurance that such expenditures will help us maintain or grow market share or that such investment is adequate to address these issues.

**Other operational risks**

Concerns have been expressed by some that the emission of electromagnetic energy by mobile telephone handsets and transmission equipment may pose health risks at exposure levels below existing guideline levels. Actual or perceived health risks could lead to decreased mobile communications usage, future legal claims and calls for increased regulatory restrictions in relation to mobile handsets and transmission equipment. We rely on the expert advice of national and international health authorities such as the World Health Organisation (WHO) and the Australian Radiation Protection and Nuclear Safety Agency (ARPANSA) - an agency of the Commonwealth Department of Health and Ageing - for overall assessments of health and safety impacts.

Industry changes have created both opportunities and risks for us. In response to these developments, we have refined our business model including, for example, the move from print to digital media for Sensis. Such changes may adversely impact our ability to meet our financial objectives.

With the increasing competition for talent across the industry and as technology evolves, we are continuing to manage our ability to attract, retain and train our workforce. The relevant industry skills are in short supply worldwide. An inability to attract and retain skilled and experienced people as well as retain our corporate knowledge may impact our ability to remain competitive, and any increase in expenditures to recruit and retain skilled and experienced employees may adversely affect our profitability and net income.

Our technical infrastructure is vulnerable to damage or interruption from a range of factors including floods, wind, storms, fires, power loss, telecommunication failures, cable cuts and/or intentional wrongdoing. The networks and systems that make up our infrastructure require regular maintenance and upgrades that may cause disruption. The occurrence of natural disasters or other unanticipated problems at our facilities or any other damage to, or failure of our networks and/or systems could result in consequential interruptions in service across our integrated infrastructure. Network and/or system failures, hardware or software failures or computer viruses could also affect the quality of our services and cause temporary service interruptions.

Our IT systems are complex and there is a risk that our ability to support strategic priorities in customer service and growth products may be delayed. Our IT systems are also vulnerable to viruses, denial of service and other similar attacks which may damage our systems and data and those of our customers. Any of these occurrences could result in customer dissatisfaction and damages or compensation claims, as well as reduced earnings.

The occurrence of any or all of these risks may have a material adverse impact on our operations, competitiveness and financial performance.

**Subsidiaries, joint venture entities and other equity investments**

Some of our domestic and international activities are conducted through subsidiaries, joint venture entities and other equity investments and, under the governing documents for some of these entities, certain key matters such as the approval of business plans and decisions as to capital invested and the timing and amount of cash distributions require the agreement of our co-participants. Our co-participants may have different approaches with respect to the investment and the markets in which they operate and on occasions we may be unable to reach agreement with them. Any dispute or disagreement from time to time with our partners may negatively affect our ability to pursue our business strategies.

In some cases, strategic or venture participants may choose not to continue their participation. In addition, our arrangements with our co-participants may expose us to additional investment, capital expenditure or financing requirements. There are also circumstances where we do not participate in the control of, or do not own a controlling interest in an investment, and our co-participants may have the right to make decisions on certain key business matters with which we do not agree.

Where we have made equity investments or entered into ventures in countries other than Australia we may also be affected by the political, economic, regulatory and legal environments operating in those countries which are different from those in Australia. As a result, our international operations may be subject to numerous unique risks, including multiple and conflicting regulations, changes in regulatory requirements, foreign investment regulations, regulatory compliance interpretations and enforcement practices and changes in political and economic stability and fluctuations in exchange rates. These factors could materially and adversely affect our future revenues, operating results and financial condition.

All of these factors could negatively affect our ability to pursue our business strategies with respect to the concerned entities or business objectives and the markets in which they operate.

We have exposure to the equity markets through the defined benefit component of our superannuation fund as described in Note 24 of the financial statements in our 2011 Annual Report which is incorporated by reference into this Prospectus (see "Documents incorporated by reference" on pages 6 to 8 inclusive of this Prospectus). During the 2009 financial year, we recommenced making cash contributions to the Telstra Superannuation Scheme (Telstra Super). This occurred due to the reduction in the market values of investments triggering the funding deed we have with Telstra Super. This funding deed requires contributions to be made when the average vested benefits index (VBI) in respect of the defined benefit membership (the ratio of defined benefit plan assets to defined benefit members' vested benefits) of a calendar quarter falls to 103 percent or below. For the quarter ended 30 June 2011, the VBI was 92% (30 June 2010: 86%). We have paid contributions totalling $443 million for the year ended 30 June 2011 (30 June 2010: $460 million). The contribution rate for the defined benefit divisions of Telstra Super, effective June 2011, is 24% (June 2010: 27%). We expect to contribute approximately $441 million in fiscal 2012 which includes contributions to the defined benefit divisions at a contribution rate of 24% for the first half of fiscal 2012, which we expect to increase to 27% in the second half of fiscal 2010. The performance of the fund is subject to the prevailing conditions in the financial markets. Equity markets have exhibited substantial volatility since the beginning of fiscal 2012. We will continue to monitor the performance of Telstra Super and at the end of each calendar quarter we will reassess the VBI and our requirement to make employer contributions in light of actuarial recommendations.

**International operations**

We have made equity investments and entered into joint ventures in countries other than Australia, which may be affected by the political, economic, regulatory and legal environments of those countries which are different from those in Australia. As a result, our international operations may be subject to numerous risks, including multiple and conflicting regulations, changes in regulatory requirements, foreign investment regulations, regulatory compliance interpretations, enforcement practices, changes in political and economic stability and fluctuations in exchange rates. For example, in 2010, regulatory rulings that constrained the Wireless Application Protocol ("**WAP**") market in China resulted in a $133 million impairment charge against our Octave business in the PRC. These factors could materially and adversely affect our future revenues, operating results and financial condition, or negatively affect our ability to pursue our business strategies with respect to the concerned entities or business objectives and the markets in which they operate.

**FACTORS WHICH ARE MATERIAL FOR THE PURPOSE OF ASSESSING RISKS ASSOCIATED WITH NOTES ISSUED UNDER THE PROGRAM**

In this section "Risk factors - Factors which are material for the purpose of assessing risks associated with Notes issued under the Program", we, us, our and Telstra all mean the Issuer.

**Risk factors associated with the terms of the Notes**

The risks of a particular Note will depend on the terms of the relevant Note, but may include, without limitation, the possibility of significant changes in:

(a) the values of the applicable currencies, commodities, interest rates or other indices or formulae;

(b) the price, value, performance or any other applicable factor relating to one or more securities, assets or other property; or

(c) the creditworthiness of entities other than Telstra.

Such risks generally depend on factors over which we have no control and which cannot readily be foreseen, such as economic and political events and the supply of and demand for the relevant currencies, commodities, securities, assets or other property. Neither the current nor the historical price, value or performance of:

(i) the relevant currencies, commodities, interest rates or other indices or formulae;

(ii) the relevant classes of securities, assets or other property; or

(iii) the relevant entities,

should be taken as an indication of future price, value or performance during the term of any Note.

Notes may be issued with principal or interest determined by reference to an index or formula, to changes in the prices of securities or commodities, to movements in currency exchange rates or other factors (each, a "**Relevant Factor**"). Potential investors should be aware that:

- the market price of such Notes may be volatile;

- they may receive no interest;

- payment of principal or interest may occur at a different time or in a different currency than expected;

- the amount of principal payable at redemption may be less than the nominal amount of such Notes or even zero;

- a Relevant Factor may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices;

- if a Relevant Factor is applied to Notes in conjunction with a multiplier greater than one or contains some other leverage factor, the effect of changes in the Relevant Factor on principal or interest payable likely will be magnified; and

- the timing of changes in a Relevant Factor may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the Relevant Factor, the greater the effect on yield.

**Market and related risks**

The value of an investment in the Notes may fluctuate due to various factors, including investor perceptions, worldwide economic conditions, interest rates, movements in the market price of other securities, debt market conditions and factors that may affect our financial performance and position. Notes may trade at a market price below their issue price.

In particular, the following risks may affect an investment in the Notes:

(a) ***our financial performance and rating:*** a change in our financial condition or rating may impact on the market value and the transferability of the Notes;

(b) ***default risk:*** if an event of default occurs under the Notes, or we (or any of our agents) fail to perform any obligation in relation to the Notes, such event or failure may impact on the value of an investment in the Notes, the transferability of the Notes and the ability of a holder to recover amounts due under the Notes;

(c) ***unsecured investment***: Notes issued under the Program are unsecured and, in making an investment in the Notes, an investor is relying on our general ability to repay principal and pay interest at the time it is due and fulfil our other obligations in connection with the Notes, without recourse to any particular asset or security;

(d) ***insolvency risk:*** in the event that we become insolvent, insolvency proceedings will be governed by, or another jurisdiction determined in accordance with, Australian law. The insolvency laws of Australia or that other jurisdiction, and the treatment and ranking of Noteholders, other creditors and shareholders under those laws, may be different from the position if we were subject to the insolvency laws of an investor's home jurisdiction;

(e) ***market and liquidity risks:*** Notes may have no established trading market when issued, and one may never develop (and, if a market does develop, it may not be liquid). There is no obligation on the Dealers to effect secondary sales of the Notes and investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. Illiquidity may have a severely adverse effect on the market value of the Notes;

(f) ***interest rate risks:*** an investment in fixed rate Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of such fixed rate Notes. Increases in relevant interest rates may adversely affect the market value of the Notes;

In addition, the market values of Notes issued at a substantial discount or premium to their nominal amount may fluctuate more in relation to general changes in interest rates than to prices for conventional interest-bearing securities;

(g) ***currency risk:*** we will pay principal and interest on the Notes in the currency in which the Notes are denominated which may present risks if an investor's financial activities are denominated principally in another currency, as exchange rates may significantly change over the tenor of the Notes. In addition, government and monetary authorities may impose exchange controls or devalue or change currencies (as some have done in the past) in a manner that could adversely affect the market value of the Notes;

(h) ***non-payment of instalments:*** Notes may be issued where the issue price is payable in more than one instalment. Failure to pay any subsequent instalment could result in an investor losing all of its investment;

(i) ***optional redemption risks:*** *a*n optional redemption feature is likely to limit the market value of Notes. During any period when we may elect to redeem the Notes, the market value of the Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period. We may be expected to redeem the Notes when our cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate;

(j) ***stub amounts***: In relation to Notes which have a denomination consisting of the minimum Specified Denomination (as defined in the Terms and Conditions of the Notes) plus a higher integral multiple of another smaller amount, it is possible that the Notes may be traded in amounts in excess of €100,000 (or its equivalent) that are not integral multiples of €100,000 (or its equivalent). In such a case an investor who, as a result of trading such amounts, holds a principal amount of less than the minimum Specified Denomination may not receive a definitive Note in respect of such holding (should definitive Notes be printed) and would need to purchase a principal amount of the Notes such that its holding amounts to a Specified Denomination;

(k) ***stabilisation:*** Notes may be subject to price stabilisation activities by the Stabilisation Manager(s) as detailed under the heading "Important notice - Stabilisation" above. There is no guarantee that price stabilisation activities will occur, or that if they do, that they will be successful;

(l) ***clearing system risk*:** as one or more Series of Notes will be held by, or on behalf of, Euroclear, Clearstream, Luxembourg, CMU, Austraclear or another clearing system, investors will have to rely on their procedures for transfer, payment and communication with us; and

(m) ***listing***: an application has been made for Notes issued under the Program to be admitted to the UKLA Official List and to be admitted to trading on the Market. Application may also be made for Notes issued under the Program during the period of 12 months from the date of this Prospectus for the listing of the Notes on Singapore Official List. No assurance can be given that once listed, quoted and/or traded on the London Stock Exchange, SGX-ST and/or any other applicable stock or securities exchange the Notes will at all times remain listed on that stock or securities exchange and it may not be possible to list the Notes on any stock or securities exchange.

**Legal considerations relating to an investment in Notes**

Legal considerations may restrict certain investments. The investment activities of certain investors are or may be subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult their legal advisers to determine whether and to what extent:

(a) Notes are legal investments for it;

(b) Notes can be used as collateral for various types of borrowing; and

(c) other restrictions apply to its purchase or pledge of any Notes.

Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Notes under any applicable risk-based capital or similar rules.

**Changes in law and modifications to the terms and conditions of Notes**

Changes in law, including a change to the Issuer's legal status, control or tax residence and changes to the law governing the Notes, may alter the rights of investors from those at the time of the issue and may impact on the ability of an investor to enforce its rights as they existed at the date of issue.

Further, changes in governmental policy and regulation may also have an impact on us. In addition to changes in laws and regulations, the policies and practices of government regulators may change and political and diplomatic developments may have an unexpected or adverse impact on the terms and conditions of the Notes.

The Notes also contain provisions for calling meetings of investors to consider matters affecting their interests generally. These provisions permit defined majorities to bind all investors including such investors who did not attend and vote at the relevant meeting and investors who voted in a manner contrary to the majority.

**EU Savings Directive**

Under EC Council Directive 2003/48/EC on the taxation of savings income, Member States are required to provide to the tax authorities of another Member State details of payments of interest (or similar income) paid by a person within its jurisdiction to an individual resident in that other Member State or to certain limited types of entities established in that other Member State. However, for a transitional period, Luxembourg and Austria are instead required (unless during that period they elect otherwise) to impose a withholding system in relation to such payments (the ending of such transitional period being dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries). A number of non-EU countries and territories including Switzerland have adopted similar measures (a withholding system in the case of Switzerland). The European Commission has proposed certain amendments to the Directive which may, if implemented, amend or broaden the scope of the requirements described above.

If a payment were to be made or collected through a Member State which has imposed a withholding system and an amount of, or in respect of, tax, were to be withheld from that payment, neither the Issuer nor any Paying Agent nor any other person would be obliged to pay additional amounts with respect to any Note as a result of the imposition of such withholding tax. The Issuer is required to maintain a Paying Agent in a Member State that will not be obliged to withhold or deduct tax pursuant to the Directive.

**Credit Ratings**

One or more independent credit rating agencies may assign credit ratings to the Notes to be issued by us under the Program. The rating(s) (if any) of the Notes will be specified in the applicable Final Terms. The rating(s) may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the market value of the Notes. (See also the information on credit ratings in "Summary of the Program" above).

A credit rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, cancellation, reduction or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating. Credit ratings are for distribution only to a person (a) who is not a "retail client" within the meaning of section 761G of the Corporations Act 2001 of Australia and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Part 6D.2 or 7.9 of the Corporations Act 2001 of Australia, and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located.

**An issue may not proceed**

The Issuer may decide not to proceed with an issue of Notes under the Program. Where this is the case, the investor will have no rights against the Issuer in relation to any expense incurred or loss suffered.

**Risks related to Notes denominated in Renminbi ("RMB Notes")**

***Restrictions on cross-border Renminbi fund flows***: There is limited availability of Renminbi outside of the PRC, which may affect the liquidity of the RMB Notes and Telstra's ability to source Renminbi outside of the PRC to service the RMB Notes. As a result of the restrictions by the PRC government on cross-border Renminbi fund flows, the availability of Renminbi outside of the PRC is limited. Since February 2004, in accordance with arrangements between the PRC Central Government and the Hong Kong government, licensed banks in Hong Kong may offer limited Renminbi-denominated banking services to specified business customers. The People's Bank of China ("**PBOC**"), the central bank of the PRC, has also established a Renminbi clearing and settlement system for participating banks in Hong Kong. On 19 July 2010, further amendments were made to the Settlement Agreement on the Clearing of RMB Business ("**Settlement Agreement**"), between the PBOC and Bank of China (Hong Kong) Limited ("**RMB Clearing Bank**"), to further expand the scope of Renminbi business for participating banks in Hong Kong. Pursuant to the revised arrangements: (i) all corporations are allowed to open Renminbi accounts in Hong Kong; (ii) there is no longer any limit on the ability of corporations to convert Renminbi; and (iii) there will no longer be any restriction on the transfer of Renminbi funds between different accounts in Hong Kong. However, individual customers continue to be limited in their ability to convert Renminbi to the amount of RMB 20,000 per person per day.

The current size of Renminbi-denominated financial assets outside the PRC is limited. As of June 2011, the total amount of Renminbi deposits held by institutions authorised to engage in Renminbi banking business in Hong Kong amounted to approximately RMB 553.6 billion. Only the RMB Clearing Bank has direct access to onshore Renminbi through the China Foreign Exchange Trading System in Shanghai to square open positions of authorised financial institutions. Pursuant to refinements to the arrangement for conversions of Renminbi conducted by participating authorised financial institutions with their customers for Renminbi cross-border trade settlement transactions promulgated by the Hong Kong Monetary Authority ("**HKMA**") on 23 December 2010, participating authorised financial institutions should first utilise the Renminbi trade proceeds purchased from their customers to satisfy requests for Renminbi conversions for trade settlement transactions before purchasing Renminbi through the RMB Clearing Bank in the China Foreign Exchange Trading System. The HKMA will, as a standing arrangement, provide participating authorised financial institutions with Renminbi funds of RMB 20 billion through its currency swap arrangement with the PBOC for cross-border Renminbi trade settlements.

However, such institutions do not have direct Renminbi liquidity support from the PBOC. Telstra therefore cannot provide assurance that existing measures put in place by the PRC government, or changes to those measures, will not adversely affect the amount of Renminbi available outside of the PRC, or that such amounts will be sufficient to satisfy liquidity requirements.

Although it is expected that the offshore Renminbi market will continue to grow in depth and size, its growth is subject to many constraints as a result of PRC laws and regulations on foreign exchange. Telstra cannot provide assurance that new PRC regulations will not be promulgated or that the Settlement Agreement will not be terminated or amended in the future, which could further restrict the availability of Renminbi outside of the PRC. The limited availability of Renminbi outside of the PRC may affect the liquidity of the RMB Notes. To the extent that Telstra is required to source Renminbi in the offshore market to service the RMB Notes, Telstra cannot provide assurance that it will be able to source such Renminbi on satisfactory terms, if at all.

***The Renminbi is not freely convertible and there are significant restrictions on remittance of Renminbi into and outside the PRC:*** The Renminbi is not freely convertible at present. Despite a significant reduction in control by the PRC government over routine foreign exchange transactions under current accounts, the PRC government continues to regulate conversion between Renminbi and foreign currencies. Under a pilot scheme introduced in July 2009, participating banks in Hong Kong were permitted to engage in the settlement of Renminbi trade transactions. This pilot scheme was extended in June 2010 to cover 20 provinces and cities in the PRC and to make Renminbi trade and other current account item settlement available in all countries worldwide. Subject to limited exceptions, there is currently no specific PRC regulation on the remittance of Renminbi into the PRC for settlement of capital account items. Foreign investors may only remit offshore Renminbi into the PRC for capital account purposes, such as shareholders loans or capital contributions, upon obtaining specific approvals from relevant authorities on a case-by-case basis. Telstra cannot provide assurance that: (i) the PRC government will further liberalise control over cross-border Renminbi remittances in the future; (ii) the pilot scheme introduced in July 2009 will not be discontinued; or (iii) new PRC regulations will not be promulgated which have the effect of restricting or eliminating the remittance of Renminbi into or outside the PRC.

*The investment in the RMB Notes is subject to exchange rate and interest rate risks*: The value of Renminbi against the Hong Kong dollar and other foreign currencies fluctuates. It is affected by changes in the PRC and international political and economic conditions and by various other factors. All payments of interest and principal with respect to the RMB Notes will be made in Renminbi. As a result, the value of such Renminbi payments in Hong Kong Dollar terms may vary with the prevailing exchange rates in the marketplace. For example, an investor purchasing the RMB Notes will be required to convert Hong Kong Dollars (or other relevant currency) to Renminbi at the then-current exchange rate. If the value of the Renminbi depreciates against the Hong Kong Dollar (or other relevant currency) between the date that a Noteholder purchases the Notes and the maturity date of the RMB Notes, the value of the Noteholders' investment will decrease accordingly.

In addition, the PRC government has gradually liberalised the regulation of interest rates in recent years. Further liberalisation may increase interest rate volatility. From April 2006 to December 2007, the PBOC raised the benchmark five-year lending rate seven times from 6.39% to 7.83%. Beginning in September 2008, the PBOC decreased the benchmark five-year lending rate five times from 7.83% to 5.94% in December 2008. As of 7 July 2011, the benchmark five-year lending rate was 7.05%. The RMB Notes will carry a fixed interest rate. Consequently, the trading price of the Notes will vary with fluctuations in Renminbi interest rates. If a Noteholder attempts to sell the RMB Notes before the maturity date of the RMB Notes, he may not receive a value equivalent to his original investment.

***Payments in respect of the RMB Notes will only be made to investors in the manner specified in the Notes.*** All payments to investors in respect of the RMB Notes will be made solely by (i) where the Notes are represented by global notes, transfer to a Renminbi bank account maintained in Hong Kong in accordance with prevailing rules and procedures (including those of the CMU, where such RMB Notes are cleared through the CMU), or (ii) where the RMB Notes are in definitive form, transfer to a Renminbi bank account maintained in Hong Kong in accordance with prevailing rules and regulations. The Issuer will not be required to make payment by any other means (including in any other currency or by transfer to a bank account in the PRC).

**NOTES MAY NOT BE A SUITABLE INVESTMENT FOR ALL INVESTORS**

Investors should have (either alone or with the help of a financial adviser) sufficient knowledge and experience in financial and business matters to meaningfully evaluate the merits and risks of investing in the Notes and the information contained, or incorporated by reference, in this Prospectus and any applicable supplement or Final Terms as well as access to, and knowledge of, appropriate analytical tools to evaluate such merits and risks in the context of their particular circumstances.

Each investor (either alone or with the help of a financial adviser) should also:

(a) understand thoroughly the terms and conditions of the relevant Notes and be familiar with the behaviour of any relevant indices and financial markets;

(b) be able to evaluate possible scenarios for economic, interest rate and other factors that may affect an investment in the relevant Notes and its ability to bear the applicable risks; and

(c) have the expertise to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact on the investor’s overall investment portfolio.

In addition, each investor should have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes.

In addition, particular issues of Notes may not be an appropriate investment for investors who are inexperienced with respect to:

(i) the applicable interest rate indices, currencies, other indices or formulas, or redemption or other rights or options;

(ii) investments where the amount of principal and/or interest payable (if any) is based on the price, value, performance or some other factor and/or the creditworthiness of one or more entities; or

(iii) investments where a currency of payment and the investor's currency are different.

# Corporate profile

In this section "Corporate profile", **we, us, our, Telstra, Company** and **Telstra Group** all mean Telstra Corporation Limited, an Australian corporation, and its controlled entities taken as a whole. Other terms used in this section which are not specifically defined can be found in the Glossary at the end of this section.

Our fiscal year ends on 30 June. Unless we state differently, the following applies:

- **year** or a **fiscal year** means the year ended 30 June; and
- **2011** means **fiscal 2011** and similarly for other fiscal years.

All amounts are expressed in Australian dollars (**A$**), unless otherwise stated.

**Introduction**

We are Australia's leading telecommunications and information services company offering a full range of services in these markets. We also operate in a number of overseas countries.

Our origins date back to 1901, when the Postmaster-General's Department was established by the Australian government to manage all domestic telephone, telegraph and postal services, and to 1946, when the Overseas Telecommunications Commission was established by the Australian government to manage international telecommunications services.

Since then, we have undergone many changes and were incorporated as an Australian public limited liability company in November 1991. Telstra Corporation Limited is now a company limited by shares, incorporated and operating under the Corporations Act. Following the opening of Australia's telecommunications markets to full competition in July 1997, the Australian government progressively reduced its holding in us from 100 percent to 16.9 percent and in February 2007 transferred its remaining shares in us into the Future Fund (an Australian Government investment fund set up to strengthen the Australian government's long-term finances by providing for its unfunded superannuation liabilities). From 15 August 2011, 0.8% or approximately 100 million of Telstra's shares were held by the Future Fund.

As at 30 June 2011 Telstra Corporation Limited had on issue 12,443,074,357 fully paid ordinary shares. At the date of this Prospectus we are not, directly or indirectly, controlled by any of our shareholders.

Our shares are quoted on the Australian Stock Exchange and on the New Zealand Stock Exchange. We comply with the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations.

The business address for Telstra Corporation Limited and each of its directors and senior executives is:

The Company Secretary
Telstra Corporation Limited
Level 41, 242 Exhibition Street
Melbourne Vic 3000
Australia

Phone: +61(3) 8647 3887
+61(8) 8308 1721 (Switchboard)

The Telstra Group consists of a significant number of Australian and foreign subsidiaries. A list of Telstra's controlled entities is provided in note 25, and our jointly controlled and associated entities are listed in note 26 of the financial statements in our 2011 Annual Report which is incorporated into this Prospectus by reference (see "Documents incorporated by reference" on pages 6 to 8 inclusive of this Prospectus).

**Telecommunications and information services**

Our main activities include the provision of:

- **mobile telecommunications services** - we offer third generation (3G including the Telstra Next G™ 3GSM MHz national wireless broadband network utilising both 850MHz and 2100MHz spectrum) mobile services to our customers, including voice calling, video calling, text and multimedia messaging, mobile broadband and a range of information, entertainment and connectivity services. In September 2011, we announced the commercial launch of Australia's first 4G LTE network, utilising 1800MHz spectrum and delivering services in the central business districts of all Australian capital cities and selected regional centres, in conjunction with Australia's first commercial LTE device. We also offer second generation (2G) mobile services;

- **basic access services to most homes and businesses in Australia** - our basic access service includes installing and maintaining connections between customers' premises and our national fixed network for delivering basic and enhanced telephone services (Public Switched Telephone Network) and providing basic voice, facsimile and Internet services. Along with basic access services, we provide handsets and other devices (such as the Telstra T-Hub®) for sale and rental to help customers use our services more effectively;

- **enhanced products and value added services -** in addition to basic access services, we provide enhanced products like Integrated Services Digital Network ("**ISDN**") access to voice, data and video and Asymmetric Digital Subscriber Line ("**ADSL**") services and value added services such as voicemail, call waiting, call forwarding, call conferencing and call return;

- **long distance telephone calls in Australia and international calls to and from Australia** - we offer long distance telephone calls throughout Australia and international telephone services to more than 230 countries and territories. We also provide a comprehensive range of inbound calling products and services;

- **broadband access and content** - we offer a range of internet products and packages under our BigPond® brand, including BigPond® Broadband, which provides broadband internet services to consumer and small business customers via HFC cable, satellite, ADSL and wireless technologies and BigPond® mobile services, which allows customers to browse and purchase a broad range of up-to-date information and entertainment. With a 3G video mobile, customers can access games, receive news bulletins, stock quotes or sport scores, download ringtones, find directions, watch music videos and send and receive emails as well as access Mobile Foxtel from Telstra linear subscription general entertainment channels. Through a Telstra T-Box®, our customers can also access BigPond® internet TV channels, BigPond® movies and TV shows on demand, BigPond® videos on demand and YouTube. In June 2011, we launched Foxtel on T-Box to BigPond cable customers and so now some of our T-Box customers can subscribe to up to 30 linear channels as well as catch-up TV.

- **a comprehensive range of data and IP services** - in addition, we provide:

    - new generation data and internet services including business grade internet solutions;

    - Business DSL, which offers a broadband data service with symmetric data rates and business-grade service levels;

    - Connect IP solution range, which is a standardised, end-to-end, IP-based Wide Area Networks ("**WANs**") offering that integrates network management and data connectivity with CPE, allowing for seamless data transfer between customer sites;

    - the Telstra Next IP™ network (a high performance national data network with coverage to over 95% of Australian businesses and seamless integration of the Next G™ wireless network);

    - IP Telephony, an open standard IP communications suite, which delivers hosted IP telephony and IP applications to our corporate customers; and

    - a number of other data and specialised services, including NAS (network applications and services), BigPond® Dial-Up (which offers dial-up modem and ISDN internet services to residential and small business customers across Australia), ISDN, digital data services, voice-grade dedicated lines, network transaction / electronic funds transfer at point of sale ("**EFTPOS**") services and video and audio network services as well as domestic and international frame relay and ATM products. Telstra Internet Direct also provides business customers with dedicated internet access within Australia at access transmission rates up to one gigabit per second ("**Gbps**"). We also provide wholesale internet access products for use by licensed carriers, ISPs and CSPs;

- **supply of equipment** - we are the leading provider of payphones in Australia and, as part of our customer voice, data, mobile and service solutions, we provide equipment for rental or sale to our customers  We own and operate approximately 18,000 public payphones. Our USO requires us to make payphone services reasonably accessible throughout Australia including in non-metropolitan and rural areas (see also the "Regulatory Reform" section on page 19 of this Prospectus). As part of our customer voice, data, mobile and service solutions, we provide customer premises equipment for rental or sale to our residential, consumer, business and Government customers. In relation to our rental phones, modern new standard and "calling number display" rental phones are available, making phones and phone features easier to use;

- **management of business/government customers network services** - we offer various business software solutions to our business customers, including:
  - T-Suite® applications;
  - accounting and human resources compliance solutions;
  - customer relationship management;
  - email, conference and message services; and
  - virus, spam and data protection;
- **wholesale services** to other carriers, carriage service providers and internet service providers.   In addition to providing products for resale, we provide a range of other products specifically tailored for wholesale customers. These include:
  - interconnection services, including originating and terminating access to our fixed and mobile networks, and long distance pre-selection services;
  - access to our network facilities such as ducts, towers and exchange space;
  - Unconditioned Local Loop Service ("**ULLS**") and Local Sharing Service ("**LSS**");
  - domestic and international transmission services;
  - ADSL broadband, ethernet backbone and traditional data services; and
  - GSM-based mobile products and services;

  We also manage and deliver a range of customer processes for wholesale customers.  These include product and service provisioning, ordering and activation, billing, fault reporting and end-user and product transfer. In addition, we provide a range of web-based business-to-business services to our customers.
- **Directories, advertising and search services through Sensis Pty Ltd®** - these include the Yellow Pages® and White Pages® print and online directories, and the CitySearch® and Whereis® online sites.  We are a leading provider of directories, advertising and search services through our advertising business and wholly owned subsidiary, Sensis. Sensis' multichannel print and digital network includes Yellow Pages®, White Pages®, the 1234 and Call Connect voice services, the Whereis® mapping site and digital mapping solutions, the CitySearch website (which provides a range of editorial content, business listings and entertainment and event information in major cities around Australia), and quotify.com.au, a request for quote service; and
- **cable distribution services** for FOXTEL's cable subscription television services.

One of our strengths in providing integrated telecommunications services is our extensive geographical coverage through both our fixed and mobile network infrastructure.  This underpins the carriage and termination of the majority of Australia's domestic and international voice and data traffic.

**National Broadband Network**

For important information on this Government initiative which affects our business see the "Risk Factors – National Broadbank Network" section on pages 17 to 19] inclusive of this Prospectus and the NBN EM, incorporated by reference to this Prospectus on page 7, for more information.

**Subscription television**

We own 50 percent of FOXTEL, with Consolidated Media Holdings Ltd (formerly named Publishing & Broadcasting Ltd) and The News Corporation Limited each owning 25 percent. FOXTEL is Australia's leading provider of subscription television services.

FOXTEL announced on 11 July 2011 that it had entered into definitive agreements with AUSTAR and Liberty Global to acquire all of the issued shares in AUSTAR. The transaction remains subject to a number of approvals including from the Foreign Investment Review Board, ACCC, AUSTAR minority shareholders and the court. The transaction will be funded by a combination of FOXTEL bank debt and shareholder debt contributions in the form of subordinated shareholder notes. Our contribution will be up to $450 million. The final amount will be determined following the satisfaction of relevant conditions precedent.

**International investments**

In international we continue to focus on driving value from our Asian assets. Telstra International ("**Telstra International**") is our new business unit and encompasses our international assets outside Australia and New Zealand. It includes CSL New World (CSLNW) which provides mobile services to the Hong Kong market, our mainland China business providing services in auto, IT and consumer electronics, and mobile value added service segments, and management of our global networks (including the Reach network assets from acquisition) and managed services business that has more than 1,300 points of presence throughout Australia, Asia Pacific, Europe and the US; and Various Chinese search and advertising businesses. While we continue to review all our Digital Media assets in China we did complete the successful exit of our SouFun business in calendar 2010.

Our major international investments include:

- **CSL New World Ltd** - the leading mobile operator in Hong Kong of which we own 76.4%, with approximately 3 million customers, providing full mobile services, including handset sales, voice and data products to the Hong Kong market;

- **REACH** - which provides outsourcing services in support of Telstra's and PCCW Limited's ("**PCCW**") international voice and data services. On 1 March 2011, Telstra and PCCW announced the completion of a restructuring of the REACH assets as part of an ongoing review of Telstra's Asian assets to drive shareholder value. The restructuring resulted in a division of the majority of REACH's international assets between Telstra and PCCW, which gave Telstra International greater control over the platform used to deliver end-to-end services, improving the quality of service offered to enterprise and global service provider customers. REACH will continue to manage the remaining joint assets, which are predominantly located in Hong Kong; and

- Various Chinese search and advertising businesses, including the Sequel businesses (Pcpop, IT168, Autohome and CHE 168), the Octave businesses (Sharp Point and ChinaM), LMobile and China Bar.

We also own TelstraClear - our wholly owned subsidiary, which provides voice, data, internet, mobile resale, managed services and cable television products and services to the New Zealand market as well as a 46.9 percent equity interest in Australia-Japan Cable Holdings Limited, a network cable provider which owns and operates a fibre optic cable between Australia and Japan.

**Directors**

As at the date of this Prospectus, our directors are as follows:

| Name | Age | Position | Year of initial appointment | Year last re-elected |
|---|---|---|---|---|
| Catherine B Livingstone | 55 | Chairman, Non-executive Director | 2000 | 2011 |
| David I Thodey | 57 | Chief Executive Officer; Executive Director | 2009 | - |
| John V Stanhope | 60 | Executive Director | 2009 | - |
| Geoffrey A Cousins | 68 | Non-executive Director | 2006 | 2009 |
| Russell Higgins AO | 61 | Non-executive Director | 2009 | - |
| John P Mullen | 55 | Non-executive Director | 2008 | 2011 |
| Nora L Scheinkestel | 51 | Non-executive Director | 2010 | - |

| Name | Age | Position | Year of initial appointment | Year last re-elected |
|---|---|---|---|---|
| John W Stocker AO | 66 | Non-executive Director | 1996 | 2009 |
| Steven M Vamos | 53 | Non-executive Director | 2009 | - |
| John D Zeglis | 64 | Non-executive Director | 2006 | 2009 |

A brief biography for each of the directors as at the date of this Prospectus is presented below.

**Catherine B Livingstone** – AO, BA (Hons), Hon DSc (Murdoch), Hon DBus (Macquarie), FCA, FTSE, FAICD

Ms Livingstone joined Telstra as a non-executive Director in November 2000 and was appointed as Chairman in May 2009. She is the Chairman of the Nomination Committee and a member of the Remuneration, Audit, Technology and NBN Due Diligence Committees. She was Chairman of the NBN Committee whilst it was operative.

**Experience:**

Ms Livingstone is a Chartered Accountant and has held several finance and general management roles predominantly in the medical devices sector. Ms Livingstone was the Chief Executive of Cochlear Limited (1994 - 2000).

**Directorships of other listed companies - current:**

Director, Macquarie Bank Limited (2003 - ), Macquarie Group Limited (2007 - ) and WorleyParsons Ltd (2007 - ).

**Directorships of listed companies - past three years:**

Nil

**Other:**

Current: Director, Future Directions International Pty Ltd (2007 - ); Member, New South Wales Innovation Council (2007 - ) and the Royal Institution of Australia (2009 - ).

Former: Chairman, CSIRO (2001 - 2006); Chairman and Director, Australian Business Foundation (2000 – 2005); Director, Goodman Fielder Ltd (2000 – 2003), Rural Press Limited (2000 – 2003), Macquarie Graduate School of Management Pty Ltd (2007 - 2008) and Sydney Institute (1998 – 2005). Previously, also Member, Department of Accounting and Finance Advisory Board Macquarie University, Business/Industry/Higher Education Collaboration Committee (BIHECC) and Federal Government's National Innovation System Review Panel.

**David I Thodey** - BA

Mr Thodey became Chief Executive Officer and an executive director in May 2009.

**Experience:**

Mr Thodey joined Telstra in April 2001 as Group Managing Director of Telstra Mobiles. He was appointed to the position of Group Managing Director Telstra Enterprise and Government in December 2002 and was responsible for the company's corporate, government and large business customers in Australia, TelstraClear in New Zealand and Telstra's International sales division. Before joining Telstra, Mr Thodey was Chief Executive Officer of IBM Australia/New Zealand and previously held several senior executive positions in marketing and sales with IBM across Asia Pacific. He holds a Bachelor of Arts in Anthropology and English from Victoria University in New Zealand. Mr Thodey attended the Kellogg Post-Graduate School General Management Program at Northwestern University in Chicago.

**Directorships of other listed companies - current:**

Nil

**Directorships of listed companies - past three years:**

Nil

**Other:**

Current: Chairman of Sensis Pty Ltd (2009 – ).

Former: Chairman, TelstraClear New Zealand (2003 – 2009); Chairman, Basketball Australia (2008 - 2010).

**John V Stanhope -** B Com (Economics and Accounting), FCPA, FCA, FAICD, FAIM

Mr Stanhope was appointed as an executive Director on 8 May 2009. He was appointed to the role of Chief Financial Officer (CFO) and Group Managing Director, Finance & Administration in October 2003. In July 2011 Mr Stanhope's title changed to Chief Financial Officer and Group Managing Director Finance.

On 29 June 2011 Mr Stanhope announced his retirement from the Company as CFO and Group Managing Director, Finance effective 31 December 2011.

**Experience:**

Since joining Telstra in 1967, Mr Stanhope has held a number of operational roles and a range of senior financial management positions, including Director, Finance. In this role, which he assumed in 1995, he contributed to the T1 and T2 share sales, cost reduction programs, growth strategies, debt raising, capital management and organisational restructures.

In his current role as CFO and GMD Finance, Mr Stanhope is responsible for finance; treasury; taxation, risk management and assurance; investor relations; corporate security and investigations, NBN Engagement and TelstraClear. He also managed Telstra's involvement in the Federal Government's T3 sale of Telstra shares.

**Directorships of other listed companies - current:**

Director, AGL Energy Limited (2009 - ).

**Directorships of listed companies - past three years:**

Nil

**Other:**

Current: Chairman, TelstraClear Ltd (2009 - ), Director, TelstraClear Ltd (2001 - ), CSL New World Mobility Ltd (2004 - ), Telstra Super Pty Ltd (1996 - ), Sensis Pty Ltd (1998 - ), Sequel Limited (2008 - ), Octave Investments Holdings Limited (2009 - ), Dotad Media Holdings Limited (2010 - ), Foxtel Management Pty Ltd (2010 - ), Foxtel Cable Television Pty Ltd (2010 - ) and Melbourne International Jazz Festival (2009 - ); Member, Financial Reporting Council (2006 - ).

Former: Soufun Holdings Ltd (2007 - 2010) and Reach Ltd (2004 - 2007); Business Coalition for Tax Reform (2003 - 2010), G11 (2002 - 2011).

**Geoffrey A Cousins**

Mr Cousins joined Telstra as a non-executive Director in November 2006. He is a member of the Nomination and Remuneration Committees.

**Experience:**

Mr Cousins has more than 26 years experience as a company director. Mr Cousins was previously the Chairman of George Patterson Australia and is a former Director of Publishing and Broadcasting Limited, the Seven Network, Hoyts Cinemas group and NM Rothschild & Sons Limited. He was the first Chief Executive of Optus Vision and before that held a number of executive positions at George Patterson, including Chief Executive of George Patterson Australia.

**Directorships of other listed companies - current:**

Nil

**Directorships of listed companies - past three years:**

Nil

**Other:**

Current: Chairman, St. James Ethics Foundation (2010 - ).

Former: Chairman, Cure Cancer Australia (2004 - 2007), Director, Insurance Australia Group Ltd (2000 - 2007), The Starlight Foundation (1988 - 1994) and Museum of Contemporary Art (1990 – 1994); Director, Globe International Limited (2001 - 2003), Sydney Theatre Company Ltd (1990 – 1996), St George Foundation Ltd (1989 – 1995) and The Smith Family (1988 – 1994); President, The Shore Foundation Ltd (1992 – 1994).

Mr Cousins was previously a consultant to the Prime Minister's Office.

**Russell A Higgins** - O, BEc, FAICD

Mr Higgins joined the Telstra Board as a non-executive Director in September 2009. He is a member of the Audit and NBN Due Diligence Committees. He was a member of the NBN Committee whilst it was operative.

**Experience:**

Mr Higgins is an experienced company director who has worked at very senior levels of both government and private sectors. He is Chairman of the Global Carbon Capture and Storage Institute, a global initiative to accelerate the worldwide development of carbon capture and storage technologies. From 2003 to 2004, he was Chairman of the then Prime Minister's Energy Task Force. Prior to that he was Secretary of the Department of Industry, Science and Resources.

**Directorships of other listed companies - current:**

Director, APA Group (2004 - ) and Ricegrowers Limited (SunRice) (2005 - ).

**Directorships of listed companies - past three years**:

Nil

**Other:**

Current: Chairman, Global Carbon Capture and Storage Institute (2009 - ); Chair, CSIRO Energy Transformed Flagship Advisory Committee (2005 - ); Director, St. James Ethics Foundation (2010 - ).

Former: Chairman, Snowy Hydro-Electric Scheme (1992 - 1997), CRC for Coal in Sustainable Development (2004 - 2008), APEC Energy Working Group (1993 - 1997); Director, Australian Biodiesel Group (2006 - 2007), Export Finance and Insurance Corporation (1997 - 2002), CSIRO (1997 - 2002), Austrade (1997 - 2002), Australian Tourist Commission (1997 - 2002) and Australian Sports Commission (1997 - 2002).

**John P Mullen**

Mr Mullen joined Telstra as a non-executive Director in July 2008. He is the Chairman of the Remuneration Committee and a member of the Nomination Committee.

**Experience:**

Mr Mullen has worked for over two decades in a multitude of senior positions with different multinationals. His corporate experience includes 10 years with the TNT Group, with two years as its Chief Operating Officer. From 1991 to 1994, he held the position of Chief Executive Officer of TNT Express Worldwide, based in the Netherlands. Mr Mullen joined Deutsche Post World Net (DPWN) as an Advisor in 1994, becoming Chief Executive Officer of DHL Express Asia Pacific in 2002 and Joint Chief Executive Officer, DHL Express in 2005. From 2006 to 2009, Mr Mullen was Global Chief Executive Officer, DHL Express. On 14 February 2011, Mr Mullen was appointed as the new Managing Director and Chief Executive Officer of Asciano Ltd.

**Directorships of other listed companies - current:**

Chief Executive Office and Executive Director, Asciano Ltd (2011 - ).

**Directorships of listed companies - past three years:**

Director, Brambles Limited (2009 - 2011), MAp Airports Limited (2010 - 2011), Deutsche Post World Net, Board of Management, Germany (2005 - 2009) and Embarq Corporation USA (2006 - 2009).

**Other:**

Current: Member, Australian Graduate School of Management (2005 - )

Former: Chairman, National Foreign Trade Council (Washington D.C.) (2008 - 2010);

Director, International Swimming Hall of Fame (USA) (2005 - 2008 ).

**Nora L Scheinkestel** - LLB (Hons), PhD, FAICD

Dr Scheinkestel joined Telstra as a non-executive Director in August 2010. She is a member of the Audit Committee and Chairman of the NBN Due Diligence Committee.

**Experience:**

Dr Nora Scheinkestel is an experienced company director having served in a wide range of industry sectors and in the public, government and private spheres. Dr Scheinkestel is also an Associate Professor at the Melbourne Business School at Melbourne University and a member of the Takeovers Panel. Dr Scheinkestel's executive background is as a senior banking executive in international and project financing, responsible for the development and financing of major projects in Australasia and South East Asia. Her current consulting practice assists government, corporate and institutional clients in areas such as corporate governance, strategy and finance. In 2003, Dr Scheinkestel was awarded a centenary medal for services to Australian society in business leadership.

**Directorships of other listed companies - current:**

Director, AMP Limited (2003 - ), AMP Capital Investors (2004 - ), Orica Limited (2006 - ) and Pacific Brands Limited (2009 - ).

**Directorships of listed companies - past three years:**

Director, PaperlinX Ltd (2000 - 2009).

**Other:**

Former: Chairman, South East Water Limited (2002 - 2005) and Energy21 and Stratus Networks Gas Group (1997 - 1999); Director, IOOF Funds Management (1998 - 2001), Medical Benefits Fund of Australia Ltd (1997 - 2001), Hydro Tasmania (2001 - 2004), City West Water Ltd (1995 - 2002) and Docklands Authority (1998 - 2003), Newcrest Mining Limited (2000 - 2007), Mayne Pharma Limited (2005 - 2007), Mayne Group Limited (2005) and North Limited (1996 - 2000).

**John W Stocker** - AO, MB, BSc, BMedSc, PhD, FRACP, FTSE

Dr Stocker joined Telstra as a non-executive Director in October 1996. He is Chairman of the Audit Committee and a member of the Technology and NBN Due Diligence Committees. He was a member of the NBN Committee whilst it was operative.

**Experience:**

Dr Stocker has had a distinguished career in pharmaceutical research and extensive experience in management of research and development, and its commercialisation including in his roles as Chief Executive of CSIRO (1990 - 1995) and subsequently, as Chief Scientist for the Commonwealth of Australia (1996 - 1999).

**Directorships of other listed companies - current:**

Director, Nufarm Limited (1998 - ).

**Directorships of listed companies - past three years:**

Chairman, Sigma Pharmaceuticals Ltd (2005 - 2010).

**Other:**

Current: Principal, Foursight Associates Pty Ltd (1996 - ).

Former: Chairman, Grape and Wine Research and Development Corporation (1997 – 2004), Sigma Company Ltd (1998-2005), CSIRO (2007 - 2010) and The Australian Wine Research Institute Ltd (2009 - 2010); Director, Cambridge Antibody Technology Group plc (1995 - 2006), Circadian Technologies Ltd (1996 - 2008).

**Steven M Vamos** - BEng (Hons)

Mr Vamos joined the Telstra Board as a non-executive Director in September 2009. He is also a member of the Remuneration and Nomination Committees and was a member of the NBN Committee whilst it was operative.

**Experience:**

Mr Vamos has over 30 years experience in the information technology, internet and online industry. He led Microsoft Australia and New Zealand from 2003 to January 2007 before moving to the United States to become the company's online business head of worldwide Sales and International Operations. Previously, he was Chief Executive Officer of ninemsn. Mr Vamos also worked for Apple Computer in the 1990s after spending 14 years in senior management roles at IBM Australia. He is the founding President of the Society for Knowledge Economics (SKE), a not-for-profit think tank that encourages new and better practices in leadership and management.

**Directorships of other listed companies - current:**

Nil

**Directorships of listed companies – past three**

**years:**

Nil

**Other:**

Current: President, Society for Knowledge Economics (2005 - ); Director, Egeneration Investments Pty Limited (1999 - ).

Former: Chief Executive Officer, ninemsn (1998 – 2002); Vice President, Australia and New Zealand, Microsoft (2003 - 2007).

**John D. Zeglis -** BSc Finance, JD Law

Mr. Zeglis joined Telstra as a non-executive Director in May 2006. He is Chairman of the Technology Committee.

**Experience:**

Mr Zeglis has a legal background, and became partner with the law firm Sidley & Austin in 1978. He was General Counsel of AT&T from 1986 - 1998. His qualifications include a BSc in Finance from the University of Illinois, and a JD in Law from Harvard. Mr Zeglis has had a long and distinguished career in the US telecommunications sector. He joined AT&T in 1984, and was elected as President of AT&T in 1998 and Chairman and Chief Executive Officer of the AT&T Wireless Group in 1999. He continued as CEO of AT&T Wireless until retiring in November 2004 following the company's sale to Cingular Wireless.

**Directorships of other listed companies - current:**

Director, Helmerich & Payne Corporation (1989 - ).

**Directorships of listed companies - past three years:**

Nil

**Other:**

Current: Director, The Duchossois Group (including AMX) (2011 - ) and State Farm Automobile Insurance (2004 - ).

Former: Director, Georgia Pacific Corporation (2001 - 2005); Sara Lee Corporation (1998 - 2000) and Illinois Power Company (1992 - 1996).

As at the date of this Prospectus there are no potential conflicts of interest between any duties of any director or senior executive to the Issuer and any private or other duty (including those listed above) of that director or senior executive.

Information about the senior executives of the Telstra Group who are not directors is set out in our 2011 Annual Report which is incorporated into this Prospectus by reference (see "Documents incorporated by reference" on pages 6 to 8 inclusive of this Prospectus).

**Legal and Arbitration Information**

Except as set out in the Parent Entity Information note to the financial statements on page 211 of our 2011 Annual Report under the headings Common law claims, and Optus Confidential Information, which is incorporated into this Prospectus by reference (see "Documents incorporated by reference" on pages 6 to 8 inclusive of this Prospectus), during the twelve months preceding the date of this Prospectus, there have been no governmental, legal or arbitration proceedings involving us (nor are any such proceedings pending or threatened of which we are aware) which may have, or have had, a significant effect on our financial position or profitability.

**Recent developments**

There have been no significant changes in our prospects, financial position or trading position since the date of our last published audited financial statements (being 30 June 2011 and as published in our 2011 Annual Report).

Except as may be described in this Prospectus (including as set out under "Risk Factors" on pages 15 to 27 inclusive of this Prospectus) or released to the ASX in compliance with the continuous disclosure requirements of the ASX Listing Rules, there are no known trends, uncertainties, demands, commitments or events, and no material contracts have been entered into, that are reasonably likely to have a material effect on our prospects for at least the current financial year or our ability to meet our obligations to holders in respect of the Note.

**Credit rating**

As at the date of this Prospectus, we have the following debt ratings for long-term unsubordinated unsecured obligations:

- Standard and Poor's (Australia) Pty Ltd: A;
- Moody's Investors Service Pty Limited: A2 (under review for possible downgrade); and
- Fitch Australia Pty Ltd: A.

**Further information**

Further information about the Telstra Group is set out in the following documents:

- our 2011 Annual Report; and
- our 2010 Financial Report,

as incorporated by reference in, and forms part of, this Prospectus, (see "Documents incorporated by reference" on pages 6 to 8 inclusive of this Prospectus).

**Glossary**

**2G:** second generation wireless telephone technology.

**2.5G:** technology designed to expand the bandwidth and data handling capacity of existing mobile telephony systems such as GSM using GPRS.

**3G:** third generation wireless telephone technology designed to further expand the bandwidth and functionality of existing mobile telephony systems beyond 2.5G.

**ADSL (Asymmetric Digital Subscriber Line):** a technology for transmitting digital information at a high bandwidth on existing phone lines.

**CitySearch®:** Australian registered trade mark of CitySearch Australia Pty Ltd ABN 48 076 673 857.

**FOXTEL:** subscription television provider in which Telstra holds a 50percent share.

**GPRS (General Packet Radio Service):** a service that will allow compatible mobile phones and mobile data devices to access Internet and other data networks on a packet basis. The devices can remain connected to the net and send or receive data information and email at any time.

**GSM (Global System for Mobile Communications):** a mobile telephone system based on digital transmission.

**HFC:** hybrid-fibre coaxial.

**ISDN (Integrated Services Digital Network):** a digital service providing switched and dedicated integrated access to voice, data and video.

**Next G™ wireless network:** our 3GSM 850 MHz national wireless broadband network.

**PSTN (Public Switched Telephone Network):** our national fixed network delivering basic and enhanced telephone services.

**REACH:** Reach Ltd , related entities of Reach Ltd and other assets acquired by Telstra as part of the restructure of the joint venture with PCCW Limited.

**Sensis:** Telstra's directories and advertising subsidiary.

**Sensis®:** Australian registered trade mark of Telstra Corporation Limited ABN 33 051 775 556.

**SouFun:** SouFun Holdings Limited.

**TelstraClear:** TelstraClear Limited.

**White Pages®:** Australian registered trade mark of Telstra Corporation Limited ABN 33 051 775 556.

**Yellow Pages®:** Australian registered trade mark of Telstra Corporation Limited ABN 33 051 775 556.

**Whereis®:** Australian registered trade mark of Telstra Corporation Limited ABN 33 051 775 556.

# Terms and Conditions of the Notes

**Contents**

*The following is the text of the terms and conditions that, subject to completion and amendment and as supplemented or varied in accordance with the provision of Part A of the relevant Final Terms, shall be applicable to the Notes in definitive form (if any) issued in exchange for the Global Note(s) representing each Series. Either (i) the full text of these terms and conditions together with the relevant provisions of Part A of the Final Terms or (ii) these terms and conditions as so completed, amended, supplemented or varied (and subject to simplification by the deletion of non-applicable provisions), shall be endorsed on such Notes. All capitalised terms that are not defined in these Conditions will have the meanings given to them in Part A of the relevant Final Terms. Those definitions will be endorsed on the definitive Notes. References in the Conditions to "Notes" are to the Notes of one Series only, not to all Notes that may be issued under the Program.*

**Part 1 Introduction**

## 1 Introduction

### 1.1 Program

Telstra Corporation Limited (ABN 33 051 775 556) ("**Issuer**") has established a debt issuance program for the issuance of an unlimited principal amount of Notes.

### 1.2 Final Terms

Notes issued under the Program are issued in Series. Each Series may comprise one or more Tranches having one or more issue dates and on terms otherwise identical (other than in respect of the first payment of interest). Each Tranche is the subject of the Final Terms which supplements, amends or replaces these Conditions. In the event of any inconsistency between these Conditions and the relevant Final Terms, the relevant Final Terms prevails.

### 1.3 Issue documentation

Subject to applicable Directives, the Issuer may issue Notes under the Program in any applicable country including Australia, New Zealand, Canada and countries in Europe and Asia (but not the United States). Notes issued in bearer form or registered form into capital markets outside Australia, New Zealand and the United States will be issued under the Euro Fiscal Agency Agreement or a Registry Services Agreement and have the benefit of the Deed of Covenant. Notes issued in registered form into the Australian and New Zealand capital markets will be issued under the Australian Note Deed Poll and the New Zealand Note Deed Poll respectively. Notes issued in Canada and other jurisdictions outside the United States will be made pursuant to such other additional documentation as the Issuer considers appropriate and in agreement with the Program Documents and relevant Directives.

### 1.4 The Notes

All subsequent references in these Conditions to "Notes" are to the Notes which are the subject of the relevant Final Terms. Copies of the relevant Final Terms are available for inspection by Noteholders during normal business hours at the Specified Office of the Issuer or the relevant Agent.

### 1.5 Summaries

Certain provisions of these Conditions are summaries of the Euro Fiscal Agency Agreement, the Australian Registry Services Agreement, the New Zealand Registry Services Agreement and other Program Documents and are subject to their detailed provisions. The Noteholders and Couponholders are bound by, and are taken to have notice of, all the provisions of the relevant Agency Agreement applicable to them. A copy of the relevant Agency Agreement is available for inspection by Noteholders during normal business hours at the Specified Offices of each of the Issuer and the relevant Agents.

### 1.6 Interpretation

Defined terms and interpretation provisions are set out in Condition 36 ("Interpretation"). References to Euroclear and/or Clearstream, Luxembourg shall, wherever the context so permits, be deemed to include a reference to any additional or alternative clearing system approved by the Issuer and the Euro Fiscal Agent or the relevant Registrar, whether specified in the applicable Final Terms or otherwise. References to CMU shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system approved by the Issuer and the CMU Lodging Agent (and, where relevant, the Fiscal Agent), whether specified in the applicable Final Terms or otherwise.

## Part 2 Form, Denomination and Title

### 2 Form

#### 2.1 Bearer or registered

(a) Subject to paragraph (b), the Notes are issued as Bearer Notes or Registered Notes as specified in the applicable Final Terms.

(b) The Euro Notes are issued as Bearer Notes.

#### 2.2 Definitive Bearer Notes

Definitive Bearer Notes are serially numbered and (other than in the case of Zero Coupon Notes) are issued:

(a) with Coupons attached;

(b) if specified in the relevant Final Terms, with Talons for further Coupons attached; and

(c) if repayable in instalments, with Receipts for the payment of the instalments of principal (other than the final instalment) attached.

#### 2.3 Uncertificated Registered Notes and Global Notes

Uncertificated Registered Notes and Global Notes do not have Coupons, Talons or Receipts attached on issue.

#### 2.4 Certificated Registered Notes

Canadian Domestic Notes are represented by certificates, each certificate representing one or more Notes registered in the name of the recorded holder of such Canadian Domestic Notes.

#### 2.5 Zero Coupon Notes

In these Conditions in relation to Zero Coupon Notes, references to interest (other than in relation to interest due after the Maturity Date), Coupons, Couponholders and Talons are not applicable.

#### 2.6 Exchange of Bearer Notes and Registered Notes not permitted

Bearer Notes may not be exchanged for Registered Notes and *vice versa*.

### 3 Denomination

Bearer Notes and Registered Notes may be issued in one or more Specified Denominations as specified in the applicable Final Terms

In the case of Bearer Notes admitted to trading on a regulated market within the EEA or offered to the public in an EEA State in circumstances which require the publication of a prospectus under the Prospectus Directive, the Bearer Notes will be issued in one or more Specified Denominations of €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000.

In the case of Registered Notes admitted to trading on a regulated market within the EEA or offered to the public in an EEA State in circumstances which require the publication of a prospectus under the Prospectus Directive, the Registered Notes will be issued in one or more Specified Denominations of €100,000 and integral multiples of €1,000 in excess thereof.

Notes of one Specified Denomination may not be exchanged for Notes of another Specified Denomination. The minimum denomination of any Euro Notes must be €100,000 (or its equivalent in other currencies). The equivalent denomination for Notes denominated in an EEA currency other than euro must be calculated in accordance with the requirements (if any) in the relevant EEA State.

## 4 Currency

The Notes may be denominated in any Specified Currency, subject to compliance with all applicable legal, regulatory and central bank requirements.

## 5 Status

### 5.1 Status of the Notes

The Notes constitute direct, unsubordinated and (subject to Condition 6 (“Negative pledge”)) unsecured obligations of the Issuer.

### 5.2 Ranking of Notes

The Notes rank equally among themselves and at least equally with all other unsecured and unsubordinated obligations of the Issuer, except for liabilities mandatorily preferred by law.

## 6 Negative pledge

### 6.1 Negative pledge

So long as any Notes of any Series remain Outstanding the Issuer must not create or permit to subsist any Security Interest upon the whole or any part of its present or future property or assets to secure any:

(a) Relevant Indebtedness; or

(b) guarantee by the Issuer of Relevant Indebtedness of third parties,

unless in each case:

(i) at the same time or prior thereto it secures the Notes equally and rateably with that Relevant Indebtedness; or

(ii) granting or procuring to be granted such other Security Interest in respect of its obligations under all Notes of all Series as may be approved by an Extraordinary Resolution of the Noteholders.

### 6.2 Associated definitions

In Condition 6.1 (“Negative pledge”):

**Relevant Indebtedness** means any obligation in respect of moneys borrowed or raised which is in the form of or evidenced by any note, bond, debenture, or other similar debt instruments which is, or are capable of being, listed, quoted, ordinarily dealt in or traded on any recognised stock exchange, over the counter or other securities markets.

**Security Interest** means any mortgage, charge, pledge, lien or other security interest (other than one arising by operation of law).

## 7 Title

### 7.1 Scope of this condition

This Condition 7 (“Title”) does not apply to Australian Domestic Notes or New Zealand Domestic Notes.

### 7.2 Bearer Notes

Title to Bearer Notes, Receipts and Coupons passes by delivery.

### 7.3 Recognition of interests

Subject to Condition 7.4 ("Global Notes"), and except as otherwise required by law, the Issuer and the Euro Fiscal Agent must treat the bearer of any Bearer Note, Receipt or Coupon as the absolute owner of the Bearer Note, Receipt or Coupon.

This Condition applies whether or not a Note is overdue and despite any notice of ownership or writing on a Note or notice of any previous loss or theft of it.

### 7.4 Global Notes

For so long as a Bearer Note is represented by a Global Note held on behalf of a common depositary for Euroclear and Clearstream, Luxembourg, or a sub-custodian of the CMU, the Issuer and the Euro Fiscal Agent or the CMU Lodging Agent (as applicable) must treat:

(a) for the purposes of payment of principal or interest on the principal amounts of those Notes, the bearer of the relevant Global Note as the holder of the principal amount of those Notes in accordance with and subject to the terms of the relevant Global Note; and

(b) for all other purposes, each person (other than Euroclear, Clearstream, Luxembourg or the CMU) who is for the time being shown in the records of Euroclear, of Clearstream, Luxembourg or of the CMU as the holder of a particular principal amount of a Global Note as the holder of the principal amount of those Notes.

Any certificate or other document issued by Euroclear, Clearstream, Luxembourg or the CMU as to the principal amount of Global Notes standing to the account of any person is conclusive and binding for all purposes, except in the case of manifest error.

### 7.5 Canadian Domestic Notes

(a) Title to Canadian Domestic Notes passes upon registration in a register which the Issuer must procure to be kept by the Canadian Registrar in accordance with the provisions of the Canadian Registry Services Agreement.

(b) Subject to Condition 10 ("Transfers of Canadian Domestic Notes") and except as otherwise required by law, the Issuer and the Canadian Registrar must treat the registered holder of any Canadian Domestic Note as the absolute owner of that Canadian Domestic Note for all purposes, whether or not such Canadian Domestic Note is overdue and notwithstanding any notice of ownership, theft or loss or any writing thereon made by anyone.

## 8 Title to Australian and New Zealand Domestic Notes

### 8.1 Defined terms

In this Condition 8:

(a) "**Note**" means an Australian Domestic Note or a New Zealand Domestic Note, as the case may be;

(b) "**Register**" means the Australian Register or the New Zealand Register, as the case may be; and

(c) "**Registrar**" means the Australian Registrar or the New Zealand Registrar, as the case may be.

### 8.2 Registered form

Each Note takes the form of an entry in the Register. No certificate will be issued in respect of it, unless the Issuer determines that certificates should be made available or that they are required by law.

### 8.3 Effect of entries in Register

Each entry in the Register in respect of a Note constitutes:

(a) a separate and individual acknowledgment to the Noteholder by the Issuer of the indebtedness of the Issuer to that Noteholder;

(b) an unconditional and irrevocable undertaking by the Issuer to the Noteholder to make all payments of principal and interest in respect of the Note in accordance with these Conditions; and

(c) an entitlement to the other benefits given to the Noteholders under these Conditions in respect of the relevant Note.

### 8.4 Register conclusive as to ownership

Entries in the Register in relation to a Note constitute conclusive evidence that the person so entered is the absolute owner of the Note, subject to correction for fraud or error.

### 8.5 Non-recognition of interests

Except as required by law, neither the Issuer nor the Registrar is required to recognise:

(a) a person as holding a Note on any trust; or

(b) any other interest in any Note or any other right in respect of a Note except an absolute right of ownership in the registered holder, whether or not it has notice of the interest or right.

### 8.6 Joint holders

Where two or more persons are entered in the Register as the joint holders of a Note then they are taken to hold the Note as joint tenants with rights of survivorship, but the Issuer is not bound to register more than four persons as joint holders of a Note.

## Part 3 Transfers

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## 9 Transfers of Australian and New Zealand Domestic Notes

### 9.1 Defined terms

In this Condition 9:

(a) "**Note**" means an Australian Domestic Note or a New Zealand Domestic Note, as the case may be; and

(b) "**Registrar**" means the Australian Registrar or the New Zealand Registrar, as the case may be.

### 9.2 Transfers in whole

Notes may be transferred in whole but not in part.

### 9.3 Compliance with laws

Notes may only be transferred if:

(a) in the case of Australian Domestic Notes, the aggregate consideration payable by the transferee at the time of transfer is at least A$500,000 (disregarding moneys lent by the transferor or its associates) or the offer or invitation giving rise to the transfer does not constitute an offer or invitation for which disclosure is required to be made to investors pursuant to Parts 6D.2 or 7.9 of the Corporations Act;

(b) in the case of New Zealand Domestic Notes, the aggregate consideration payable by the transferee at the time of the transfer is at least N.Z.$500,000 or the offer or invitation giving rise to the transfer does not constitute an offer or invitation to the public for which disclosure is required to be made to investors, and certain other requirements are required to be fulfilled, pursuant to the Securities Act 1978 of New Zealand; and

(c) the transfer complies with any other applicable Directives.

### 9.4 Transfer procedures

Australian Domestic Notes must be entered in the Austraclear System. Unless New Zealand Domestic Notes are entered in the NZClear System, application for the transfer of New Zealand Domestic Notes must be made by the lodgment of a transfer form with the New Zealand Registrar. Transfer forms are available from the New Zealand Registrar. Each form must be:

(a) duly completed;

(b) accompanied by any evidence as the New Zealand Registrar may require to prove the title of the transferor or the transferor's right to transfer the New Zealand Domestic Note; and

(c) signed by both the transferor and the transferee.

Notes entered in the Austraclear System or the NZClear System, are transferable only in accordance with the Austraclear Regulations or the NZClear Regulations, as the case may be.

### 9.5 Restrictions on transfers

Transfers will not be registered later than the close of business on:

(a) in the case of Domestic Australian Notes, the eighth calendar day prior to the Maturity Date; or

(b) in the case of New Zealand Domestic Notes, the tenth calendar day prior to the Maturity Date.

## 10 Transfers of Canadian Domestic Notes

### 10.1 Transfers of interests in Canadian Domestic Notes

A Canadian Domestic Note may, upon the terms and subject to the conditions set forth in the Canadian Registry Services Agreement, be transferred in whole or in part in the Specified Denominations set out in the applicable Final Terms. In order to effect any such transfer:

(a) the holder or holders must:

(i) surrender the Canadian Domestic Note for registration of the transfer of that Canadian Domestic Note (or the relevant part of that Canadian Domestic Note) at the specified office of the Canadian Registrar, with the form of transfer thereon duly completed and executed by the holder or holders thereof or his or their attorney or attorneys duly authorised in writing; and

(ii) complete and deposit such other certifications as may be required by the Canadian Registrar; and

(b) the Canadian Registrar must, after due and careful enquiry, be satisfied with the documents of title and the identity of the person making the request.

Any such transfer will be subject to such reasonable regulations as the Issuer and the Canadian Registrar may from time to time prescribe. Subject as provided above, the Canadian Registrar will, within three Business Days (being for the purpose of this Condition 10 a day on which banks are open for business in the place of the specified office of the Canadian Registrar) of receipt of the form of transfer (or such longer period as may be required to comply with any applicable fiscal or other laws or regulations) authenticate and deliver, or procure the authentication and delivery of, at its specified office to the transferee or (at the risk of the transferee) send by uninsured mail to such address as the transferee may request, a new Canadian Domestic Note of a like aggregate nominal amount to the Canadian Domestic Note (or the relevant part of the Canadian Domestic Note) transferred. In the case of the transfer of part only of a Canadian Domestic Note, a new Canadian Domestic Note in respect of the balance of the Canadian Domestic Note not transferred will be so authenticated and delivered or (at the risk of the transferor) sent to the transferor.

### 10.2 Costs of registration

Noteholders will not be required to bear the costs and expenses of effecting any registration of transfer of Canadian Domestic Notes as provided above, except for any costs or expenses of delivery other than by regular uninsured mail and except that the Issuer may require the payment of a sum sufficient to cover any stamp duty, tax or other governmental charge that may be imposed in relation to the registration.

### 10.3 Closed Periods

Neither the Issuer nor the Canadian Registrar is required:

(a) in the event of a partial redemption of Canadian Domestic Notes under Condition 16 ("General provisions applicable to interest"):

  (i) to register the transfer of Canadian Domestic Notes (or parts of Canadian Domestic Notes) during the period beginning on the 15th day before the date of the partial redemption and ending on the day on which notice is given specifying the serial numbers of Canadian Domestic Notes called (in whole or in part) for redemption (both inclusive); or

  (ii) to register the transfer of any Canadian Domestic Note, or part of a Canadian Domestic Note, called for redemption; or

(b) to register the transfer of Canadian Domestic Notes (or parts of Canadian Domestic Notes):

  (i) during the period of 10 Business Days immediately prior to any Record Date in respect of that Note; or

  (ii) during the period commencing on the Record Date in respect of the final Interest Payment Date in respect of that Note and ending on such Interest Payment Date.

## Part 4 Interest

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## 11 General

Notes may be either interest-bearing or non interest-bearing, as specified in the relevant Final Terms. Interest bearing Notes may bear interest at either a fixed rate or a floating rate. In relation to any Tranche of Notes, the relevant Final Terms may specify actual amounts of interest payable rather than, or in addition to, a rate or rates at which interest accrues.

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## 12 Fixed Rate Notes

### 12.1 Application

This Condition 12 ("Fixed Rate Notes") applies to the Notes only if the relevant Final Terms states that it applies.

### 12.2 Interest on Fixed Rate Notes

Each Fixed Rate Note bears interest on its outstanding principal amount (or, if it is a Partly Paid Note, as specified in Condition 15.2 ("Interest Rate")) from (and including) the Interest Commencement Date at the Interest Rate. Interest is payable in arrears on each Interest Payment Date, subject as provided in Condition 18.4 ("Payments on business days").

### 12.3 Fixed Coupon Amount

Except as provided in the applicable Final Terms, the amount of interest payable on each Interest Payment Date in respect of the Interest Period ending on that date will amount to the Fixed Coupon Amount and, if the Notes are in more than one Specified Denomination, will amount to the Fixed Coupon Amount for the relevant Specified Denomination.

### 12.4 Broken Amount

Payments of interest on any Interest Payment Date will, if so specified in the applicable Final Terms, amount to the Broken Amount so specified.

## 12.5 No Fixed Coupon Amount or Broken Amount

Except in the case of Notes where a Fixed Coupon Amount or Broken Amount is specified in the applicable Final Terms, interest will be calculated in respect of any period by applying the Interest Rate to the Calculation Amount and multiplying such sum by the applicable Day Count Fraction, and rounding the resultant figure to the nearest sub-unit of the relevant Specified Currency, half of any such sub-unit being rounded upwards or otherwise in accordance with applicable market convention.

Where the Specified Denomination of a Fixed Rate Note in definitive form comprises more than one Calculation Amount the amount of interest payable in respect of such Fixed Note shall be the aggregate of the amounts (determined in the manner provided above) for each Calculation Amount comprising the Specified Denomination without any further rounding.

# 13 Floating Rate Note and Variable Interest Notes

## 13.1 Application

This Condition 13 (“Floating Rate Note and Variable Interest Notes”) applies to the Notes only if the relevant Final Terms states that it applies.

## 13.2 Interest on Floating Rate Notes and Variable Interest Notes

Each Floating Rate Note and Variable Interest Note bears interest on its outstanding principal amount (or, if it is a Partly Paid Note, the amount paid up) from (and including) the Interest Commencement Date at the Interest Rate. Interest is payable in arrear:

(a) on each Interest Payment Date; or

(b) if no Interest Payment Date is specified in the relevant Final Terms, each date which falls the number of months or other period specified as the Specified Period in the applicable Final Terms after the preceding Interest Payment Date, or, in the case of the first Interest Payment Date, after the Interest Commencement Date, subject, in each case, as provided in Condition 18.4 (“Payments on business days”).

## 13.3 Interest Rate

The Interest Rate payable in respect of a Floating Rate Note and Variable Interest Notes must be determined in the manner specified in the applicable Final Terms.

## 13.4 ISDA Determination

If ISDA Determination is specified in the relevant Final Terms as the manner in which the Interest Rate is to be determined, the Interest Rate applicable to the Notes for each Interest Period will be the sum of the Margin and the relevant ISDA Rate. For the purposes of this condition, "ISDA Rate" for an Interest Period means a rate equal to the Floating Rate that would be determined by the Calculation Agent under an interest rate swap transaction if the Calculation Agent were acting as Calculation Agent for that interest rate swap transaction under the terms of an agreement incorporating the ISDA Definitions and under which:

(a) the Floating Rate Option is as specified in the relevant Final Terms;

(b) the Designated Maturity is a period specified in the relevant Final Terms; and

(c) the relevant Reset Date is either:

  (i) if the relevant Floating Rate Option is for a currency other than Sterling, the second Business Day before the first day of that Interest Period; or

  (ii) in any other case, as specified in the relevant Final Terms.

For the purposes of this definition, “Floating Rate”, “Calculation Agent”, “Floating Rate Option”, “Designated Maturity” and “Reset Date” have the meanings given to those terms in the ISDA Definitions.

### 13.5 Screen Rate Determination

If Screen Rate Determination is specified in the relevant Final Terms as the manner in which the Interest Rate is to be determined, the Interest Rate applicable to the Notes for each Interest Period will be the quotation offered for the Reference Rate appearing on the Relevant Screen Page at the Relevant Time. However:

(a) if there is more than one offered quotation displayed on the Relevant Screen Page at the Relevant Time on the Interest Determination Date, the Screen Rate is the rate calculated by the Calculation Agent as the arithmetic mean of the offered quotations. If there are more than five offered quotations, the Calculation Agent must exclude the highest and lowest quotations (or, in the case of equality, one of the highest and one of the lowest quotations) from its calculation; or

(b) if an offered quotation is not displayed by the Relevant Time on the Interest Determination Date or if it is displayed but there is an obvious error in that rate, Screen Rate means:

(i) the rate the Calculation Agent calculates as the arithmetic mean of the Reference Rates that each Reference Bank quoted to the leading banks in the Relevant Financial Centre at the Relevant Time on the Interest Determination Date; or

(ii) where the Calculation Agent is unable to calculate a rate under sub-paragraph (b)(i) because it is unable to obtain the necessary number of quotes, the rate the Calculation Agent calculates is the arithmetic mean of the rates (being the nearest equivalent to the Reference Rate) in respect of an amount that is representative for a single transaction in that market at that time quoted by two or more institutions chosen by the Calculation Agent in the Relevant Financial Centre at the Relevant Time on the date on which those banks would customarily quote those rates for a period commencing on the first day of the Interest Period to which the relevant Interest Determination Date relates for a period equivalent to the relevant Interest Period to leading banks carrying on business in the Relevant Financial Centre in good faith at approximately 11:00am on that day and in an amount that is representative for a single transaction in the market at that time; or

(c) if the relevant Final Terms specifies an alternate method for the determination of the Screen Rate Determination, then that alternate method will apply.

### 13.6 Index Linked Interest Notes

If the Index Linked Interest Note provisions are specified in the relevant Final Terms as being applicable, the Interest Rate(s) applicable to the Notes for each Interest Period will be determined in the manner specified in the relevant Final Terms.

### 13.7 Maximum or Minimum Interest Rate

If the relevant Final Terms specifies a Maximum Interest Rate or Minimum Interest Rate for any Interest Period, then the Interest Rate for that Interest Period must not be greater than the Maximum Interest Rate, or be less than the Minimum Interest Rate, so specified.

### 13.8 Calculation of Interest Rate and interest payable

The Calculation Agent must, as soon as practicable on or after determining the Interest Rate in relation to each Interest Period, calculate the amount of interest payable for the relevant Interest Period in respect of the outstanding principal amount of each Floating Rate Note and Variable Interest Note.

The Calculation Agent will calculate the amount of interest payable on the Floating Rate Notes and Variable Interest Notes for the relevant Interest Period by applying the Interest Rate to the Calculation Amount and multiplying such sum by the applicable Day Count Fraction, and rounding the resultant figure to the nearest sub-unit of the relevant Specified Currency, half of any such sub-unit being rounded upwards or otherwise in accordance with applicable market convention. Where the Specified Denomination of a Floating Rate Note or a Variable Interest Note in definitive form comprises more than one Calculation Amount, the Interest Amount payable in respect of such Note shall be the aggregate of the amounts (determined in the manner provided above) for each Calculation Amount comprising the Specified Denomination without any further rounding.

### 13.9 Calculation of other amounts

If the relevant Final Terms specifies that any other amount is to be calculated by the Calculation Agent, the Calculation Agent must, as soon as practicable after the time or times at which any such amount is to be determined, calculate the relevant amount. The relevant amount must be calculated by the Calculation Agent in the manner specified in the relevant Final Terms.

### 13.10 Notification of Interest Rate, interest payable and other items

The Calculation Agent must notify the Issuer, the relevant Registrar, the relevant Agent and the relevant Noteholders and any stock exchange or other relevant authority on which the relevant Floating Rate Notes or Variable Interest Notes are listed as soon as possible of:

(a) each Interest Rate, the amount of interest payable and each other amount, item or date calculated or determined by it together with the relevant Interest Payment Date; and

(b) any amendment to any amount, item or date referred to in paragraph (a) arising from any extension or reduction in any relevant Interest Period or calculation period.

The Calculation Agent must give notice under this Condition 13.10 as soon as practicable after such determination but (in the case of each Interest Rate, the amount of interest payable and Interest Payment Date) in any event not later than the fourth day of the relevant Interest Period. Notice must also be given promptly to Noteholders.

The Calculation Agent may amend any amount, item or date (or make appropriate alternative arrangements by way of adjustment) as a result of the extension or reduction of the Interest Period without prior notice but must notify each stock exchange or other relevant authority on which the relevant Floating Rate Notes or Variable Interest Notes are listed and the Noteholders after doing so.

### 13.11 Determination final

The determination by the Calculation Agent of all amounts, rates and dates falling to be determined by it under these Conditions (including the Interest Rate for any Interest Period and the amount of interest payable for any Interest Period in respect of any Note) is, in the absence of manifest error, final and binding on the Issuer, each Noteholder, the relevant Registrar, the relevant Agent and the Calculation Agent.

## 14 Dual Currency Notes

### 14.1 Application

This Condition 14 ("Dual Currency Notes") applies to the Notes only if the relevant Final Terms states that it applies.

### 14.2 Interest Rate

If the rate or amount of interest falls to be determined by reference to an exchange rate, the rate or amount of interest payable must be determined in the manner specified in the applicable Final Terms.

## 15 Partly Paid Notes

### 15.1 Application

This Condition 15 ("Partly Paid Notes") applies to the Notes only if the relevant Final Terms states that it applies.

### 15.2 Interest Rate

In the case of Partly Paid Notes (other than Partly Paid Notes which are Zero Coupon Notes), interest accrues on the paid up principal amount of those Notes as specified in the applicable Final Terms.

## 16 General provisions applicable to interest

### 16.1 Late payment of Notes (other than Zero Coupon Notes)

Interest ceases to accrue as from the due date for redemption of a Note (other than a Zero Coupon Note) unless upon due presentation (in the case of a Bearer Note), presentation and surrender (in the case of a Canadian Domestic Note) or demand (in the case of an Australian Domestic Note or a New Zealand Domestic Note) payment of the Redemption Amount is not made, in which case interest continues to accrue on it (both before and after any demand or judgment) at the rate then applicable to the outstanding principal amount of the Note or any other default rate specified in the relevant Final Terms until the date whichever is the earlier of:

(a) the date on which the relevant payment is made to the relevant Noteholder; or

(b) the seventh day after the date on which the relevant Paying Agent or Registrar has notified the Noteholders that it has received all sums due in respect of the Notes up to such day (except to the extent that there is any subsequent default in payment).

### 16.2 Late payment of Zero Coupon Notes

If the Redemption Amount payable in respect of any Zero Coupon Note is not paid when due, the Redemption Amount is an amount equal to the sum of:

(a) the Reference Price; and

(b) the product of the Accrual Yield (compounded annually) being applied to the Reference Price from (and including) the Issue Date to (but excluding) whichever is the earlier of:

    (i) the day on which all sums due in respect of such Note up to that day are received by or on behalf of the relevant Noteholder; and

    (ii) the day on which the Principal Paying Agent (or, in the case of Notes held through the CMU, the CMU Lodging Agent) or Registrar has notified the Noteholders that it has received all sums due in respect of the Notes up to such day (except to the extent that there is any subsequent default in payment).

### 16.3 Rounding

For the purposes of any calculations required under these Conditions (unless otherwise specified in these Conditions or the relevant Final Terms):

(a) all percentages resulting from the calculations must be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point (with 0.000005 percent being rounded up to 0.00001 percent);

(b) all amounts denominated in any currency used in or resulting from such calculations will be rounded to the nearest two decimal places in such currency, with 0.005 being rounded upwards (save in the case of Japanese Yen which will be rounded down to the nearest Yen);

(c) all figures must be rounded to five significant figures (with halves being rounded up); and

(d) all amounts that are due and payable must be rounded to the nearest sub-unit (with halves being rounded up).

### 16.4 Change of control

If the relevant Final Terms states that a change of control applies in respect of the Notes, the terms of that change of control provision will be as set out in such Final Terms.

## 17 Redemption

### 17.1 Scheduled redemption

Each Note is redeemable by the Issuer on the Maturity Date at its Final Redemption Amount unless:

(a) the Note has been previously redeemed; or

(b) the Note has been purchased and cancelled; or

(c) the Final Terms states that the Note has no fixed maturity date.

### 17.2 Early redemption for taxation reasons

The Issuer may redeem the Notes in a Series in whole (but not in part) before their Maturity Date at their Early Redemption Amount (Tax) if the Issuer is required under Condition 24.2 ("Withholding tax") to increase the amount of a payment in respect of a Note.

However, the Issuer may only do so:

(a) if the Issuer has given at least 30 days' (and no more than 60 days') notice to the Principal Paying Agent (or, in the case of Notes held through the CMU, the CMU Lodging Agent) or the Registrar, as the case may be, and the Noteholders (which notice is irrevocable); and

(b) if, before the Issuer gives the notice under paragraph (a), the Principal Paying Agent (or, in the case of Notes held through the CMU, the CMU Lodging Agent) or the Registrar, as the case may be, has received:

  (i) a certificate signed by two authorised officers of the Issuer; and

  (ii) an opinion of independent legal advisers of recognised standing in the jurisdiction of incorporation of the Issuer,

  that the Issuer would be required under Condition 24.2 ("Withholding tax") to increase the amount of the next payment due in respect of the Notes of that Series; and

(c) if the Notes are Fixed Rate Notes, no notice of redemption may be given 90 days prior to the earliest date on which the Issuer would be obliged to pay the additional amounts of a payment in respect of the Notes then due; and

(d) if the Notes to be redeemed are Floating Rate Notes or Variable Interest Notes:

  (i) the proposed redemption date is an Interest Payment Date; and

  (ii) no notice of redemption may be given more than 60 days prior to the Interest Payment Date occurring immediately before the earliest date on which the Issuer would be obliged to pay the additional amounts of a payment in respect of the Notes were then due.

### 17.3 Early redemption at the option of the Issuer (Issuer call)

If the Final Terms states that the Issuer may redeem all or some of the Notes before their Maturity Date under this Condition 17.3, the Issuer may redeem so many of the Notes specified in the Final Terms at their Early Redemption Amount (Call).

However, the Issuer may only do so if:

(a) the Issuer has given at least 30 days' (and no more than 60 days') (or any other period specified in the relevant Final Terms) notice to the Principal Paying Agent (or, in the case of Notes held through the CMU, the CMU Lodging Agent) or the Registrar, as the case may be, and the Noteholders; and

(b) the proposed redemption date is an Early Redemption Date (Call).

Any such redemption must be of a nominal amount equal to the Minimum Redemption Amount or Maximum Redemption Amount, both as indicated in the applicable Final Terms. If only some of the Notes in the Series are to be redeemed, the Notes to be redeemed ("**Redeemed Notes**") will be selected no later than 30 days before the date fixed for redemption ("**Selection Date**"):

(i) in the case of Redeemed Notes represented by Definitive Bearer Notes or Canadian Domestic Notes in definitive form, individually by lot in such European or Canadian city respectively as the Euro Fiscal Agent or Registrar specifies or identified in such other manner or in such other place as the Euro Fiscal Agent or Registrar may approve and deem to be appropriate and fair;

(ii) in the case of Redeemed Notes represented by a Global Note, in accordance with the rules of the relevant Clearing System; and

(iii) in the case of Australian Domestic Notes and New Zealand Domestic Notes, in such manner as may be fair and reasonable in the circumstances, taking account of prevailing market practices and the need to ensure that the prepaid amount of any redeemed Notes must be an integral multiple of the Specified Denomination,

subject always to compliance with applicable laws and the requirements of any relevant listing authority, stock exchange and/or quotation system.

In the case of Redeemed Notes represented by Definitive Bearer Notes, a list of the serial numbers of such Redeemed Notes will be published in accordance with Condition 32.1(a) ("Form") not less than 15 days (or such shorter period as is specified in the applicable Final Terms) before the date fixed for redemption.

No exchange of the relevant Global Note is permitted during the period from (and including) the Selection Date to (and including) the date fixed for redemption under this Condition 17.3. The Issuer must notify the Noteholders of this restriction at least five days (or such shorter period as is specified in the relevant Final Terms) before the Selection Date.

### 17.4 Early redemption at the option of Noteholders (investor put)

If the relevant Final Terms states that the Noteholder may require the Issuer to redeem all or some of the Notes before their Maturity Date at their Early Redemption Amount (Put) under this Condition 17.4, the Issuer must do so if the following conditions are satisfied.

The conditions are:

(a) the Noteholder has given at least 45 days' notice to the Issuer;

(b) if the Notes to be redeemed are Definitive Notes, they are to be redeemed in whole;

(c) if the Notes to be redeemed are Registered Notes, the amount of Notes to be redeemed is any multiple of their lowest Specified Denomination;

(d) the Noteholder has delivered, to the specified office of the Principal Paying Agent (or, in the case of Notes held through the CMU, the CMU Lodging Agent) or the Registrar, as the case may be, during normal business hours:

(i) if the Notes are in Definitive Form, the Notes to be redeemed; and

(ii) for all Notes, a completed and signed redemption notice (in the form obtainable from the specified office of the Principal Paying Agent, the CMU Lodging Agent, any Paying Agent or the Registrar); and

(e) the notice referred to in paragraph (d)(ii) specifies:

(i) a bank account to which the payment should be made or an address to where a cheque for payment should be sent; and

(ii) if the Notes to be redeemed are Registered Notes, the Early Redemption Amount (Put) at which those Notes are to be redeemed and, if the Registered Notes are Canadian Domestic Notes and less than the full nominal amount of Registered Notes so surrendered is to be redeemed, an address to which a new Registered Note in respect of the balance of the Registered Notes is to be sent subject to and in accordance with Condition 9 ("Transfers of Australian and New Zealand Domestic Notes") or Condition 10 ("Transfer of Canadian Domestic Notes") respectively.

A Noteholder may not exercise its option under this Condition 17.4 in respect of any Note which is the subject of an exercise by the Issuer of its option to redeem such Note under Condition 17.2 ("Early redemption for taxation reasons") or Condition 17.3 ("Early redemption at the option of the Issuer (Issuer call)").

### 17.5 Calculation of Early Redemption Amounts

Unless otherwise specified in the relevant Final Terms, the Redemption Amount payable on redemption at any time before the Maturity Date of:

(a) a Note (other than a Zero Coupon Note and a Variable Redemption Note but including any Instalment Note or Partly-Paid Note) is an amount equal to the sum of the outstanding principal amount and interest (if any) accrued on it;

(b) a Zero Coupon Note is an amount equal to the sum of:

(i) the Reference Price; and

(ii) the product of the Accrual Yield (compounded annually) being applied to the Reference Price from (and including) the Issue Date to (but excluding) the date fixed for redemption or (as the case may be) the date upon which the Note becomes due and payable; and

(c) a Variable Redemption Note is an amount determined by the Calculation Agent that would on the due date for redemption have the effect of preserving for the Noteholder the economic equivalent of the obligations of the Issuer to make payment of the Final Redemption Amount on the Maturity Date.

Where the calculation is to be made for a period which is not a whole number of years, the calculation in respect of the period of less than a full year must be made on the basis of such Day Count Fraction as may be specified in the Final Terms for the purposes of this Condition 17.5.

### 17.6 Instalments

Instalment Notes will be redeemed in the Instalment Amounts and on the Instalment Dates specified in the applicable Final Terms. In the case of early redemption, the Early Redemption Amount will be determined under Condition 17.5 ("Calculation of Early Redemption Amounts").

### 17.7 Partly Paid Notes

Partly Paid Notes will be redeemed at maturity in accordance with the provisions of the applicable Final Terms. In the case of Early Redemption, the Early Redemption Amount will be determined under Condition 17.5 ("Calculation of Early Redemption Amounts").

### 17.8 Effect of notice of redemption

Any notice of redemption given under this Condition 17 ("Redemption") is irrevocable and obliges the Issuer to redeem the Notes at the time and in the manner specified in the notice.

### 17.9 Purchase

The Issuer or any of its Subsidiaries may at any time purchase Notes in the open market or otherwise and at any price, provided that all unmatured Coupons are purchased with those Notes. If purchases are made by tender, tenders must be available to all Noteholders alike.

### 17.10 Cancellation

All Notes so redeemed or purchased by the Issuer or any of its Subsidiaries under Condition 17.9 ("Purchase") (and any unmatured Coupons attached to or surrendered with them) will be cancelled forthwith and may not be reissued or resold.

## 18 Payments

### 18.1 Method of payment

Except to the extent these Conditions provide otherwise:

(a) payments in a Specified Currency other than euro will be made by credit or transfer to an account in the relevant Specified Currency (which, in the case of a payment in Japanese Yen to a non-resident of Japan, shall be a non-resident account) maintained by the payee with, or, at the option of the payee, by a cheque in such Specified Currency drawn on, a bank in the Principal Financial Centre of the country of such Specified Currency; and

(b) payments in euro will be made by credit or transfer to a euro account (or any other account to which euro may be credited or transferred) specified by the payee or, at the option of the payee, by a euro cheque.

### 18.2 Payments in U.S. dollars

Notwithstanding any other Condition, if any amount of principal or interest in respect of Bearer Notes is payable in U.S. dollars, those U.S. dollar payments of principal or interest in respect of those Notes may be made at the Specified Office of a Paying Agent in the United States if:

(a) the Issuer has appointed Paying Agents with Specified Offices outside the United States with the reasonable expectation that such Paying Agents would be able to make payment in U.S. dollars at such Specified Offices outside the United States of the full amount of principal and interest on the Bearer Notes in the manner provided above when due;

(b) payment of the full amount of that principal and interest at all those Specified Offices outside the United States is illegal or effectively precluded by exchange controls or other similar restrictions on the full payment or receipt of principal and interest in U.S. dollars; and

(c) the payment is then permitted under United States law without involving, in the opinion of the Issuer, adverse tax consequences to the Issuer.

### 18.3 Payments subject to fiscal laws

Payments will be subject in all cases to all applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 24 (“Taxation”).

### 18.4 Payments on business days

If the date for payment of any amount in respect of any Note is not a Payment Business Day, the Noteholder is not entitled to payment until the next following Payment Business Day in the relevant place and is not entitled to further interest or other payment in respect of such delay.

## 19 Payments in respect of Definitive Bearer Notes

### 19.1 Presentation of Definitive Bearer Notes, Receipts and Coupons

Payments of:

(a) principal in respect of a Definitive Bearer Note will be made only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of the Definitive Bearer Note;

(b) interest in respect of a Definitive Bearer Note will be made only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of a Coupon;

(c) instalments of principal in respect of a Definitive Bearer Note, other than the final instalment, will be made against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of the relevant Receipt and the presentation of the Definitive Bearer Note to which it appertains; and

(d) the final instalment of principal in respect of a Definitive Bearer Note will be made only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of the Definitive Bearer Note.

Each Definitive Bearer Note, Receipt, and Coupon which is required to be presented under these Conditions must be presented at the Specified Office of any Paying Agent outside the United States.

### 19.2 Validity of Receipts

Receipts presented without the Definitive Bearer Note to which they appertain do not constitute valid obligations of the Issuer.

### 19.3 Unmatured Receipts

When a Definitive Bearer Note becomes due and repayable, all unmatured Receipts relating to it (whether or not attached) are void and no payment is required to be made in respect of them.

### 19.4 Fixed Rate Notes and unmatured Coupons

Fixed Rate Notes in definitive bearer form must be presented for payment together with all unmatured Coupons appertaining to them (including Coupons falling to be issued on exchange of matured Talons).

If any unmatured Coupons are not presented for payment in accordance with this Condition 19.4:

(a) the amount of any missing unmatured Coupon (or, in the case of payment not being made in full, the same proportion of the amount of that missing unmatured Coupon as the sum so paid bears to the sum due) will be deducted from the sum due for payment; and

(b) each amount of principal deducted under paragraph (a) will be paid against surrender of the relative missing Coupon at any time before the expiry of 10 years after the Relevant Date in respect of such principal (whether or not that Coupon would otherwise have become void under Condition 25 (“Time limit for claims”)) or, if later, five years from the date on which that Coupon would otherwise have become due.

### 19.5 Fixed Rate Notes and unmatured Talons

If a Fixed Rate Note in definitive bearer form becomes due and repayable before its Maturity Date, all unmatured Talons appertaining to it are void and no further Coupons will be issued in respect of them.

### 19.6 Other Definitive Bearer Notes and unmatured Coupons and Talons

When any Floating Rate Notes or Variable Note in definitive bearer form becomes due and repayable, all unmatured Coupons and Talons relating to it (whether or not attached) are void and no payment or, as the case may be, exchange for further Coupons may be made in respect of them.

If the due date for redemption of any Definitive Bearer Note is not an Interest Payment Date, any interest accrued in respect of that Note from (and including) the preceding Interest Payment Date or, as the case may be, the Interest Commencement Date is payable only against presentation and surrender of the relevant Definitive Bearer Note.

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## 20 Payments in respect of Global Notes

### 20.1 Presentation of Global Note

Other than a Global Note held through the CMU, payments of principal and any interest in respect of Notes represented by any Global Note will be made:

(a) against presentation or surrender, as the case may be, of that Global Note at the Specified Office of any Paying Agent outside the United States; and

(b) otherwise in the manner specified in the relevant Global Note.

### 20.2 Records of payments

A record of each payment made against presentation or surrender of any Global Note, distinguishing between any payment of principal and any payment of interest, will be made on that Global Note by the Paying Agent to which it was presented and that record is *prima facie* evidence that the payment in question has been made.

### 20.3 Holders of Global Notes entitled to payments

The holder of a Global Note is the only person entitled to receive payments in respect of Notes represented by that Global Note and:

(a) the Issuer is discharged by payment to, or to the order of, the holder of such Global Note in respect of each amount so paid; and

(b) each person shown in the records of Euroclear, Clearstream, Luxembourg or CMU as the beneficial holder of a particular principal amount of Notes represented by a Global Note must look solely to Euroclear, Clearstream, Luxembourg or CMU, as the case may be, for that person's share of each payment so made by the Issuer, or to the order of, the holder of such Global Note.

### 20.4 Registered Notes

This Condition 20 does not apply to Global Notes that are Registered Notes. Payment in respect of Australian Domestic Notes and New Zealand Domestic Notes are covered in Condition 21 and Canadian Domestic Notes in Condition 22.

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## 21 Payments in respect of Australian Domestic Notes and New Zealand Domestic Notes

### 21.1 Defined terms

In this Condition 21:

(a) "**Note**" means an Australian Domestic Note or a New Zealand Domestic Note, as the case may be;

(b) "**Registrar**" means the Australian Registrar or the New Zealand Registrar, as the case may be; and

(c) "**Registry Services Agreement**" means the Australian Registry Services Agreement or the New Zealand Registry Services Agreement, as the case may be.

### 21.2 Registrar is principal paying agent

The Registrar will act as principal paying agent for Notes under the Registry Services Agreement.

### 21.3 Method of payment - Notes in a Clearing System

If Notes are held in the Austraclear System or the NZClear System, payments of:

(a) interest will be made to the person registered at the close of business on the relevant Record Date as the holder of such Note;

(b) principal in respect of Australian Domestic Notes will be made to the persons registered at 10.00am on the payment date as the holder of such Notes; and

(c) principal in respect of New Zealand Domestic Notes will be made to the persons registered at the opening of business on the payment date as the holder of such Notes,

in each case by crediting on the relevant payment date the amount then due to the account of the Noteholder in accordance with the Austraclear Regulations or the NZClear Regulations, as the case may be.

### 21.4 Method of payment - Notes not in a Clearing System

If Notes are not held in the Austraclear System or the NZClear System, payments of:

(a) interest will be made to the persons registered at the close of business on the relevant Record Date as the holders of such Notes; and

(b) principal will be made to the persons registered at 10.00am on the payment date as the holder of such Notes,

in each case subject in all cases to normal banking practice and all applicable laws and regulations. Payment will be made:

(c) by cheques despatched by post on the relevant payment date at the risk of the Noteholder; or

(d) at the option of the Noteholder by the Registrar giving irrevocable instructions for the effecting of a transfer of the relevant funds to an account in Australia or New Zealand, as the case may be, specified by the Noteholder to the Registrar; or

(e) in any other manner in which the Registrar and the Noteholder agree.

In the case of payments made by electronic transfer, payments will for all purposes be taken to be made when the Registrar gives irrevocable instructions for the making of the relevant payment by electronic transfer, being instructions which would be reasonably expected to result, in the ordinary course of banking business, in the funds transferred reaching the account of the Noteholder on the same day as the day on which the instructions are given.

If a cheque posted or an electronic transfer for which irrevocable instructions have been given by the Registrar is shown, to the satisfaction of the Registrar, not to have reached the Noteholder and the Registrar is able to recover the relevant funds, the Registrar may make such other arrangements as it thinks fit for the effecting of the payment.

## 22 Payments in respect of Canadian Domestic Notes

### 22.1 Defined terms

In this Condition 22:

(a) "**Designated Account**" means the account maintained by a holder with a Designated Bank and identified as such in the Register;

(b) "**Designated Bank**" means (in the case of payment in a Specified Currency other than euro) a bank in the principal financial centre of the country of such Specified Currency and (in the case of a payment in euro) any bank which processes payments in euro;

(c) "**Note**" means a Canadian Domestic Note;

(d) "**Paying Agent**" means a Canadian paying agent appointed in respect of the Notes;

(e) "**Register**" means the Canadian Register; and

(f) "**Registrar**" means the Canadian Registrar.

### 22.2 Payment of Principal

Payments of principal (other than instalments of principal prior to the final instalment) in respect of each Registered Note will be made against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of that the applicable Registered Note at the specified office of the Registrar or any of the Paying Agents. Such payments will be made by transfer to the Designated Account (as defined above) of the holder (or the first named of joint holders) of that Note appearing in the Register at the close of business on the Record Date.

Notwithstanding the previous paragraph, if:

(a) a Noteholder does not have a Designated Account; or

(b) the nominal amount of the Canadian Domestic Notes held by a holder is less than C$250,000 (or its approximate equivalent in any other Specified Currency),

payment will instead be made by a cheque in the Specified Currency drawn on a Designated Bank (as defined below).

### 22.3 Payment of Interest and Instalments

(a) Payments of interest and payments of instalments of principal (other than the final instalment) in respect of each Registered Note will be made by a cheque in the Specified Currency drawn on a Designated Bank and mailed by uninsured mail on the Business Day in the city where the specified office of the Registrar is located immediately preceding the relevant due date to the holder (or the first named of joint holders) of the Registered Note appearing in the Register at the close of business on the Record Date at his address shown in the Register on the Record Date and at his risk. Upon application of the holder to the specified office of the Registrar not less than three Business Days in the city where the specified office of the Registrar is located before the due date for any payment of interest in respect of a Registered Note, the payment shall be made by transfer to the Designated Account on the due date in the manner provided in Condition 22.2 ("Payment of Principal") and all future payments of interest (other than interest due on redemption) and instalments of principal (other than the final instalment) in respect of the Registered Notes which become payable to the holder who has made the initial application shall be made in the same manner until such time as the Registrar is notified in writing to the contrary by such holder. Payment of the interest due in respect of each such Registered Note on redemption and the final instalment of principal will be made in the same manner as payment of the principal in respect of such Registered Note as provided in Condition 22.2.

(b) Noteholders are not entitled to any interest or other payment for any delay in receiving any amount due in respect of any such Note as a result of a cheque posted in accordance with this Condition 22 arriving after the due date for payment or being lost in the post. No commissions or expenses shall be charged to such holders by the Registrar in respect of any payments of principal or interest in respect of such Notes.

## 23 Payments of amount in respect of Notes held through the CMU

In respect of a Global Note held through the CMU, any payments of principal, interest (if any) or any other amounts shall be made to the person(s) for whose account(s) interests in the relevant Global Note are credited (as set out in a CMU Instrument Position Report or any other relevant notification supplied to the CMU Lodging Agent by the CMU as at the business day before the date for payment) and, save in the case of final payment, no presentation of the relevant Global Note shall be required for such purpose.

## 24 Taxation

### 24.1 No set-off, counterclaim or deductions

All payments in respect of the Notes must be made in full without set-off or counterclaim, and without any withholding or deduction in respect of Taxes, unless required by law.

### 24.2 Withholding tax

If a law requires the Issuer to withhold or deduct an amount in respect of Taxes from a payment in respect of the Notes such that the Noteholder would not actually receive on the due date the full amount provided for under the Notes, then:

(a) the Issuer agrees to withhold or deduct the amount for the Taxes (and any further withholding or deduction applicable to any further payment due under paragraph (b) below) and to pay an amount equal to the amount deducted to the relevant authority in accordance with applicable law; and

(b) subject to Condition 24.3 ("Withholding tax exemptions"), if the amount deducted or withheld is in respect of Taxes imposed or levied by or on behalf of the Commonwealth of Australia or any political subdivision of it, an additional amount is payable so that, after making the deduction and further withholding or deductions applicable to additional amounts payable under this paragraph (b), the Noteholder is entitled to receive (at the time the payment is due) the amount it would have received if no withholding or deductions had been required.

### 24.3 Withholding tax exemptions

Condition 24.2(b) ("Withholding tax") will not apply in relation to any payments in respect of any Note:

(a) to a Noteholder (or a third party on its behalf) who is liable to such Taxes in respect of that Note by reason of its deriving payment in respect of it carrying on business at or through a permanent establishment of the Noteholder in the Commonwealth of Australia or its territories; or

(b) more than 30 days after the Relevant Date except to the extent that a Noteholder would have been entitled to additional amounts under Condition 24.2(b) ("Withholding tax") on presenting the same, or making demand, for payment on the last day of the period of 30 days; or

(c) on account of Taxes which are payable by reason of the Noteholder being an associate of the Issuer for the purposes of section 128F of the Tax Act; or

(d) on account of Taxes which are payable to, or to a third party on behalf of, a Noteholder who could lawfully avoid (but has not so avoided) such deduction or withholding by complying or procuring that any third party complies with any statutory requirements or by making or procuring that any third party makes a declaration of non-residence or other similar claim for exemption to the Issuer or its agent or any tax authority where (in the case of Bearer Notes) the relevant Note is presented for payment or (in the case of Registered Notes) where the demand for payment is made; or

(e) where such withholding or deduction is imposed on a payment to an individual and is required to be made pursuant to European Council Directive 2003/48/EC or any other Directive implementing the conclusions of the ECOFIN Council meeting of 26-27 November 2000 on the taxation of savings income or any law implementing or complying with, or introduced in order to conform to, such Directive; or

(f) which is presented for payment by or on behalf of a Noteholder who would have been able to avoid such withholding or deduction by presenting the relevant Note to another Paying Agent in a member state of the European Union; or

(g) in such other circumstances as may be specified in the Final Terms.

### 24.4 New Zealand resident withholding tax exemptions

Each holder of a New Zealand Domestic Note who holds a certificate of exemption from New Zealand resident withholding tax for the purpose of the Income Tax Act 2007 (N.Z.) must provide to the Issuer or the New Zealand Registrar either the original or a certified copy of that certificate, unless the holder is a registered bank under the Reserve Bank of New Zealand Act 1989.

The Issuer and the New Zealand Registrar may treat the holder of a New Zealand Domestic Note as not holding a certificate of exemption if:

(a) the holder fails to comply with the above; or

(b) the Issuer is otherwise not satisfied that the holder holds such a certificate.

The Issuer may require the holder of a New Zealand Domestic Note who claims any exemption from New Zealand non-resident withholding tax to provide such evidence as the Issuer may require to satisfy itself that the holder of a New Zealand Domestic Note has a right to any such exemption.

## 25 Time limit for claims

### 25.1 Time limit

A claim against the Issuer for a payment under a Note (whether in bearer or registered form), Receipt or Coupon (which in this Condition 25.1, does not include a Talon) is void unless presented for payment within 10 years (in the case of principal) and five years (in the case of interest) from the Relevant Date.

## 25.2 Discharge of Issuer

The Issuer is discharged from its obligation to make a payment in respect of a Registered Note to the extent that:

(a) the relevant Registered Note certificate (if any) has not been surrendered to the Registrar within; or

(b) a cheque which has been duly despatched in the Specified Currency remains uncashed at the end of the period of:

10 years (in the case of principal) and five years (in the case of interest) from the Relevant Date.

## 25.3 Void payments

There shall not be included in any Coupon sheet issued on exchange of a Talon any Coupon the claim for payment in respect of which would be void under these Conditions.

**Part 7 Default**

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# 26 Events of Default

## 26.1 Event of Default

An Event of Default occurs in relation to a Series of Notes if:

(a) (**payment default**) the Issuer does not pay any amount in respect of the Notes of the relevant Series or any of them within five Business Days of the due date for payment; or

(b) (**other default**) the Issuer does not comply with its other obligations under or in respect of the Notes of the relevant Series and, if the non-compliance can be remedied, does not remedy the non-compliance within 30 days after written notice requiring such default to be remedied has been delivered to the Issuer by a Noteholder; or

(c) (**cross default**) any indebtedness in excess of A$50,000,000 (or its equivalent in any other currency) of the Issuer in respect of money borrowed or raised is not paid within 10 Business Days of:

(i) its due date; or

(ii) the end of any applicable period of grace,

whichever is the later; or

(d) (**insolvency**) an Insolvency Event occurs in respect of the Issuer; or

(e) (**administration**) a controller (as defined in the Corporations Act) is appointed in respect of a substantial part of the property of the Issuer; or

(f) (**obligations unenforceable**) any of the Notes, the Deed of Covenant, the Australian Note Deed Poll or the New Zealand Note Deed Poll is or becomes wholly or partly void, voidable or unenforceable.

## 26.2 Associated definition

In Condition 26.1 ("Event of Default"):

"**Insolvency Event**" means the happening of any of these events:

(a) except to reconstruct or amalgamate while solvent, the Issuer enters into, or resolves to enter into, a scheme of arrangement, deed of company arrangement or composition with, or assignment for the benefit of, all or any class of its creditors, or proposes a reorganisation, moratorium or other administration involving any of them; or

(b) the Issuer resolves to wind itself up or otherwise dissolve itself, except to reconstruct or amalgamate while solvent or an order is made by an Australian court that the Issuer be wound up or the Issuer is otherwise wound up or dissolved; or

(c) the Issuer is or states that it is unable to pay its debts when they fall due; or

(d) execution or other process issued on a judgment, decree or order of an Australian court in favour of a creditor of the Issuer for a monetary amount in excess of A$50,000,000 (or its equivalent in any other currency) is returned wholly or partly unsatisfied.

### 26.3 Consequences of an Event of Default

If any Event of Default occurs and is subsisting in relation to the Notes of any Series or any of them, a Noteholder in that Series may by written notice addressed to the Issuer and delivered to the Issuer (with a copy to the relevant Agent) declare such Note to be immediately due and payable where upon it should become immediately due and payable at its Final Redemption Amount (together with all accrued interest (if any)) applicable to each Note held by the Noteholder to be due and payable immediately or on such other date specified in the notice.

## Part 8 General

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## 27 Agents

### 27.1 Role of Agents

In acting under the relevant Agency Agreement and in connection with the Notes, the Agents act solely as agents of the Issuer and do not assume any obligations towards or relationship of agency or trust for or with any of the Noteholders.

### 27.2 Appointment and replacement of Agents

The initial Agents and their initial Specified Offices are listed below. The initial Calculation Agent (if any) is specified in the relevant Final Terms. Subject to Condition 27.3 ("Required Agents"), the Issuer reserves the right at any time to vary or terminate the appointment of any Agent and to appoint a successor fiscal agent or Calculation Agent and additional or successor agents.

### 27.3 Required Agents

The Issuer shall:

(a) at all times maintain a Euro Fiscal Agent, CMU Lodging Agent, and (for so long as there are any Australian Domestic Notes Outstanding) an Australian Registrar and (for so long as there are any New Zealand Domestic Notes Outstanding) a New Zealand Registrar and (for so long as there are any Canadian Domestic Notes Outstanding) a Canadian Registrar;

(b) if a Calculation Agent is specified in the relevant Final Terms, at all times maintain a Calculation Agent;

(c) if and for so long as the Notes:

(i) are admitted to the UKLA Official List;

(ii) admitted to the Official List of Singapore Exchange Securities Trading Limited; and/or

(iii) admitted to listing, trading and/or quotation by any other listing authority, stock exchange and/or quotation system,

maintain a Paying Agent having its Specified Office in London or Singapore, as the case may be, and/or in such other place as may be required by such listing authority, stock exchange and/or quotation system; and

(d) maintain a Paying Agent in a member state of the European Union that will not be obligated to withhold or deduct tax pursuant to European Council Directive 2003/48/EC or any other Directive implementing the conclusions of the ECOFIN Council meeting of 26-27 November 2000 on the taxation of savings income or any law implementing or complying with that Directive.

Notice of any change in any of the Paying Agents or in their Specified Offices shall promptly be given to the Noteholders.

## 28 Replacement of lost or damaged Notes and Coupons

If any Note or Coupon is lost, stolen, mutilated, defaced or destroyed, it may be replaced at the Specified Office of:

(a) the Euro Fiscal Agent, in the case of Bearer Notes;

(b) the Registrar, in the case of Registered Notes; and

(c) if the Notes are then listed on any listing authority, stock exchange and/or quotation system which requires the appointment of a Paying Agent in any particular place, the Paying Agent having its Specified Office in the place required by such listing authority, stock exchange and/or quotation system),

subject to all applicable laws and listing authority, stock exchange and/or quotation system requirements, upon payment by the claimant of the expenses incurred in connection with such replacement and on such terms as to evidence, security, indemnity and otherwise as the Issuer and the relevant Agent may reasonably require. Mutilated or defaced Notes or Coupons must be surrendered before replacements will be issued.

## 29 Meetings of Noteholders

### 29.1 Meetings provisions

The Meetings Provisions contain provisions (which have effect as if incorporated in these Conditions) for convening meetings of the Noteholders of any Series to consider any matter affecting their interest, including the modification of these Conditions and the Deed of Covenant insofar as the same may apply to such Notes.

Any such modification may be made if sanctioned by an Extraordinary Resolution. Such a meeting may be convened by the Issuer and must be convened by the Issuer upon the request in writing of Noteholders holding not less than 10 percent of the aggregate principal amount of the outstanding Notes. The quorum at any meeting convened to vote on an Extraordinary Resolution will be two or more persons holding or representing more than 50 percent of the aggregate principal amount of the outstanding Notes or, at any adjourned meeting, two or more persons being or representing Noteholders whatever the principal amount of the Notes held or represented. However, Reserved Matters may only be sanctioned by an Extraordinary Resolution passed at a meeting of Noteholders at which two or more persons holding or representing not less than 75 percent or, at any adjourned meeting, 25 percent of the aggregate principal amount of the outstanding Notes form a quorum. Any Extraordinary Resolution duly passed at any such meeting is binding on all the Noteholders, whether present or not.

In addition, a resolution in writing signed by or on behalf of all Noteholders who for the time being are entitled to receive notice of a meeting of Noteholders will take effect as if it were an Extraordinary Resolution. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Noteholders.

### 29.2 Resolutions binding

An Extraordinary Resolution passed at any meeting of the Noteholders of any Series is binding on all Noteholders of such Series, whether or not they are present at the meeting, and on all Couponholders relating to Notes of such Series.

## 30 Variation

### 30.1 Variation of Notes and Conditions

The Notes, these Conditions and any Program Document may be amended without the consent of the Noteholders or the Couponholders to correct a manifest error.

### 30.2 Variation of Program Documents

The parties to any Program Document may agree to modify any provision of it, but the Issuer is not permitted to make, and may not agree, to any such modification without the consent of the Noteholders unless:

(a) it is of a formal, minor or technical nature; or

(b) it is made to correct a manifest error; or

(c) it is, in the opinion of such parties, not materially prejudicial to the interests of the Noteholders.

### 30.3 Notice

Notice of any amendment or variation of the Notes, these Conditions or any Program Document shall promptly be given to the Noteholders.

## 31 Further issues

The Issuer may from time to time, without the consent of the Noteholders or the Couponholders, create and issue further notes having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest) so as to form a single series with the Notes of any particular Series.

## 32 Notices to Noteholders

### 32.1 Form

A notice or other communication in connection with a Note to the Noteholder must be in writing and:

(a)

(i) if the Note is a Bearer Note, it may be given, and as long as the Notes are listed on the UKLA Official List and admitted to trading on the Market it will be given, in an advertisement published in the Financial Times or if such publication is not practical, in a leading English daily newspaper having general circulation in Europe; or

(ii) (if permitted by the relevant listing authority, stock exchange and/or quotation system) in the case of Notes represented by a Temporary Global Note, a Permanent Global Note or a Canadian Domestic Note, it may be delivered to Euroclear and Clearstream, Luxembourg, CDS, CMU or any other relevant Clearing System for communication by them to the persons shown in their respective records as having interests in those Notes; or

(b) if the Note is an Australian Domestic Note, it may be given in an advertisement published in The Australian Financial Review or any other newspaper or newspapers circulating in Australia generally; or

(c) if the Note is a New Zealand Domestic Note, it may be given in an advertisement published in each of the New Zealand Herald and The Dominion Post or any other newspaper or newspapers circulating in New Zealand generally; or

(d) if the Note is a Registered Note (including an Australian Domestic Note or a New Zealand Domestic Note) it may be given by being sent by prepaid post (airmail if appropriate) or left at the address of each Noteholder or any relevant Noteholder as shown in the relevant Register at the close of business on the day which is three Business Days prior to the dispatch of the relevant notice or communication; or

(e) if the Final Terms for the Note specifies an additional or alternate newspaper then it may be given by publication in that newspaper.

*So long as the Notes are represented by a Global Note and such Global Note is held on behalf of (i) Euroclear or Clearstream, Luxembourg or any other clearing system (except as provided in (ii) below), notices to the holders of Notes of that Series may be given by delivery of the relevant notice to that clearing system for communication by it to entitled accountholders in substitution for publication as* *required by the Conditions or by delivery of the relevant notice to the holder of the Global Note, or (ii) the CMU, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to the persons shown in a CMU Instrument Position Report issued by the CMU on the second business day preceding the date of despatch of such notice as holding interests in the relevant Global Note.*

### 32.2 When effective

A notice given in accordance with Condition 32.1 ("Form") will be taken to be duly given:

(a) in the case of publication in a newspaper, on the date of first such publication has been made in all the required newspapers; or

(b) in the case of delivery to Euroclear, Clearstream, Luxembourg, CDS, CMU or another Clearing System, on the fourth weekday after the date of such delivery; or

(c) in the case of Registered Notes:

(i) in the case of a letter, on the fifth day after posting; and

(ii) in the case of a facsimile, on receipt by the sender of a successful transmission report; and

(iii) in the case of publication in a newspaper, on the date of publication (or if required to be published in more than one newspaper, on the first date on which publication shall have been made in all the required newspapers).

### 32.3 Couponholders

Couponholders are taken for all purposes to have notice of the contents of any notice given to the Noteholders.

## 33 Substitution of Issuer

### 33.1 Substitution

The Issuer may, without the consent of Noteholders at any time substitute for itself any company, being a Related Body Corporate of the Issuer, as principal debtor ("**Substituted Debtor**") in respect of all obligations arising from or in connection with the Notes or the Program Documents. The Issuer may only do this if:

(a) the Substituted Debtor assumes all obligations of the Issuer under the Notes and all other relevant documents in connection with the Notes;

(b) the Issuer and the Substituted Debtor have entered into such documents ("Documents") as are necessary to give effect to the substitution and in which the Substituted Debtor has undertaken in favour of each Noteholder to be bound by these terms and conditions and the provisions of the Agency Agreement as the debtor in respect of the Notes in place of the Issuer (or of any previous Substituted Debtor under this Condition 33 ("Substitution of the Issuer"));

(c) the Substituted Debtor has entered into a deed of covenant in favour of the Noteholders then represented by a Global Note or Registered Global Note certificate, as the case may be, on terms no less favourable than the Deed of Covenant then in force in respect of the Notes;

(d) the Issuer or, as the case may be, the previous Substituted Debtor is not in default in respect of any amount payable under the Notes;

(e) the Issuer irrevocably and unconditionally guarantees in favour of each Noteholder the payment of all sums payable by the Substitute Debtor in respect of the Notes;

(f) immediately after such substitution of the Issuer, no Event of Default will occur;

(g) the Substituted Debtor has obtained all necessary authorisations and approvals for such substitution and for the performance by the Substituted Debtor of its obligations under the Documents from the authorities in the country where the Substituted Debtor is incorporated, and the Issuer can transfer to, and the Substituted Debtor will be able to pay to, the Paying

Agent in the currency required under the Notes all amounts necessary for the fulfilment of the payment obligations on or in connection with the Notes without withholding or deduction for or on account of any taxes, charges or duties of whatsoever nature;

(h) the Substituted Debtor has agreed to indemnify each Noteholder against any Taxes imposed or arising on or in respect of any instrument effecting such substitution and, if the Substituted Debtor is resident for tax purposes in a territory ("**New Residence**") other than that in which the Issuer prior to such substitution was resident for tax purposes ("**Former Residence**"), the Documents contain an undertaking and/or such other provisions as may be necessary to ensure that, following substitution, each Noteholder would have the benefit of an undertaking in terms corresponding to the provisions of Condition 24 ("Taxation"), with:

(i) the substitution of references to the Issuer with references to the Substituted Debtor (to the extent that this is not achieved by Condition 32.1(a) , 32.1(b) and 32.1(c)); and

(ii) the substitution of references to the Former Residence with references to both the New Residence and the Former Residence;

(i) there have been delivered to each Agent opinions of lawyers of recognised standing in Australia and of lawyers of recognised standing in the country of incorporation of the Substituted Debtor in a form acceptable to the Agents to the effect that the matters referred to in paragraphs (a), (b), (c), (d), (e), (g) and (h) above have been satisfied and that the Notes are legal, valid and binding obligations of the Substituted Debtor;

(j) the Substituted Debtor has a credit rating from an internationally recognised rating agency at least equal to the higher of the credit rating of the Issuer immediately prior to the substitution or an investment grade credit rating, such rating agency having been informed of the proposed substitution;

(k) the Notes have been assigned a credit rating from an internationally recognised rating agency at least equal to the higher of the credit rating of the Notes immediately prior to the substitution or an investment grade credit rating, such rating agency having been informed of the proposed substitution; and

(l) each stock exchange on which the Notes are listed shall have confirmed that, following the proposed substitution of the Substituted Debtor, the Notes will continue to be listed on such stock exchange.

### 33.2 Notice

Notice of any such substitution shall be promptly given to the Noteholders in accordance with Condition 32 ("Notice to the Noteholders").

### 33.3 Effective Date

A substitution under this Condition 33 takes effect on and from the date ("**Effective Date**") specified under Condition 32.2, which must be a date not earlier than 30 days after the date on which the notice is given.

### 33.4 Effect of substitution

On and with effect from the Effective Date:

(a) the Substituted Debtor shall assume all of the obligations of the Issuer with respect to the Notes and all other relevant documents in connection with the Notes (whether accrued before or after the Effective Date); and

(b) any reference in the Conditions and under all relevant Program Documents to:

(i) the Issuer shall from then on be deemed to refer to the Substituted Debtor; and

(ii) the country in which the Issuer is domiciled as resident for taxation purposes shall from then on be deemed to refer to the country of domicile or residence for tax purposes of the Substituted Debtor; and

In Condition 26 ("Events of Default") a further event of default is deemed to be included, such that an event of default shall exist in the case that the guarantee pursuant to Condition 33.1(e) above is or becomes invalid for any reason.

## 34 Governing law and jurisdiction

### 34.1 Governing law

The Bearer Notes and Canadian Domestic Notes and any non-contractual obligations arising out of or in connection with the Bearer Notes and the Canadian Domestic Notes are governed by English law. The Australian Domestic Notes are governed by and shall be construed in accordance with the law of the Australian Capital Territory. The New Zealand Domestic Notes are governed by and shall be construed in accordance with the law of New Zealand (each of these laws being the law of a "**Relevant Jurisdiction**").

### 34.2 Jurisdiction

The Issuer agrees for the benefit of the Noteholders that the courts of the Relevant Jurisdiction have jurisdiction to hear and determine any suit, action or proceedings, and to settle any disputes, which may arise out of or in connection with the Notes, including a dispute relating to the existence, validity or termination of the Notes or any non-contractual obligation arising out of or in connection with the Notes (respectively, "**Proceedings**" and "**Disputes**") and, for such purposes, irrevocably submits to the jurisdiction of such courts.

### 34.3 Appropriate forum

The Issuer irrevocably waives any objection which it might now or hereafter have to the courts of the Relevant Jurisdiction being nominated as the forum to hear and determine any Proceedings and to settle any Disputes, and agrees not to claim that any such court is not a convenient or appropriate forum.

### 34.4 Process agent - England

The Issuer agrees that the process by which any Proceedings in England are begun may be served on it by being delivered to Telstra Europe Limited at Telstra House, 21 Tabernacle Street, London EC2A 4DE or at any address of the Issuer in England at which process may be served on it in accordance with Part 37 of the Companies Act 2006. If such person is not or ceases to be effectively appointed to accept service of process on the Issuer's behalf, the Issuer agrees, on the written demand of any Noteholder addressed to the Issuer and delivered to the Issuer or to the Specified Office of the Euro Fiscal Agent, appoint a further person in England to accept service of process on its behalf and, failing such appointment within 15 days, any Noteholder shall be entitled to appoint such a Person by written notice addressed to the Issuer and delivered to the Issuer or to the Specified Office of the Euro Fiscal Agent. Nothing in this paragraph affects the right of any Noteholder to serve process in any other manner permitted by law.

### 34.5 Process agent - New Zealand

The Issuer agrees that the process by which any Proceedings in New Zealand are begun may be served on it by being delivered to General Counsel, TelstraClear Limited, Smales Farm Office Park, corner Northcote and Taharato Road, Takapuna, Auckland or any other manner permitted by the laws of New Zealand.

### 34.6 Non-exclusivity

The submission to the jurisdiction of the courts of a Relevant Jurisdiction does not (and shall not be construed so as to) limit the right of any Noteholder to take Proceedings in any other court of competent jurisdiction, nor shall the taking of Proceedings in any one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction (whether concurrently or not) if and to the extent permitted by law.

## 35 Third party rights

No person has any rights to enforce any term or condition of the Notes under the Contracts (Rights of Third Parties) Act 1999 of the United Kingdom.

## 36 Interpretation

### 36.1 Definitions

In these Conditions, the following expressions have the following meanings:

**Accrual Yield** has the same meaning as in the relevant Final Terms.

**Additional Business Centre(s)** means each city specified as such in the relevant Final Terms.

**Additional Financial Centre(s)** means each city specified as such in the relevant Final Terms.

**Agency Agreement** means:

(a) the Euro Fiscal Agency Agreement;

(b) the Australian Registry Services Agreement;

(c) the New Zealand Registry Services Agreement;

(d) the Canadian Registry Services Agreement; and

(e) such other agency agreement as the Issuer may enter into in relation to an issue of Notes under the Program.

**Agent** means the Euro Fiscal Agent, the CMU Lodging Agent, each Registrar, each Paying Agent, each Calculation Agent and includes any successor, substitute or additional agent appointed under an Agency Agreement from time to time.

**Austraclear** means Austraclear Limited (ABN 94 002 060 773).

**Austraclear Regulations** means the regulations known as the "Austraclear Regulations" (as amended or replaced from time to time) together with any instructions or directions established by Austraclear to govern the use of the Austraclear System.

**Austraclear System** means the system operated by Austraclear in Australia for holding securities and electronic recording and settling of transactions in those securities between members of that system.

**Australian Domestic Note** means a registered debt obligation of the Issuer constituted by, and owing under the Australian Note Deed Poll, the details of which are recorded in, and evidenced by, inscription in the Australian Register.

**Australian Note Deed Poll** means any Australian note deed poll so entitled made by the Issuer in favour of Noteholders in relation to the Program.

**Australian Register** means a register, including any branch register, of Noteholders of Australian Domestic Notes established and maintained by or on behalf of the Issuer.

**Australian Registrar** means in relation to Australian Domestic Notes, Austraclear Services Limited (ABN 28 003 284 419) or such other person appointed by the Issuer pursuant to the Australian Registry Services Agreement to maintain the relevant Register in relation to Australian Domestic Notes and perform such payment and other duties as specified in that agreement.

**Australian Registry Services Agreement** means the agreement titled "ASX Austraclear Registry and IPA Services Agreement" between the Issuer and the Australian Registrar dated 24 June 2009 in relation to the Australian Domestic Notes, or any replacement of it.

**Broken Amount** has the meaning given in the relevant Final Terms.

**Bearer Note** means a Note which is in bearer form.

**Business Day** means:

(a) in relation to any matter not requiring payment of any sum, a day on which commercial banks and foreign exchange markets settle payments and are open for general business in London and any Additional Business Centre specified in the applicable Final Terms, and:

(b) in relation to a day requiring payment of any sum in euro, a TARGET Settlement Day and a day on which commercial banks and foreign exchange markets settle payments generally in each (if any) Additional Financial Centre;

(c) in relation to a day requiring payment of any sum in Australian dollars, a day which banks are open for general banking business in Sydney and Melbourne and in each Additional Financial Centre (if any) (not being a Saturday, Sunday or public holiday in that place);

(d) in relation to a day requiring payment of any sum in New Zealand dollars, a day which banks are open for general banking business in Wellington and Auckland and in each Additional Financial Centre (if any) (not being a Saturday, Sunday or public holiday in that place);

(e) in relation to a day requiring payment of any sum in Renminbi, a day on which: (i) in the case of Notes lodged with the CMU, the CMU is operating; and (ii) commercial banks are generally open for business and settlement of Renminbi payments in Hong Kong and in each Additional Financial Centre (if any) (not being a Saturday, Sunday or public holiday in that place);

(f) in relation to a day requiring payment of any sum in Singapore dollars, a day which banks are open for general banking business in Singapore and in each Additional Financial Centre (if any) (not being a Saturday, Sunday or public holiday in that place); and

(g) in relation to a day requiring payment of any sum in any other currency, a day on which commercial banks and foreign exchange markets settle payments and are open for general business in the Principal Financial Centre of the relevant currency and in each (if any) Additional Financial Centre.

**Business Day Convention** means a convention for adjusting any date if it would otherwise fall on a day that is not a Business Day and the following Business Day Conventions, where specified in the Final Terms, in relation to any date applicable to any Note, have the following meanings:

(a) **Following Business Day Convention** means that the date is postponed to the first following day that is a Business Day;

(b) **Modified Following Business Day Convention or Modified Business Day Convention** means that the date is postponed to the first following day that is a Business Day unless that day falls in the next calendar month in which case that date is the first preceding day that is a Business Day;

(c) **Preceding Business Day Convention** means that the date is brought forward to the first preceding day that is a Business Day;

(d) **FRN Convention, Floating Rate Convention or Eurodollar Convention** means that the date which numerically corresponds to the preceding date in the calendar month which is the number of months specified in the relevant Final Terms as the Specified Period after the calendar month in which the preceding date occurred, provided however:

    (i) if there is no such numerically corresponding day in the calendar month in which that date should occur, then that date is the last day which is a Business Day in that calendar month;

    (ii) if any such date would otherwise fall on a day which is not a Business Day, the date is postponed to the next following day which is a Business Day unless that day falls in the next calendar month, in which case the date is brought forward to the first preceding day which is a Business Day; and

    (iii) if the preceding date occurred on the last day in a calendar month which was a Business Day, then all subsequent such dates will be the last day which is a Business Day in the calendar month which is the specified number of months after the calendar month in which the preceding such date occurred; and

(e) **No Adjustment** means that the relevant date shall not be adjusted in accordance with any Business Day Convention.

Additional conventions may be specified in the Final Terms. If no convention is specified in the Final Terms, the Following Business Day Convention applies. Different conventions may be specified in relation to, or apply to, different dates.

**Calculation Agent** means the Euro Fiscal Agent, the CMU Lodging Agent or any other person specified in the relevant Final Terms as the party responsible for calculating the Interest Rate and the amount of interest payable in respect of that Note for that Interest Period or such other amount(s) as may be specified in the relevant Final Terms.

**Calculation Amount** has the meaning given in the relevant Final Terms.

**Canadian Domestic Note** means a registered debt obligation of the Issuer, issued in global form or, in certain limited circumstances in definitive form, in or substantially in the form set out in the Canadian Registry Services Agreement, the details of which are recorded in, and evidenced by inscription, in the Canadian Register.

**Canadian Register** means a register, including any branch register, of Noteholders of Canadian Domestic Notes established and maintained by or on behalf of the Issuer.

**Canadian Registrar** means in relation to Canadian Domestic Notes, such person appointed by the Issuer pursuant to a Canadian Registry Services Agreement to maintain the Canadian Register in relation to Canadian Domestic Notes and perform such payment and other duties as specified in that agreement.

**Canadian Registry Services Agreement** means any agreement between the Issuer and the Canadian Registrar in relation to the Canadian Domestic Notes.

**CDS** means CDS Clearing and Depository Services Inc..

**Clearing System** means Euroclear, Clearstream, Luxembourg, the Austraclear System, the NZClear System, CDS, CMU and any other clearing system designated as such in a relevant Final Terms.

**Clearstream, Luxembourg** means Clearstream Banking, *société anonyme*.

**CMU Instrument Position Report** has the meaning given to such term in the CMU Rules.

**CMU Lodging Agent** means Deutsche Bank AG, Hong Kong Branch.

**CMU Manual** means the reference manual relating to the operation of the CMU issued by the HKMA to CMU Members, as amended from time to time.

**CMU Member** means any member of the CMU.

**CMU Rules** means all requirements of the CMU for the time being applicable to a CMU Member and includes (i) all the obligations for the time being applicable to a CMU Member under or by virtue of its membership agreement with the CMU and the CMU Manual, (ii) all the operating procedures as set out in the CMU Manual for the time being in force in so far as such procedures are applicable to a CMU Member, and (iii) any directions for the time being in force and applicable to a CMU Member given by the HKMA through any operational circulars or pursuant to any provision of its membership agreement with the HKMA or the CMU Manual.

**CMU** means the Central Moneymarkets Unit Service operated by the HKMA.

**Common Depositary** means, in relation to a Series of Notes, the common depositary for Euroclear and Clearstream, Luxembourg.

**Condition** means the correspondingly numbered condition in these terms and conditions and **Conditions** means these terms and conditions.

**Corporations Act** means the Corporations Act 2001 of Australia.

**Coupon** means a bearer interest coupon appertaining to a Definitive Bearer Note (other than a Zero Coupon Note) in or substantially in the form set out in the Euro Fiscal Agency Agreement, or in such other form as may be agreed between the Issuer and the Euro Fiscal Agent or CMU Lodging Agent (as applicable).

**Couponholders** means, in respect of a Series, the holders of the Coupons and includes, where applicable, the Talonholders.

**Day Count Fraction** means, in respect of the calculation of an amount for any period of time ("**Calculation Period**"), the day count fraction specified in these Conditions or the relevant Final Terms and:

(a) if **"Actual/Actual (ICMA)"** is so specified:

(i) if the Calculation Period is equal to or shorter than the Determination Period during which it falls, the number of days in such Calculation Period divided by the product of (A) the number of days in such Determination Period and (B) the number of Determination Periods normally ending in any year; and

(ii) if the Calculation Period is longer than one Determination Period, the sum of:

(A) the number of days in such Calculation Period falling in the Determination Period in which it begins divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year; and

(B) the number of days in such Calculation Period falling in the next Determination Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Periods normally ending in any year where:

"**Determination Period**" means the period from and including a Determination Date in any year but excluding the next Determination Date; and

"**Determination Date**" means the date(s) specified as such hereon or, if none is so specified, the Interest Payment Date(s);

(a) if "**Actual/365**" or "**Actual/Actual (ISDA)**" is so specified, the actual number of days in the Calculation Period divided by 365 (or, if any portion of that Calculation Period falls in a leap year, the sum of (a) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366 and (b) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365);

(b) if **"Actual/365 (Fixed)"** is so specified, means the actual number of days in the Calculation Period divided by 365;

(c) if **"Actual/360"** is so specified, means the actual number of days in the Calculation Period divided by 360;

(d) if **"30/360"** or **"360/360"** or **"Bond Basis"** is so specified, means the number of days in the Calculation Period divided by 360 calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)]\ [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

"$Y_1$" is the year, expressed as a number, in which the first day of the Calculation Period falls;

"$Y_2$" is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

"$M_1$" is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

"$M_2$" is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

"$D_1$" is the first calendar day, expressed as a number of the Calculation Period, unless such number would be 31, in which case $D_1$ will be 30; and

"$D_2$" is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31 and $D_1$ is greater than 29, in which case $D_2$ will be 30;

(e) if **"30E/360"** or **"Eurobond Basis"** is so specified means, the number of days in the Calculation Period in respect of which payment is being made divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

"$Y_1$" is the year, expressed as a number, in which the first day of the Calculation Period falls;

"$Y_2$" is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

"$M_1$" is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

"$M_2$" is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

"$D_1$" is the first calendar day, expressed as a number of the Calculation Period, unless such number would be 31, in which case $D_1$ will be 30; and

"$D_2$" is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31, in which case $D_2$ will be 30;

(f) if "**RBA Bond Basis**" or "**Australian Bond Basis**" is so specified, means one divided by the number of Interest Payment Dates in a year;

(g) if "**NZ Govt Bond Basis**" is so specified, means one divided by the number of Interest Payment Dates in a year; and

(h) any other Day Count Fraction specified in the relevant Final Terms.

**Deed of Covenant** means any deed of covenant so entitled made by the Issuer in connection with the Program.

**Definitive Bearer Note** means a Bearer Note issued in definitive form in or substantially in the form set out in the Euro Fiscal Agency Agreement and having, where appropriate, Coupons, Talons or Receipts attached on issue in definitive form.

**Directive** means:

(a) a law; and/or

(b) a treaty, an official directive, request, regulation, guideline or policy (whether or not having the force of law).

**Dual Currency Note** means a Note in respect of which payments of principal or interest or both are made or to be made in such different currencies, and at rates of exchange calculated upon such basis or bases as indicated in the applicable Final Terms.

**Early Redemption Amount (Call)** means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Final Terms.

**Early Redemption Amount (Put)** means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Final Terms.

**Early Redemption Amount (Tax)** means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Final Terms.

**Early Redemption Date (Call)** means the date so described in the relevant Final Terms.

**Early Redemption Date (Put)** means the date so described in the relevant Final Terms.

**Early Termination Amount** means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, these Conditions or the relevant Final Terms.

**EEA** means the European Economic Area.

**EEA State** means a Member State of the EEA which has implemented the Prospectus Directive.

**Euro Fiscal Agency Agreement** means the euro fiscal agency agreement so entitled dated 31 October 2001, as amended and restated on 15 October 2002, supplemented on 14 November 2003 and amended on 23 September 2005, 12 October 2006 and 24 October 2011 between the Issuer and Deutsche Bank AG, London Branch, Deutsche Bank Luxembourg S.A and Deutsche Bank AG, Hong Kong Branch.

**Euro Fiscal Agent** means, in relation to any Notes, the person appointed to act as issuing and principal paying agent, or any successor issuing and principal paying agent appointed, under the Euro Fiscal Agency Agreement and/or such other issuing and paying agent in relation to any Notes as may from time to time be appointed by the Issuer.

**Euroclear** means Euroclear Bank S.A./N.V.

**Euro Note** means any Note admitted to trading on an exchange in the EEA or offered to the public in an EEA State in a manner that requires the publication of a prospectus under the Prospectus Directive, or that would require such publication if such Note were not an exempt offer further to Article 3(2) of the Prospectus Directive. "Offered to the public" means, for the purposes of this definition, the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that EEA State by any measure implementing the Prospectus Directive in that EEA State.

**Event of Default** means an event so described in Condition 26 ("Events of Default").

**Extraordinary Resolution** has the meaning given in the Meetings Provisions of the Euro Fiscal Agency Agreement, the Australian Note Deed Poll or other relevant Program Document.

**Final Redemption Amount** means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Final Terms.

**Final Terms** means, in respect of a Tranche, a Final Terms specifying the relevant issue details for that Tranche.

**Fixed Coupon Amount** has the meaning given in the relevant Final Terms.

**Fixed Rate Note** means a Note on which interest is calculated at a fixed rate payable in arrears on a fixed date or fixed dates in each year and on redemption or on such other dates as indicated in the applicable Final Terms.

**Floating Rate Note** means a Note on which interest is calculated at a floating rate payable 1, 2, 3, 6, or 12 monthly or in respect of such other period or on such date(s) as specified in the applicable Final Terms.

**Global Note** means:

(a) in respect of Bearer Notes, a Temporary Global Note or, as the context may require, a Permanent Global Note; and

(b) in respect of Canadian Domestic Notes, a Registered Global Note.

**HKMA** means the Hong Kong Monetary Authority appointed pursuant to Section 5A of the Exchange Fund Ordinance (Cap. 66 of the laws of Hong Kong).

**Index Linked Interest Note** means a Note in respect of which the amount payable in respect of interest is calculated by reference to an index or a formula or both as specified in the applicable Final Terms.

**Index Linked Note** means an Index Linked Interest Note or an Index Linked Redemption Amount Note, as the case may be.

**Index Linked Redemption Amount Note** means a Note in respect of which the amount payable in respect of principal is calculated by reference to an index or a formula or both as specified in the applicable Final Terms.

**Instalment Amount** means the amount so described in the relevant Final Terms.

**Instalment Date** means the date so described in the relevant Final Terms.

**Instalment Note** means a Note in respect of which the principal amount is payable in one or more instalments, as specified in the applicable Final Terms.

**Interest Commencement Date** means the Issue Date of the Notes or any other date so described in the relevant Final Terms.

**Interest Determination Date** means the date so described in the relevant Final Terms.

**Interest Payment Date** means each date so described in, or determined in accordance with, the relevant Final Terms and, if a Business Day Convention is specified in the relevant Final Terms:

(a) as adjusted in accordance with the relevant Business Day Convention; or

(b) if the Business Day Convention is the “FRN Convention”, “Floating Rate Convention” or “Eurodollar Convention” and an interval of a number of calendar months is specified in the relevant Final Terms as being the Specified Period, each of such dates as may occur in accordance with the “FRN Convention”, “Floating Rate Convention” or “Eurodollar Convention” at such Specified Period of calendar months following the Interest Commencement Date (in the case of the first Interest Payment Date) or the previous Interest Payment Date (in any other case).

**Interest Period** means each period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next Interest Payment Date. However:

(a) the first Interest Period commences on (and includes) the Interest Commencement Date; and

(b) the final Interest Period ends on (but excludes) the Maturity Date.

**Interest Rate** means each rate of interest (expressed as a percentage per annum) payable in respect of the Notes specified in the relevant Final Terms or calculated or determined in accordance with the provisions of these Conditions or the relevant Final Terms.

**ISDA Definitions** means the 2006 ISDA Definitions (as supplemented, amended and updated as at the Issue Date of the first Tranche of the Notes of the relevant Series) published by the International Swaps and Derivatives Association, Inc or, if specified in the relevant Final Terms, the 2000 ISDA Definitions, as published by the International Swaps and Derivatives Association Inc.

**Issue Date** means the date on which a Note is, or is to be issued, as specified or determined in accordance with the relevant Final Terms.

**Issue Price** means, in respect of a Note, the price at which such Note is issued as agreed between the Issuer and the relevant Dealers and as set out in the Final Terms.

**Issuer** means Telstra Corporation Limited (ABN 33 051 775 556).

**Margin** means the margin specified in, or determined in accordance with, the relevant Final Terms.

**Market** means the London Stock Exchange's regulated market being a regulated market for the purposes of the markets in financial instruments directive (2004/39/EC) (MiFID).

**Maturity Date** means, in relation to a Note, the date specified in the relevant Final Terms as the date for redemption of that Note or, in the case of an amortising Note, the date on which the last instalment of principal is payable.

**Maximum Interest Rate** has the meaning specified in the Final Terms.

**Maximum Redemption Amount** has the meaning given in the relevant Final Terms.

**Meetings Provisions** means the provisions for the convening of meetings of, and passing of resolutions by, Noteholders set out in the Euro Fiscal Agency Agreement, the Australian Note Deed Poll, the Canadian Registry Services Agreement or such other Program Document as is specified from time to time.

**Minimum Interest Rate** has the meaning specified in the Final Terms.

**Minimum Redemption Amount** has the meaning given in the relevant Final Terms.

**New Zealand Domestic Note** means a registered debt obligation of the Issuer constituted by, and owing under, the New Zealand Note Deed Poll, the details of which are recorded and evidenced by inscription in, the New Zealand Register.

**New Zealand Note Deed Poll** means any New Zealand note deed poll so entitled made by the Issuer in favour of Noteholders in connection with the Program.

**New Zealand Register** means a register, including any branch register, of Noteholders of New Zealand Domestic Notes established and maintained by or on behalf of the Issuer.

**New Zealand Registrar** means, in relation to New Zealand Domestic Notes, Computershare Investor Services Limited or such other person appointed by the Issuer pursuant to the New Zealand Registry Services Agreement to maintain the relevant Register in relation to New Zealand Notes and perform such payment and other duties as specified in that agreement.

**New Zealand Registry Services Agreement** means the agreement between the Issuer and the New Zealand Registrar in relation to New Zealand Domestic Notes, titled "New Zealand Registry Services Agreement" executed on or about 15 October 2002.

**Note** means an Australian Domestic Note, a New Zealand Domestic Note, a Canadian Domestic Note, or any negotiable bearer or registered bond, note or other debt instrument issued, or to be issued, under the Program the terms and conditions of which will be specified in the Final Terms.

**Noteholder** means, in respect of a Note:

(a) the bearer for the time being of an outstanding Bearer Note, Coupon, Talon or Receipt; or

(b) the person whose name is entered in the Register as the holder of a Registered Note; or

(c) where there are joint holders of a Registered Note, the persons whose names appear in the Register as joint holders of the Note; or

(d) for avoidance of doubt where a Global Note is entered into a Clearing System, the operator of that Clearing System or a nominee thereof or the Common Depositary, as the case may be.

**NZClear Regulations** means the regulations known as the "NZClear System Rules" established by the Reserve Bank of New Zealand to govern the use of the NZClear System.

**NZClear System** means the system operated by the Reserve Bank of New Zealand in New Zealand for holding securities and electronic recording and settling of transactions in those securities between members of that system.

**Outstanding** means in relation to the Notes of all or any Series, all of the Notes of such Series other than:

(a) Notes which have been redeemed or satisfied in full by the Issuer; or

(b) Notes for the payment of which funds equal to their aggregate outstanding principal amount are on deposit with the relevant Paying Agent on terms which prohibit the return of those Notes or in respect of which the relevant Paying Agent holds an irrevocable direction to apply funds in repayment of Notes to be redeemed on that day; or

(c) Notes which have been purchased or cancelled in accordance with Condition 17.10 (“Cancellation”); or

(d) Notes in respect of which a Noteholder is unable to make a claim as a result of the operation of Condition 25 (“Time limit for claims”); or

(e) those mutilated or defaced Notes which have been surrendered and cancelled and in respect of which replacements have been issued under Condition 28 (“Replacement of lost or damaged Notes and Coupons”); or

(f) any Temporary Global Note to the extent that it has been exchanged for a Permanent Global Note or a Definitive Bearer Note and any Permanent Global Note to the extent that it has been exchanged for Definitive Bearer Notes in each case pursuant to its provisions, these Conditions or any relevant Program Document.

**Partly Paid Note** means a Note in relation to which the initial subscription moneys are payable to the Issuer in two or more instalments.

**Paying Agent** means, in relation to any Notes, the Euro Fiscal Agent, the CMU Lodging Agent, the Australian Registrar, the New Zealand Registrar, the Canadian Registrar and any person appointed to act as paying agent, or any successor paying agent, appointed under the relevant Agency Agreement and such other paying agent in relation to any Notes as may from time to time be appointed by the Issuer.

**Payment Business Day** means:

(a) if the currency of payment is euro, any day which is:

 (i) a day on which banks in the relevant place of presentation are open for presentation and payment of debt securities and for dealings in euro; and

 (ii) a TARGET Settlement Day and a day on which dealings in euro may be carried on in each (if any) Additional Financial Centre; or

(b) if the currency of payment is Renminbi, any day which is:

 (i) a day (other than a Saturday, a Sunday or a public holiday) on which commercial banks are generally open for business and settlement of Renminbi payments in Hong Kong and such other principal financial centre as may be agreed from time to time by the Issuer and the relevant Dealer(s) are open for business; and

 (ii) in the case of Notes lodged with the CMU, a day on which the CMU is operating;

(c) if the currency of payment is not euro or Renminbi, any day which is:

 (i) a day on which banks in the relevant place of presentation are open for presentation and payment of debt securities and for dealings in foreign currencies; and

 (ii) in the case of payment by transfer to an account, a day on which dealings in foreign currencies may be carried on in the Principal Financial Centre of the currency of payment and in each (if any) Additional Financial Centre.

**Permanent Global Note** means a Global Note in permanent global form representing Bearer Notes of one or more Tranches of the same series in or substantially in the form set out in the Euro Fiscal Agency Agreement or in such other form as may be agreed between the Issuer, the Euro Fiscal Agent and the relevant Dealers.

**Principal Financial Centre** means:

(a) in relation to euro, it means the principal financial centre of the Member State of the European Communities as is selected (in the case of a payment) by the payee or (in the case of a calculation) by the Calculation Agent;

(b) in relation to Australian dollars, it means either Sydney or Melbourne as selected (in the case of a payment) by the payee or (in the case of a calculation) by the Calculation Agent;

(c) in relation to New Zealand dollars, it means either Wellington or Auckland as selected (in the case of a payment) by the payee or (in the case of a calculation) by the Calculation Agent; and

(d) in relation to any currency, the principal financial centre for that currency.

**Principal Paying Agent** means, in relation to any Notes, the person specified as such in the relevant Final Terms.

**Program** means the program for the issuance of Notes established by the Issuer and described in Condition 1.1 ("Program").

**Program Documents** means:

(a) each Agency Agreement;

(b) the Deed of Covenant;

(c) the Australian Note Deed Poll;

(d) the New Zealand Note Deed Poll,

and any other agreement, deed or document which the Issuer acknowledges in writing from time to time to be a Program Document.

**Prospectus Directive** means Directive 2003/71/EC of the European Parliament.

**Receipt** means a payment receipt relating to the payment of principal on a Note in or substantially in the form set out in the Euro Fiscal Agency Agreement, or in such other form as may be agreed between the Issuer and the Euro Fiscal Agent.

**Receiptholder** means, in respect of a Series, the holders of the Receipts.

**Record Date** means, in the case of payments of interest, the close of business in the place where the relevant Register is maintained on:

(a) in the case of Australian Domestic Notes, the eighth calendar day before the relevant date for payment or any date so described in the relevant Final Terms;

(b) in the case of New Zealand Domestic Notes, the tenth calendar day before the relevant date for payment or any date so described in the Final Terms; and

(c) in the case of Canadian Domestic Notes, the fifteenth calendar day before the relevant date for payment or any date so described in the Final Terms.

**Redemption Amount** means, as appropriate, the Final Redemption Amount, the Early Redemption Amount (Tax), the Early Redemption Amount (Call), the Early Redemption Amount (Put), the Early Termination Amount or such other amount in the nature of a redemption amount as may be specified in, or determined in accordance with the provisions of, the relevant Final Terms.

**Reference Banks** means the institutions so described in the relevant Final Terms or, if none, four major banks selected by the Calculation Agent in the market that is most closely connected with the Reference Rate.

**Reference Price** has the meaning given in the relevant Final Terms.

**Reference Rate** means the rate so described in the relevant Final Terms.

**Register** means:

(a) in relation to Australian Domestic Notes, the Australian Register;

(b) in relation to the New Zealand Domestic Notes, the New Zealand Register; and

(c) in relation to Canadian Domestic Notes, the Canadian Register.

**Registered Global Note** means a Canadian Domestic Note in global form representing Canadian Domestic Notes of one or more Tranches of the same Series in or substantially in the form set out in the Canadian Registry Services Agreement or in such other form as may be agreed between the Issuer, the Canadian Registrar and the relevant Dealer(s).

**Registered Note** means:

(a) an Australian Domestic Note;

(b) a New Zealand Domestic Note;

(c) a Canadian Domestic Note; or

(d) such other Note issued in registered form which is specified as such in the applicable Final Terms.

**Registrar** means:

(a) in relation to Australian Domestic Notes, the Australian Registrar;

(b) in relation to New Zealand Domestic Notes, the New Zealand Registrar; and

(c) in relation to Canadian Domestic Notes, the Canadian Registrar.

**Registry Services Agreement** means:

(a) in the case of Australian Domestic Notes, the Australian Registry Services Agreement;

(b) in the case of New Zealand Domestic Notes, the New Zealand Registry Services Agreement; and

(c) in the case of Canadian Domestic Notes, such registry services agreement as agreed between the Issuer and the Canadian Registrar.

**Related Body Corporate** has the meaning it has in the Corporations Act.

**Relevant Date** means, in relation to any payment, whichever is the later of:

(a) the date on which the payment in question first becomes due; and

(b) if the full amount payable has not been received in the Principal Financial Centre of the currency of payment by the Principal Paying Agent (or, in the case of Notes held through the CMU, the CMU Lodging Agent) on or prior to such due date, the date on which (the full amount having been so received) notice to that effect has been given to the Noteholders.

**Relevant Financial Centre** has the meaning given in the relevant Final Terms.

**Relevant Screen Page** means:

(a) the page, section or other part of a particular information service (including, without limitation, the Reuters Monitor Money Rates Service) specified as the Relevant Screen Page in the relevant Final Terms; or

(b) any other page, section or other part as may replace it on that information service or such other information service, in each case, as may be nominated by the person providing or sponsoring the information appearing there for the purpose of displaying rates or prices comparable to the Reference Rate.

**Relevant Time** means the time so described in the relevant Final Terms.

**Reserved Matter** means any proposal to change any date fixed for payment of principal or interest in respect of the Notes, to reduce the amount of principal or interest payable on any date in respect of the Notes, to alter the method of calculating the amount of any payment in respect of the Notes or the date for any such payment, to change the currency of any payment under the Notes or to change the quorum requirement relating to meetings or the majority required to pass an Extraordinary Resolution or to amend this definition.

**Series** means each original issue of a Tranche of Notes, together with the issue of any further Tranche of Notes, expressed to form a single Series with the original issue and the Notes comprising such Tranches being identical in every respect except for the Issue Date, Issue Price and Interest Commencement Date of the Tranche and, in respect of the first interest payment (if any). A Series may comprise Notes in more than one denomination.

**Specified Currency** means the currency specified in the relevant Final Terms which may include Australian Dollars ("**A$**" or "**AUD**"), Canadian Dollars ("**C$**" or "**CAD**"), Euro ("**€**", "**Euro**" or "**EUR**"), Hong Kong Dollars ("**HKD**"), Japanese Yen ("**JPY**"), New Zealand Dollars ("**N.Z.$**" or "**NZD**"), Renminbi ("**RMB**"), Singapore Dollars ("**SGD**"), Sterling ("**GBP**"), and United States dollars ("**USD**"), or any other freely transferable and freely convertible currency.

**Specified Denomination** has the meaning given in the relevant Final Terms.

**Specified Office** means, in relation to a person, the office specified in the most recent Prospectus for the Program or such other address as is notified to Noteholders from time to time.

**Specified Period** has the meaning given in the relevant Final Terms.

**Subsidiary** means of another entity which is a subsidiary of the first within the meaning of part 1.2 division 6 of the Corporations Act or is a subsidiary of or otherwise controlled by the first within the meaning of any approved accounting standard.

"**sub-unit**" means with respect to any currency other than euro, the lowest amount of such currency that is available as legal tender in the country of such currency and, with respect to euro, means one cent.

**Talonholders** in respect of a Series, means the holders of the Talons.

**Talons** means the bearer talons (if any) appertaining to, and exchangeable in accordance with their provisions for the further Coupons appertaining to, a Definitive Bearer Note (other than a Zero Coupon Note) in or substantially in the relevant form set out in the Euro Fiscal Agency Agreement or in such other form as may be agreed between the Issuer and the Euro Fiscal Agent.

**TARGET2** means the Trans-European Automated Real-Time Gross Settlement Express Transfer payment system which utilises a single shared platform and which was launched on 19 November 2007 or any successor thereto.

**TARGET Settlement Day** means any day on which TARGET2 is open for the settlement of payments in euro.

**Tax Act** means the Income Tax Assessment Act 1936 of Australia or the Income Tax Assessment Act 1997 of Australia, as the context requires.

**Taxes** means taxes, levies, imposts, deductions, charges or withholdings and duties imposed by any authority (including stamp and transaction duties) (together with any related interest, penalties and expenses in connection with them).

**Temporary Global Note** means a Global Note in temporary global form representing Bearer Notes of one or more Tranches of the same Series, in or substantially in the relevant form set out in the Euro Fiscal Agency Agreement or in such other form as may be agreed between the Issuer and the Euro Fiscal Agent.

**Tranche** means a tranche of Notes specified as such in the relevant Final Terms issued on the same Issue Date and on the same terms and conditions (except that a Tranche may comprise Notes in more than one denomination).

**UKLA Official List** means the Official List of the Financial Services Authority in its capacity as competent authority for the purposes of Part VI of FSMA and to trading on the Market.

**Variable Interest Note** means an Index Linked Interest Note or any other variable interest rate note other than a Floating Rate Note.

**Variable Note** means a Variable Redemption Note and Variable Interest Note.

**Variable Redemption Note** means an Index Linked Redemption Amount Note or Dual Currency Note.

**Zero Coupon Note** means a Note which does not carry an entitlement to periodic payment of interest prior to the redemption date of such Note and which is issued at a discount to its face value.

### 36.2 References to certain general terms

Unless the contrary intention appears, a reference in these Conditions to:

(a) a group of persons is a reference to any two or more of them jointly and to each of them individually;

(b) anything (including an amount) is a reference to the whole and each part of it;

(c) a document (including these Conditions) includes any variation or replacement of it;

(d) law means common law, principles of equity, and laws made by any parliament and regulations and other instruments under those laws and consolidations, amendments, re-enactments or replacements of any of them;

(e) an accounting term is a reference to that term as it is used in accounting standards under the Corporations Act, or, if not inconsistent with those standards, in accounting principles and practices generally accepted in Australia;

(f) the word "person" includes an individual, a firm, a body corporate, an unincorporated association and an authority; and

(g) a particular person includes a reference to the person's executors, administrators, successors, substitutes (including persons taking by novation) and assigns.

### 36.3 Number

The singular includes the plural and vice versa.

### 36.4 Headings

Headings (including those in brackets at the beginning of paragraphs) are for convenience only and do not affect the interpretation of these Conditions.

### 36.5 References

Unless the contrary intention appears, in these Conditions:

(a) a reference to a Noteholder is a reference to the holder of Notes of a particular Series and includes Couponholders, Talonholders and Receiptholders (if any);

(b) a reference to a Note is a reference to a Note of a particular Series and includes:

  (i) any Coupon, Receipt or Talon in relation to that Note; and

  (ii) any replacement Note, Coupon, Receipt or Talon issued under the Conditions;

(c) if Talons are specified in the relevant Final Terms as being attached to the Notes at the time of issue, references to Coupons are taken to include references to Talons; and

(d) if Talons are not specified in the relevant Final Terms as being attached to the Notes at the time of issue, references to Talons are not applicable.

### 36.6 References to principal and interest

Unless the contrary intention appears, in these Conditions:

(a) any reference to "principal" is taken to include the Redemption Amount, any additional amounts in respect of principal which may be payable under Condition 24 ("Taxation"), any premium payable in respect of a Note, and any other amount in the nature of principal payable in respect of the Notes under these Conditions;

(b) any reference to "interest" is taken to include any additional amounts in respect of interest which may be payable under Condition 24 ("Taxation") and any other amount in the nature of interest payable in respect of the Notes under these Conditions; and

(c) if an expression is stated as having the meaning given in the relevant Final Terms, but the relevant Final Terms gives no such meaning or specifies that such expression is "Not Applicable" then such expression is not applicable to the Notes.

# Taxation

## Australian Taxation

*The following is a general summary of the taxation treatment under the Income Tax Assessment Acts of 1936 and 1997 of Australia (together, "**Australian Tax Act**") and any relevant regulations, rulings or judicial or administrative pronouncements, at the date of this Prospectus, of payments of interest and certain other amounts on the Notes to be issued by the Issuer under the Program and certain other matters.*

*This summary applies to non-residents of Australia (other than non-residents acting at or through a permanent establishment in Australia) and Australian residents acting at or through a permanent establishment outside of Australia, is not exhaustive and should be treated with appropriate caution. In particular, the summary does not deal with the position of certain classes of Noteholders (including dealers in securities, custodians or other third parties who hold Notes on behalf of any other persons). Prospective Noteholders should also be aware that particular terms of issue of any Series of Notes may affect the tax treatment of that and other Series of Notes.*

*This summary is not intended to be, nor should it be construed as legal or tax advice to any particular investor. Prospective Noteholders should consult their professional advisers on the tax implications of an investment in the Notes for their particular circumstances.*

### 1 Interest withholding tax

The Australian Tax Act characterises securities as either "debt interests" (for all entities) or "equity interests" (for companies) including for the purposes of interest withholding tax ("**IWT**") and dividend withholding tax. IWT is payable at a rate of 10 percent of the gross amount of interest paid by the Issuer to a non-Australian resident (other than a non-Australian resident acting at or through a permanent establishment in Australia) or an Australian resident acting at or through a permanent establishment outside Australia unless an exemption is available. For these purposes, interest is defined in section 128A(1AB) of the Australian Tax Act to include amounts in the nature of, or in substitution for, interest and certain other amounts.

An exemption from IWT is available in respect of Notes issued by the Issuer if those Notes are characterised as both "debt interests" and "debentures" for the purposes of the Australian Tax Act and the requirements of section 128F of the Australian Tax Act are satisfied. The Issuer intends to issue Notes which will be characterised as both "debt interests" and "debentures" for these purposes and satisfy the requirements of section 128F of the Australian Tax Act.

The requirements for an exemption from IWT under section 128F of the Australia Tax Act in respect of the Notes are as follows:

(a) the Issuer is a resident of Australia, or is a non-Australian resident carrying on business at or through a permanent establishment in Australia when it issues those Notes and when interest is paid;

(b) those Notes are issued in a manner which satisfies the public offer test. In relation to the Notes, there are five principal methods of satisfying the public offer test, the purpose of which is to ensure that lenders in capital markets are aware that the Issuer is offering those Notes for issue. In summary, the five methods are:

  (i) offers to 10 or more unrelated financiers or securities dealers;

  (ii) offers to 100 or more investors;

  (iii) offers of listed Notes;

  (iv) offers via publicly available information sources; and

  (v) offers to a dealer, manager or underwriter who offers to sell those Notes within 30 days by one of the preceding methods.

  The issue of any of those Notes (whether in global form or otherwise) and the offering of interests in any of those Notes by one of these methods should satisfy the public offer test, provided:

(c) the Issuer does not know, or have reasonable grounds to suspect, at the time of issue, that those Notes or interests in those Notes were being, or would later be, acquired, directly or indirectly, by an "associate" of the Issuer, except as permitted by section 128F(5) of the Australian Tax Act; and

(d) at the time of the payment of interest, the Issuer does not know, or have reasonable grounds to suspect, that the payee is an "associate" of the Issuer, except as permitted by section 128F(6) of the Australian Tax Act.

*Associates*

An "associate" of the Issuer for the purposes of section 128F, when the Issuer is not a trustee, includes (i) a person or entity which holds 50 percent or more of the voting shares of, or otherwise controls, the Issuer, (ii) an entity which is a subsidiary of, or otherwise controlled by, the Issuer, (iii) a trustee of a trust where the Issuer is capable of benefiting (whether directly or indirectly) under that trust, and (iv) a person or entity who is an "associate" of another person or company which is an "associate" of the Issuer under any of the foregoing.

However, for the purposes of sections 128F(5) and (6) of the Australian Tax Act (see paragraphs (d) and (e) above) an "associate" does not include:

(A) an onshore associate (ie an Australian resident associate who does not hold the Notes in the course of carrying on business at or through a permanent establishment outside Australia, or a non-Australian resident associate who holds the Notes in the course of carrying on business at or through a permanent establishment in Australia); or

(B) an offshore associate (ie an Australian resident associate who holds the Notes in the course of carrying on business at or through a permanent establishment outside Australia, or a non-Australian resident associate who does not hold the Notes in the course of carrying on business at or through a permanent establishment in Australia) who is acting in the capacity of:

(i) in the case of section 128F(5) only, a dealer, manager or underwriter in relation to the placement of the relevant Notes; or

(ii) a clearing house, custodian, funds manager, responsible entity of a registered scheme and, in the case of section 128F(6) only, paying agent.

*Compliance with section 128F of the Australian Tax Act*

Unless otherwise specified in any relevant Final Terms (or another relevant supplement to this Prospectus), the Issuer intends to issue the Notes in a manner which will satisfy the requirements of section 128F of the Australian Tax Act that are in effect at the date of the issue of the Notes. If Notes are issued which do not satisfy the requirements of section 128F, further information on the material Australian tax consequences of payments of interest and certain other amounts on those Notes will be specified in the relevant Final Terms (or another relevant supplement to this Prospectus).

*Exemptions under tax treaties*

The Australian government has signed or announced new or amended double tax conventions ("**New Treaties**") with a number of countries (each a "**Specified Country**") which contain certain exemptions from IWT.

In broad terms, once implemented the New Treaties effectively prevent IWT applying to interest derived by:

(a) the government of the relevant Specified Country and certain governmental authorities and agencies in the Specified Country; and

(b) a "financial institution" which is a resident of a Specified Country and which is unrelated to and dealing wholly independently with the Issuer. The term "financial institution" refers to either a bank or any other enterprise which substantially derives its profits by carrying on a business of raising and providing finance. (However, interest under a back-to-back loan or an economically equivalent arrangement will not qualify for this exemption).

The Australian Federal Treasury maintains a listing of Australia's double tax conventions which provides details of country, status, withholding tax rate limits and Australian domestic implementation. This listing is available to the public at the Federal Treasury's Department's website at:

http://www.treasury.gov.au/contentitem.asp?pageId=&ContentID=625.

*Notes in bearer form - section 126 of the Australian Tax Act*

Section 126 imposes a type of withholding tax at the rate of (currently) 45 percent on the payment of interest on Notes in bearer form if the Issuer fails to disclose the names and addresses of the holders to the Australian

Taxation Office ("**ATO**"). Section 126 does not apply to the payment of interest on Notes in bearer form held by non-Australian residents who do not carry on business at or through a permanent establishment in Australia where the issue of those Notes has satisfied the requirements of section 128F or IWT is payable. In addition, the ATO has confirmed that for the purpose of section 126, the holder of debentures (such as the Notes in bearer form) means the person in possession of the debentures. Section 126 is therefore limited in its application to persons in possession of Notes in bearer form who are residents of Australia or non-Australian residents who are engaged in carrying on business at or through a permanent establishment in Australia. Where interests in Notes in bearer form are held through Euroclear, Clearstream, Luxembourg or the CMU, the Issuer intends to treat the operators of those clearing systems as the holders of those Notes for the purposes of section 126.

*Payment of additional amounts*

(a) As set out in more detail in the relevant Terms and Conditions for the Notes and unless expressly provided to the contrary in the relevant Final Terms (or another relevant supplement to this Prospectus), if the Issuer is at any time required by law to deduct or withhold an amount in respect of Taxes imposed or levied by the Commonwealth of Australia or any political subdivision of it from a payment in respect of the Notes, the Issuer must, subject to certain exceptions, pay such additional amounts as may be necessary in order to ensure that the net amounts received by the holders of those Notes after such deduction or withholding are equal to the respective amounts which would have been received had no such deduction or withholding been required. If the Issuer is compelled by law in relation to any Notes to deduct or withhold an amount in respect of any withholding taxes, the Issuer will have the option to redeem those Notes in accordance with the relevant Terms and Conditions. Among other exceptions, no additional amounts are payable in relation to any payment in respect of the Notes to, or to a third party on behalf of, a holder of the Notes who is liable for the taxes in respect of the Notes by reason of the holder of the Note being an associate of the Issuer for the purposes of section 128F(9) of the Australian Tax Act.

**2 Other tax matters**

Subject to paragraph 3, under Australian laws as presently in effect:

(a) *income tax - offshore Noteholders* - assuming the requirements of section 128F of the Australian Tax Act are satisfied with respect to the Notes, payment of principal and interest to a Noteholder who is a non-resident of Australia and who, during the taxable year, does not hold the Notes in the course of carrying on business at or through a permanent establishment in Australia, will not be subject to Australian income taxes;

(b) *income tax - Australian Noteholders* - Australian residents or non-Australian residents who hold the Notes in the course of carrying on business at or through a permanent establishment in Australia ("**Australian Holders**") will generally be assessable for Australian tax purposes on income either received or accrued due to them in respect of the Notes. Whether income will be recognised on a cash receipts or accruals basis will depend upon the tax status of the particular Noteholder and the terms and conditions of the Notes. Special rules apply to the taxation of Australian residents who hold the Notes in the course of carrying on business at or through a permanent establishment outside Australia, which vary depending on the country in which that permanent establishment is located;

(c) *gains on disposal or redemption of Notes - offshore Noteholders* - a Noteholder who is a non- Australian resident will not be subject to Australian income tax on gains realised during that year on the sale or redemption of the Notes; provided:

    (i) if the non-Australian resident is not a resident of a country with which Australia has entered into a double tax treaty - such gains do not have an Australian source; or

    (ii) if the non-Australian resident is a resident of a country with which Australia has entered into a double tax treaty - the non-Australian resident does not hold the Notes in the course of carrying on business at or through a permanent establishment in Australia.

    A gain arising on the sale of Notes by a non-Australian resident holder to another non-Australian resident where the Notes are sold outside Australia and all negotiations are conducted, and documentation executed outside Australia would not generally be regarded as having an Australian source;

(d) *gains on disposal or redemption of Notes - Australian Noteholders* - Australian Noteholders will generally be required to include any gain or loss on disposal or redemption of the Notes in their taxable income. Special rules apply to the taxation of Australian residents who hold the Notes in the course of carrying on business at or through a permanent establishment outside Australia, which vary depending on the country in which that permanent establishment is located;

(e) *deemed interest* - there are specific rules that can apply to treat a portion of the purchase price of Notes as interest for IWT purposes when certain Notes originally issued at a discount or with a maturity premium or which do not pay interest at least annually are sold to an Australian resident (who does not acquire them in the course of carrying on trade or business at or through a permanent establishment outside Australia) or a non-resident of Australia who acquires them in the course of carrying on trade or business at or through a permanent establishment in Australia. These rules do not apply in circumstances where the deemed interest would have been exempt under section 128F if the Notes had been held to maturity by a non-resident of Australia;

(f) *stamp duty and other taxes* - no *ad valorem* stamp, issue, registration or similar taxes are payable in Australia on the issue or transfer of any Notes;

(g) *TFN withholding taxes on payments in respect of Notes* - section 12-140 of Schedule 1 to the Taxation Administration Act 1953 of Australia ("**Taxation Administration Act**") imposes a type of withholding tax at the rate of (currently) 46.5 percent on the payment of interest on certain registered securities unless the relevant payee has quoted an Australian tax file number ("**TFN**"), (in certain circumstances) an Australian Business Number ("**ABN**") or proof of some other exception (as appropriate).

Assuming the requirements of section 128F of the Australian Tax Act are satisfied with respect to the Notes, then the requirements of section 12-140 do not apply to payments to a holder of Notes in registered form who is not a resident of Australia and not holding those Notes in the course of carrying on business at or through a permanent establishment in Australia. Payments to other classes of holders of Notes in registered form may be subject to a withholding where the holder of those Notes does not quote a TFN, ABN or provide proof of an appropriate exemption (as appropriate);

(h) *goods and services tax (GST)* - neither the issue nor receipt of the Notes will give rise to a liability for GST in Australia on the basis that the supply of Notes will comprise either an input taxed financial supply or (in the case of an offshore subscriber) a GST-free supply. Furthermore, neither the payment of principal or interest by the Issuer, nor the disposal or redemption of the Notes, would give rise to any GST liability in Australia;

(i) *additional withholdings from certain payments to non-residents* - section 12-315 of Schedule 1 to the Taxation Administration Act gives the Governor-General power to make regulations requiring withholding from certain payments to non-residents of Australia. However, section 12-315 expressly provides that the regulations will not apply to interest and other payments which are already subject to the current IWT rules or specifically exempt from those rules. Further, regulations may only be made if the responsible Minister is satisfied the specified payments are of a kind that could reasonably relate to assessable income of foreign residents. The regulations promulgated prior to the date of this Prospectus are not relevant to any payments in respect of the Notes. Any further regulations should also not apply to repayments of principal under the Notes as, in the absence of any issue discount, such amounts will generally not be reasonably related to assessable income. The possible application of any future regulations to the proceeds of any sale of the Notes will need to be monitored;

(j) *taxation of foreign exchange gains and losses* - Divisions 775 and 960 of the Australian Tax Act contain rules to deal with the taxation consequences of foreign exchange transactions.

These rules are complex and may apply to any Noteholders who are Australian residents, or non-Australian residents that hold Notes in the course of carrying on business at or through a permanent establishment in Australia, in respect of Notes that are not denominated in Australian dollars. Any such Noteholders should consult their professional advisors for advice as to how to tax account for any foreign exchange gains or losses arising from their holding of those Notes; and

(k) *garnishee notices* – the ATO has the power to issue notices requiring any person who owes, or who may later owe, money to a taxpayer who has a tax-related liability, to pay to the ATO the money owed to the taxpayer. If the Issuer is served with such a notice in respect of a Noteholder, then the Issuer will comply with that notice and is not required to pay any additional amount to the holder on account of the amount withheld and paid to the ATO.

(l) *taxation of financial arrangements* – Division 230 of the Australian Tax Act contains tax timing rules for certain taxpayers to bring to account gains and losses from "financial arrangements". The rules do not apply to certain taxpayers or in respect of certain short term "financial arrangements". They should not, for example, generally apply to holders of the Notes which are individuals and certain other entities (e.g. certain superannuation entities and managed investment schemes) which do not meet various turnover or asset thresholds, unless they make an election that the rules apply to their "financial arrangements". Potential holders of Notes should seek their own tax advice regarding their own personal circumstances as to whether such an election should be made.

The rules in Division 230 do not alter the rules relating to the imposition of IWT. In particular, the new rules do not override the IWT exemption available under section 128F of the Australian Tax Act.

## New Zealand Taxation

*The following is a summary of the New Zealand taxation treatment at the date of the Prospectus of payments of interest on New Zealand Domestic Notes and certain other matters. It is not exhaustive and, in particular, does not deal with the position of certain classes of holders of New Zealand Domestic Notes. Prospective holders of New Zealand Domestic Notes who are in any doubt as to their tax position should consult their professional advisers.*

Under the New Zealand Income Tax Act 2007 ("**New Zealand Tax Act**"), resident withholding tax ("**RWT**") is potentially applicable to interest paid to New Zealand residents (or non-residents engaged in business in New Zealand through a fixed establishment, such as a branch, in New Zealand). Any payment of interest on New Zealand Domestic Notes to a New Zealand resident (or such non-resident with a fixed establishment in New Zealand) will be resident passive income which is subject to the RWT rules.

Under the New Zealand Tax Act, certain categories of persons can apply for certificates of exemption from RWT. Interest paid to holders of valid certificates of exemption is not subject to RWT. For the Issuer to be satisfied that this exemption applies to the payment of interest on a New Zealand Domestic Note:

(a) the Issuer must be satisfied that the holder of the New Zealand Domestic Note is a registered bank under the Reserve Bank of New Zealand Act 1989; or

(b) the Issuer must have seen a copy of a certificate of exemption issued to the holder.

If the Issuer is not satisfied that the holder has a valid certificate of exemption, the Issuer will deduct RWT from the payment of interest on the New Zealand Domestic Notes. The rate of RWT deducted from the interest will normally be 28 percent if the holder is a company or unit trust. Holders must furnish their tax file numbers to the Issuer.

Whether or not RWT is deducted, such a holder will be subject to income tax pursuant to the financial arrangements rules in Part EW of the New Zealand Tax Act in respect of the investment in the New Zealand Domestic Note. Australian withholding tax deducted from interest paid to a holder (if any) can reduce the amount of tax payable on income recognised under the financial arrangements rules.

If the holder is not:

(a) tax resident in New Zealand; nor

(b) engaged in business in New Zealand through a fixed establishment in New Zealand; nor

(c) a resident of one of the following countries (which have double taxation agreements ("**DTAs**") in effect with New Zealand at the date of the Prospectus): Australia; Austria; Belgium; Chile; China; the Czech Republic; Denmark; Finland; France; Germany; India; Indonesia; Ireland; Mexico; Norway; Republic of Korea; Russia; Singapore; Switzerland; Taiwan; Thailand; The Netherlands; The Philippines; United Arab Emirates; the United Kingdom and the United States of America ("**Relevant DTA Countries**"),

the Issuer must deduct non-resident withholding tax ("**NRWT**") from the interest paid on the New Zealand Domestic Notes. If the interest is non-resident passive income, it is excluded from resident passive income and RWT does not have to be deducted. Any such NRWT will be a final tax applied by New Zealand in respect of interest derived by such a holder. Such a holder may be, but is unlikely to be, subject to New Zealand income tax on any other gains derived from holding the Note, such as gains on sale.

A holder of a New Zealand Domestic Note who is neither tax resident in New Zealand nor engaged in business in New Zealand through a fixed establishment in New Zealand and who is resident in a Relevant DTA Country must provide the Issuer with such evidence of the holder's residence in a Relevant DTA Country and entitlement to benefit under that DTA as the Issuer may require. If the Issuer is not satisfied accordingly, the Issuer will deduct NRWT from the payment of interest on the New Zealand Domestic Notes.

As set out in more detail in Condition 24 ("Taxation") of the Notes, if the Issuer at any time is compelled by law to deduct or withhold an amount in respect of any withholding taxes, the Issuer will deduct the required withholding tax and there will be no grossing-up of the payment.

The Issuer has been advised that under New Zealand laws as presently in effect:

(A) as New Zealand does not impose any stamp duty (or similar issue or registration tax) and does not impose death duties, no New Zealand stamp duty or death duty will apply to any New Zealand Domestic Note or any holder of a New Zealand Domestic Note; and

(B) New Zealand goods and services tax will not apply in respect of any payments made on a New Zealand Domestic Note.

The NZClear System will only pay interest on securities lodged in the NZClear System in gross.

# Clearing and settlement

**Euroclear**

The Euroclear System was created in 1968 to hold securities for participants in the Euroclear System ("**Euroclear Participants**") and to effect transactions between Euroclear Participants through immobilisation of certificates and simultaneous electronic book-entry delivery against payment, thereby eliminating the need for physical movement of certificates and any risk from lack of simultaneous transfer of securities and cash. Euroclear Participants include banks (including central banks), securities brokers and dealers and other professional financial intermediaries. Indirect access to the Euroclear System is also available to other firms that clear through or maintain a custodial relationship with a Euroclear Participant, either directly or indirectly. The Euroclear System is operated by Euroclear.

Securities clearance accounts and cash accounts with Euroclear are governed by the terms and conditions governing use of Euroclear, the related operating procedures of the Euroclear System and applicable Belgian law (collectively, the "**Euroclear Terms and Conditions**"). The Euroclear Terms and Conditions govern transactions of securities and cash within Euroclear, withdrawal of securities and cash from the system and receipts of payments with respect to securities in the system. All securities in Euroclear are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts. Euroclear acts under the Euroclear Terms and Conditions only with Euroclear Participants themselves, and has no record of or relationship with persons holding through Euroclear Participants.

Distributions with respect to interests in Global Notes held through Euroclear will be credited to the Euroclear cash accounts of Euroclear Participants to the extent received by Euroclear's depositary, in accordance with the Euroclear Terms and Conditions. Euroclear will take any other action permitted to be taken by a holder of any Global Notes on behalf of a Euroclear Participant only in accordance with the Euroclear Terms and Conditions.

**Clearstream, Luxembourg**

Clearstream, Luxembourg is incorporated under the laws of Luxembourg as a professional depositary and provides, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities. As a professional depositary, Clearstream, Luxembourg is subject to regulation by the Luxembourg Monetary Institute. Clearstream, Luxembourg holds securities and provides clearing services for its participating organisations ("**Clearstream, Luxembourg Participants**"). Securities transfers are effected through book-entry changes in accounts of Clearstream, Luxembourg Participants, thereby eliminating the need for physical movement of certificates. Clearstream, Luxembourg Participants are recognised financial institutions around the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. Indirect access to Clearstream, Luxembourg is also available to others, such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Clearstream, Luxembourg, Participant, either directly or indirectly.

**Austraclear System (Australia)**

Austraclear began operation of the Austraclear System in Australia in 1984. Austraclear is an unlisted public company owned by financial institutions and other market participants. It operates the national central securities depositary to the Australian money market and registry for government, semi-government and private sector debt securities lodged with the Austraclear System. Through its proprietary Financial Transactions Recording and Clearance Systems ("**FINTRACS**") software, the Austraclear System electronically clears and settles most debt securities traded in the Australian money market and capital market.

The rights and obligations of Austraclear and participants under the Austraclear System are created by contract, as evidenced through the Austraclear System Regulations and Operating Manual, User Guides and instructions and directions contained within the Austraclear System ("**Austraclear Rules**").

Under the Austraclear System, a wide range of eligible debt instruments may be "lodged" with Austraclear and either immobilised in its vaults which are located in Austraclear's branch offices in Sydney and Melbourne (if they are in physical form), or recorded on an electronic register. Through the Austraclear System, ownership of these "physical" or "discount" debt instruments (Paper Securities) and "non-physical" or "fixed interest" debt instruments (Non-Paper Securities) is transferred electronically via book-entry changes without the need for physical delivery. Real-time settlement of cash transactions is facilitated by a real-time gross settlement ("**RTGS**") system, operated by the Reserve Bank of Australia ("**RBA**") and linked to the Austraclear System.

The Austraclear System relies upon both parties to a transaction entering trade details into computer terminals that the System then matches before effecting settlement. As well as facilitating securities settlements the Austraclear System also provides members with the ability to make high-value funds transfers independent of the need for a corresponding securities transfer.

As transactions currently processed through the Austraclear System are made on a RTGS basis, the cash settlement of transactions in debt securities, will be settled individually on a real time gross basis through institutions' exchange settlement accounts (held at the RBA). A payment will be settled only if the paying institution has an adequate balance in the exchange settlement account. Once that payment is made, it is irrevocable in the sense it is protected from recall by the remitter or dishonour by the paying institution. This allows for true delivery versus payment to take place; that is, securities and cash transfers occur simultaneously, counterparties to the transaction will own either securities or cash and finality is immediate.

**NZClear System (New Zealand)**

Since 1990, the RBNZ has operated the NZClear System (previously called the Austraclear New Zealand system) in New Zealand out of its Financial Services Group. The NZClear System electronically clears and settles most debt and equity securities issued by the New Zealand Government, local authorities and other public and private sector issuers traded in the New Zealand money market and capital market.

The rights and obligations of the RBNZ as operator of the NZClear System and participants under the NZClear System are created by contract, as evidenced through the NZClear System Rules and the NZClear Operating Guidelines ("**NZClear Rules**").

Under the NZClear System, a wide range of eligible New Zealand dollar-denominated securities (debt instruments and equities) may be "lodged" with New Zealand Central Securities Depository Limited ("**NZCSD**"), a custodian that is wholly owned by the RBNZ, and recorded on an electronic register. Through the NZClear System, ownership of these debt instruments is transferred electronically via book-entry changes without the need for physical delivery. Real-time settlement of cash transactions is facilitated by a RTGS system, operated by the RBNZ.

The NZClear System relies upon both parties to a transaction entering trade details into computer terminals that the NZClear System then matches before effecting settlement. As well as facilitating securities settlements, the NZClear System also provides members with the ability to make high-value funds transfers independent of the need for a corresponding securities transfer.

As transactions currently processed through the NZClear System are made on a RTGS basis, all high-value and time critical inter-bank payments, including the cash settlement of transactions in debt securities, will be settled individually on a RTGS basis through the institutions' NZClear System cash account that clears through their respective banks' exchange settlement accounts. A payment will be settled only if the paying institution has an adequate balance in the exchange settlement account it maintains with the RBNZ. Once that payment is made, it is irrevocable in the sense it is protected from recall by the remitter or dishonour by the paying institution. This allows for true delivery versus payment to take place; that is, securities and cash transfers occur simultaneously, counterparties to the transaction will own either securities or cash and finality is immediate.

The NZClear System will only pay interest on securities lodged in the NZClear System in gross. As described in more detail above, under "New Zealand Taxation", interest paid to holders of valid certificates of exemption is not subject to the New Zealand RWT rules. In order for this exemption to apply to the payment of interest on a New Zealand Domestic Note, the New Zealand Registrar must have seen a copy of a certificate of exemption issued to the holder or, if the New Zealand Domestic Note is held through a nominee member of the NZClear System, to the nominee. However, the RBNZ will allow a member of the NZClear System that is non-resident in New Zealand and does not hold a certificate of exemption from RWT to hold only New Zealand government securities.

Accordingly, in practice:

(i) a holder of a New Zealand Domestic Note lodged in the NZClear System must provide evidence to the RBNZ that it is the holder of a certificate of exemption from RWT; or

(ii) the holder must hold the New Zealand Domestic Note through a nominee member of the NZClear System that has itself provided that evidence to the RBNZ; or

(iii) (where a New Zealand Domestic Note is traded from the NZClear System to either Euroclear or Clearstream, Luxembourg, in which case the New Zealand Domestic Note remains within the NZClear System (see below)), The Hongkong and Shanghai Banking Corporation (acting through HSBC Nominees (New Zealand) Limited ("**HSBC Nominees**")), which acts as agent for Euroclear, and JPMorgan Chase Bank, N.A. ("**JPM**"), which acts as agent for Clearstream, Luxembourg, manage any related interest withholding tax that is legally required in relation to the relevant payment; in this case, each of Euroclear and Clearstream, Luxembourg is responsible for advising HSBC Nominees or JPM, as the case may be, of the tax status of its holder as the beneficial owner of the New Zealand Domestic Note.

**Central Moneymarket Unit Service**

The CMU is a central depositary service provided by the Central Moneymarkets Unit of the HKMA for the safe custody and electronic trading between the CMU Members of capital markets instruments ("**CMU Instruments**") which are specified in the CMU Manual (published by the Central Moneymarkets Unit of the HKMA) as capable of being held within the CMU.

The CMU is only available to CMU Instruments issued by a CMU Member or by a person for whom a CMU Member acts as agent for the purposes of lodging instruments issued by such persons. Membership of the services is open to all members of the Hong Kong Capital Markets Association, "authorised institutions" under the Banking Ordinance (Cap. 155) of Hong Kong and 'exempt dealers' in securities under the Securities Ordinance (Cap. 333) of Hong Kong.

Compared to clearing services provided by Euroclear and Clearstream, Luxembourg, the standard custody and clearing service provided by the CMU is limited. In particular (and unlike the European clearing systems), the HKMA does not as part of this service provide any facilities for the dissemination to the relevant CMU Members of payments (of interest or principal) under, or notices pursuant to the notice provisions of, the CMU Instruments. Instead, the HKMA advises the lodging CMU Member (or a designated paying agent) of the identities of the CMU Members to whose accounts payments in respect of the relevant CMU Instruments are credited, whereupon the lodging CMU Member (or the designated paying agent) will make the necessary payments of interest or principal or send notices directly to the relevant CMU Members.

Similarly, the HKMA will not obtain certificates of non-U.S. beneficial ownership from CMU Members or provide any such certificates on behalf of CMU Members, The CMU Lodging Agent will collect such certificates from the relevant CMU Members identified from a CMU Instrument Position Report obtained by request from the HKMA for this purpose.

An investor holding an interest in the CMU Instruments through an account with either Euroclear or Clearstream, Luxembourg will hold that interest through the respective accounts which Euroclear and Clearstream, Luxembourg each have with the CMU.

**Cross-market trading - Austraclear System**

The Austraclear System in Australia is a participant in the Euroclear System and the Clearstream, Luxembourg (each a "**Clearance and Settlement System**"). The Austraclear Australian Rules provide for members of the Austraclear System to lodge, take out ("**uplift**") and record transactions in respect of entitlements to certain bonds, notes, certificates of deposit and commercial paper issued in the Euromarkets ("**Eurosecurities**"). Members of the Austraclear System will acquire an equitable interest (a "**Euroentitlement**") in the rights which the Austraclear System acquires to the relevant Eurosecurities. A Euroentitlement will be lodged in the Austraclear System by the member arranging for the transfer of the Eurosecurities to the account of Austraclear System with the relevant Clearance and Settlement System. It will not be possible for members to subscribe for a Eurosecurity through the Austraclear System. Once a Euroentitlement is lodged with the Austraclear System the member can deal with the Euroentitlement in much the same way as other securities lodged with the Austraclear System.

The Austraclear System will establish a separate account in Australia through which it will receive and disburse payments to members who hold Euroentitlements. Payments received by the Austraclear System in respect of Eurosecurities relating to Euroentitlements will be paid by the Austraclear System to the relevant member for value on the same day that payment is made by the issuer of the related Eurosecurities.

Euroentitlements will be able to be uplifted from the Austraclear System by the Austraclear System transferring the related Eurosecurity to the account of another participant in the relevant Clearance and Settlement System.

At present the provisions do not provide for a two-way link. The provisions will only apply to securities issued in the Euromarkets. Accordingly, the new arrangements will not apply to instruments issued in the Australian domestic markets.

**Cross-market trading - NZClear System**

HSBC Nominees acts in New Zealand as the agent for Euroclear, and JPM as the agent for Clearstream, Luxembourg for New Zealand dollar-denominated fixed interest and registered discount securities issued in the New Zealand domestic markets and initially lodged with the NZClear System.

Unlike the Austraclear System in Australia, the RBNZ is not a participant in Euroclear or Clearstream, Luxembourg. If a security is traded from the NZClear System into Euroclear or Clearstream, Luxembourg, the security is transferred from the account of the relevant member of the NZClear System into the pool account of Euroclear or Clearstream, Luxembourg, as the case may be, within the NZClear System. Legal ownership of the security remains with NZCSD and only the beneficial entitlements to the security changes. That is, the security always remains lodged within the NZClear System and is not "uplifted" into Euroclear or Clearstream, Luxembourg. The relevant participant in Euroclear or Clearstream, Luxembourg acquires an equitable interest in the rights which Euroclear or Clearstream, Luxembourg acquires to the relevant security.

On advice from Euroclear or Clearstream, Luxembourg, HSBC Nominees or JPM, as the case may be, enters and settles transactions in the NZClear System with its New Zealand member, then advises Euroclear or Clearstream, Luxembourg electronically via SWIFT. Any payments of funds are cleared by Euroclear's or Clearstream, Luxembourg's New Zealand bank.

At present, the NZClear System does not provide for a two-way link with Euroclear and Clearstream, Luxembourg. The NZClear System enables New Zealand Domestic Notes initially lodged within the NZClear System to be traded to Euroclear and Clearstream, Luxembourg accounts through their respective New Zealand agents. It is not possible at present for New Zealand dollar-denominated Eurosecurities initially lodged within Euroclear and/or Clearstream, Luxembourg to be traded into the NZClear System or to be subscribed through the NZClear System.

**CDS Clearing and Depository Services Inc. ("CDS") (Canada)**

CDS was formed in November 2006 pursuant to the restructuring of The Canadian Depository for Securities Limited ("**CDS Ltd.**"). After the restructuring, CDS Ltd., founded in 1970, remains the holding company for CDS and two other operating subsidiaries. CDS is Canada's national securities clearing and depository services organisation. Functioning as a service utility for the Canadian financial community, CDS provides a variety of computer automated services for financial institutions and investment dealers active in domestic and international capital markets. CDS participants ("**CDS Participants**") include banks (including the Canadian Subcustodians (defined below)), investment dealers and trust companies and may include certain of the Dealer(s) when appointed. Indirect access to CDS is available to other organisations that clear through or maintain a custodial relationship with a CDS Participant. Transfers of ownership and other interests, including cash distributions, in Notes in CDS may only be processed through CDS Participants and will be completed in accordance with existing CDS rules and procedures. CDS operates in Montreal, Toronto, Calgary and Vancouver to centralise securities clearing functions through a central securities depositary.

CDS is wholly-owned by CDS Ltd. CDS Ltd. is a private corporation, owned one-third by investment dealers, one-third by banks and one-third by trust companies through their respective industry associations. CDS is the exclusive clearing house for equity trading on the Toronto Stock Exchange and also clears a substantial volume of over the counter trading in equities and bonds.

**Global clearance and settlement procedures**

Initial settlement for Notes settling and clearing in CDS will be made in immediately available Canadian dollar funds.

Beneficial interests in the Notes will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in CDS. Investors may elect to hold interests in the Notes directly through any of CDS (in Canada), or (if so indicated in the applicable Final Terms) Clearstream, Luxembourg or Euroclear (in Europe) if they are participants of such systems, or indirectly through organisations which are participants in such systems. Clearstream, Luxembourg and Euroclear will hold interests on behalf of their participants through customers' securities accounts in their respective names on the books of their respective Canadian subcustodians, each of which is a Canadian schedule I chartered bank ("**Canadian Subcustodians**"), which in turn will hold such interests in customers' securities accounts in the names of the Canadian Subcustodians on the books of CDS.

Secondary market trading between CDS Participants will be in accordance with market conventions applicable to transactions in book-based Canadian domestic bonds. Secondary market trading between Clearstream, Luxembourg Participants and/or Euroclear Participants will occur in the ordinary way in accordance with the applicable rules and operating procedures of Clearstream, Luxembourg and Euroclear and will be settled using the procedures applicable to conventional Eurobonds in immediately available funds.

**Transfers between CDS and Clearstream, Luxembourg or Euroclear**

Links have been established among CDS, Clearstream, Luxembourg and Euroclear to facilitate the initial issuance of Notes and cross-market transfers of Notes associated with secondary market trading. CDS will be directly linked to Clearstream, Luxembourg and Euroclear through the CDS accounts of the respective Canadian Subcustodians of Clearstream, Luxembourg and Euroclear.

Cross-market transfers between persons holding directly or indirectly through CDS Participants, on the one hand, and directly or indirectly through Clearstream, Luxembourg Participants or Euroclear Participants, on the other, will be effected in CDS in accordance with CDS rules; however, such cross-market transactions will require delivery of instructions to the relevant clearing system by the counterparty in such system in accordance with its rules and procedures and within its established deadlines. The relevant clearing system will, if the transaction meets its settlement requirements, deliver instructions to CDS directly or through its Canadian Subcustodian to take action to effect final settlement on its behalf by delivering or receiving Notes in CDS, and making or receiving payment in accordance with normal procedures for settlement in CDS. Clearstream, Luxembourg Participants and Euroclear Participants may not deliver instructions directly to CDS or the Canadian Subcustodians.

Because of time-zone differences, credits of Notes received in Clearstream, Luxembourg or Euroclear as a result of a transaction with a CDS Participant will be made during subsequent securities settlement processing and dated the business day following the CDS settlement date. Such credits or any transactions in such Notes settled during such processing will be reported to the relevant Clearstream, Luxembourg Participants or Euroclear Participants on such business day. Cash received in Clearstream, Luxembourg or Euroclear as a result of sales of Notes by or through a Clearstream, Luxembourg Participant or a Euroclear Participant to a CDS Participant will be received with value on the CDS settlement date but will be available in the relevant Clearstream, Luxembourg or Euroclear cash account only as of the business day following settlement in CDS.

# Summary of provisions relating to Euro Notes and Canadian Domestic Notes while in Global Form

*This summary relates to the issue by the Issuer of Notes in bearer form ("**Euro Notes**") pursuant to the Euro Fiscal Agency Agreement dated 31 October 2001 as amended and restated on 15 October 2002 as amended and restated or supplemented from time to time between the Issuer and the Fiscal Agent and Canadian Domestic Notes in registered form pursuant to a Canadian Registry Services Agreement and having the benefit of the Deed of Covenant dated 12 October 2006 executed by the Issuer. All capitalised terms that are not defined in this summary have the meaning given to them in the "Terms and Conditions of the Notes".*

**1 Initial Issue of Notes**

Upon the initial deposit of a Temporary Global Note or a Permanent Global Note with a common depositary for Euroclear and Clearstream, Luxembourg ("Common Depositary") or with a sub-custodian for the CMU, or the initial deposit of a Registered Global Note with CDS Clearing and Depository Services Inc. and the initial registration of such Registered Global Note in the name of CDS & CO. as nominee of CDS (or any other nominee appointed by CDS) or in the name of a nominee for any other agreed clearing system, or a common nominee, and delivery of the relevant Global Note(s) to the appropriate depository, or a Common Depository, Euroclear, Clearstream, Luxembourg, CDS, the CMU or such other agreed clearing system will credit each subscriber with a principal amount of Notes equal to the principal amount for which it has subscribed and paid.

Notes that are initially deposited with the Common Depositary may also be credited to the accounts of subscribers with (if indicated in the relevant Final Terms) other clearing systems through direct or indirect accounts with Euroclear and Clearstream, Luxembourg held by such other clearing systems. Conversely, Notes that are initially deposited with any other clearing system (including CDS) may similarly be credited through direct or indirect participants' accounts with Euroclear, Clearstream, Luxembourg or other clearing systems.

Notes issued in bearer form will initially be issued in the form of a Temporary Global Note or a Permanent Global Note as indicated in the applicable Final Terms, which in either case, will be deposited on or prior to the original issue date to a Common Depositary.

Canadian Domestic Notes and other Notes issued in registered form which are held in CDS or any other agreed clearing system, will be registered in the name of a nominee for such system and the relevant Registered Global Note will be delivered to the appropriate depository or a Common Depository, as the case may be.

**2 Relationship of Accountholders with Clearing Systems**

Save as provided in the following paragraphs, each of the persons shown in the records of Euroclear, Clearstream, Luxembourg, CDS or any other clearing system as the holder of a Note represented by a Global Note must look solely to Euroclear, Clearstream, Luxembourg, CDS or such clearing system (as the case may be) for his share of each payment made by the Issuer to the bearer of such Global Note or the holder of the underlying Registered Notes, as the case may be, and in relation to all other rights arising under the Global Notes subject to and in accordance with the respective rules and procedures of Euroclear, Clearstream, Luxembourg, CDS or such clearing system (as the case may be). Such persons shall have no claim directly against the Issuer in respect of payments due on the Notes for so long as the Notes are represented by such Global Note and such obligations of the Issuer will be discharged by payment to the bearer on the registered holder (as the case may be) of such Global Note in respect of each amount so paid.

If a Global Note is lodged with a sub-custodian for or registered with the CMU, the person(s) for whose account(s) interests in such Global Note are credited as being held in the CMU in accordance with the CMU Rules as notified by the CMU to the CMU Lodging Agent in a relevant CMU Instrument Position Report or any other relevant notification by the CMU (which notification, in either case, shall be conclusive evidence of the records of the CMU save in the case of manifest error) shall be the only person(s) entitled (in the case of Registered Notes, directed or deemed by the CMU as entitled) to receive payments in respect of Notes represented by such Global Note and such obligations of the Issuer will be discharged by payment to, or to the order of, such person(s) for whose account(s) interests in such Global Note are credited as being held in the CMU in respect of each amount so paid. Each of the persons shown in the records of the CMU, as the beneficial holder of a particular nominal amount of Notes represented by such Global Note must look solely to the CMU Lodging Agent for his share of each payment so made by us in respect of such Global Note.

None of the Issuer, the Registrars or the Agents have any responsibility or liability for any aspect of the records of CDS or any other relevant clearing system relating to, or payments made on account of, beneficial ownership interests in the Notes or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests. Holders of beneficial interests in Global Notes held through CDS will not have a direct right to vote in respect of the Notes. Instead, such holders will be permitted to act only to the extent they are enabled by CDS to appoint proxies under and in accordance with the rules and procedures of CDS.

## 3 Payments

Whilst any Note is represented by a Temporary Global Note, payments of principal, interest (if any) and any other amount payable in respect of the Notes due prior to the Exchange Date will be made against presentation of the Temporary Global Note only to the extent that certification (in a form to be provided) to the effect that the beneficial owners of interest in such Note are not U.S. persons or persons who have purchased for resale to any U.S. person, as required by U.S. Treasury regulations, has been received by Euroclear and/or Clearstream, Luxembourg and Euroclear and/or Clearstream, Luxembourg, as applicable, have given a like certification (based on the certifications it has received) to the Fiscal Agent.

Payments of principal, interest (if any) or any other amounts on a Permanent Global Note (other than Notes held through the CMU), will be made through Euroclear and/or Clearstream, Luxembourg against presentation or surrender (as the case may be) of the Permanent Global Note without any requirement for certification.

Payments of principal, interest (if any) or any other amounts on Canadian Domestic Notes in global form will be made through CDS in accordance with its rules and procedures.

Payments of principal, interest (if any) or any other amounts on Notes held through the CMU shall be made to the person(s) for whose account(s) interests in the relevant Global Note are credited (as set out in a CMU Instrument Position Report or any other relevant notification supplied to the CMU Lodging Agent by the CMU).

## 4 Exchange

### 4.1 Temporary Global Notes

Each Temporary Global Note will be exchangeable, free of charge to the holder, on or after its Exchange Date in whole or in part upon certification as to non-U.S. beneficial ownership in the form set out in the Euro Fiscal Agency Agreement for interests in a Permanent Global Note or, if so provided in the relevant Final Terms, for Definitive Bearer Notes.

If:

(a) a Permanent Global Note has not been delivered or its principal amount increased by 5.00 p.m. (London time) on the seventh day after the bearer of a Temporary Global Note has requested exchange of an interest in the Temporary Global Note for an interest in a Permanent Global Note; or

(b) Definitive Bearer Notes have not been delivered by 5.00 p.m. (London time) on the thirtieth day after the bearer of a Temporary Global Note has requested exchange of the Temporary Global Note for Definitive Notes; or

(c) a Temporary Global Note (or any part of it) has become due and payable in accordance with the Terms and Conditions of the Notes or the date for final redemption of a Temporary Global Note has occurred and, in either case, payment in full of the amount of principal falling due with all accrued interest has not been made to the bearer of the Temporary Global Note in accordance with the terms of the Temporary Global Note on the due date for payment,

then the Temporary Global Note (including the obligations to deliver a Permanent Global Note or increase the principal amount thereof or deliver Definitive Notes, as the case may be) will become void at 5.00 p.m. (London time) on such seventh day (in the case of (a) above) or at 5.00 p.m. (London time) on such thirtieth day (in the case of (b) above) or at 5.00 p.m. (London time) on such due date (in the case of (c) above) and the bearer of the Temporary Global Note will have no further rights thereunder (but without prejudice to the rights which the bearer of the Temporary Global Note or others may have under a deed of covenant dated 12 October 2006 ("**Deed of Covenant**") executed by the Issuer). Under the Deed of Covenant, persons shown in the records of Euroclear and/or Clearstream, Luxembourg, the CMU and/or any other relevant clearing system as being entitled to an interest in a Temporary Global Note will acquire directly against the Issuer all those rights to which they would have been entitled if, immediately before the Temporary Global Note became void, they had been the holders of Definitive Bearer Notes in an aggregate principal amount equal to the principal amount of Notes they were shown as holding in the records of Euroclear and/or Clearstream, Luxembourg, the CMU and/or any other relevant clearing system.

The CMU may require that any such exchange for a Permanent Global Note is made in whole and not in part and in such event, no such exchange will be effected until all relevant account holders (as set out in a CMU Instrument Position Report (as defined in the rules of the CMU) or any other relevant notification supplied to the CMU Lodging Agent by the CMU) have so certified.

### 4.2 Permanent Global Notes

Each Permanent Global Note will be exchangeable, free of charge to the holder, on or after its Exchange Date in whole but not, except as provided under "Partial Exchange of Permanent Global Notes", in part for Definitive Bearer Notes (i) if the Permanent Global Note is held on behalf of Euroclear or Clearstream, Luxembourg, the CMU or any other clearing system (an "**Alternative Clearing System**") and any such clearing system is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or in fact does so or (ii) if principal in respect of any Notes is not paid when due, by the holder (or, in the case of Notes cleared through the CMU, by the relevant account holders therein) giving notice to the Fiscal Agent (or, in the case of Notes cleared through the CMU, to the CMU Lodging Agent) of its election for such exchange.

If:

(a) Definitive Bearer Notes have not been delivered by 5.00 p.m. (London time) on the thirtieth day after the bearer of a Permanent Global Note has duly requested exchange of the Permanent Global Note for Definitive Bearer Notes; or

(b) a Permanent Global Note (or any part of it) has become due and payable in accordance with the Terms and Conditions of the Notes or the date for final redemption of the Notes has occurred and, in either case, payment in full of the amount of principal falling due with all accrued interest has not been made to the bearer of the Permanent Global Note in accordance with the terms of the Permanent Global Note on the due date for payment,

then the Permanent Global Note (including the obligation to deliver Definitive Notes) will become void at 5.00 p.m. (London time) on such thirtieth day (in the case of (a) above) or at 5.00 p.m. (London time) on such due date (in the case of (b) above) and the bearer of the Permanent Global Note will have no further rights under it (but without prejudice to the rights which the bearer of the Permanent Global Note or others may have under the Deed of Covenant). Under the Deed of Covenant, persons shown in the records of Euroclear and/or Clearstream, Luxembourg, the CMU and/or any other relevant clearing system as being entitled to an interest in a Permanent Global Note will acquire directly against the Issuer all those rights to which they would have been entitled if, immediately before the Permanent Global Note became void, they had been the holders of Definitive Notes in an aggregate principal amount equal to the principal amount of Notes they were shown as holding in the records of Euroclear and/or Clearstream, Luxembourg, the CMU and/or any other relevant clearing system.

### 4.3 Partial exchange of Permanent Global Notes

For so long as a Permanent Global Note is held on behalf of a clearing system and the rules of that clearing system permit, such Permanent Global Note will be exchangeable in part on one or more occasions for Definitive Bearer Notes (a) if principal in respect of any Notes is not paid when due or (b) if so provided in, and in accordance with, the Conditions (which will be set out in the relevant Final Terms) relating to Partly Paid Notes.

### 4.4 Exchange of Registered Global Notes

Registered Global Notes will be exchangeable in whole (or in part if the Registered Global Note is held by or on behalf of CDS or any other agreed clearing system and the rules of such clearing system then permit) for definitive Registered Notes only in the limited circumstances set out in the Registered Global Note, at the cost and expense of the Issuer.

A beneficial interest in a Canadian Domestic Note will, subject to compliance with all applicable legal and regulatory restrictions, be exchangeable for Registered Notes in definitive form or for a beneficial interest in another Canadian Domestic Note only in the Specified Denominations set out in the applicable Final Terms and only in accordance with the rules and operating procedures for the time being of the CDS and in accordance with the terms and conditions specified in the Canadian Registry Services Agreement.

### 4.5 Delivery of Notes

On or after any due date for exchange the holder of a Global Note in bearer form may surrender such Global Note or, in the case of a partial exchange, present it for endorsement to or to the order of the Fiscal Agent (or in the case of Notes lodged with the CMU, the CMU Lodging Agent). In exchange for any such Global Note, or the part of it to be exchanged, the Issuer will deliver, or procure the delivery of, a Permanent Global Note in an aggregate principal amount equal to that of the whole or that part of a Temporary Global Note that is being exchanged or, in the case of a subsequent exchange, endorse, or procure the endorsement of, a Permanent Global Note to reflect such exchange.

In this Prospectus, "**Definitive Notes**" means, in relation to any Global Note, the definitive Bearer Notes or the definitive Registered Notes for which such Global Note may be exchanged (if appropriate, having attached to them all Coupons and Receipts in respect of interest or Instalment Amounts that have not already been paid on the Global Note and a Talon). Definitive Notes will be security printed and printed in accordance with any applicable legal and stock exchange requirements in or substantially in the form set out in the schedules to the Euro Fiscal Agency Agreement, the Canadian Registry Services Agreement, as the case may be. On exchange in full of each Permanent Global Note, the Issuer will, if the holder so requests, procure that it is cancelled and returned to the holder together with the relevant Definitive Notes.

### 4.6 Exchange Date

"Exchange Date" means, in relation to a Temporary Global Note, the day falling after the expiry of 40 days after its issue date and, in relation to a Permanent Global Note, a day falling not less than 60 days, or in the case of failure to pay principal in respect of any Notes when due 30 days, after that on which the notice requiring exchange is given and on which banks are open for business in the city in which the specified office of the Fiscal Agent (or, in the case of Notes cleared through the CMU, the CMU Lodging Agent) is located and in the city in which the relevant clearing system is located.

## 5 Transfers

Notes which are represented by a Global Note will only be transferable in accordance with the rules and procedures for the time being of Euroclear or Clearstream, Luxembourg, CDS, the CMU or any other agreed clearing system as the case may be.

Interests in Global Notes will be transferable in multiples of €100,000 (or its equivalent in other currencies) unless otherwise specified in the Final Terms.

Transfers of beneficial interests in Canadian Domestic Notes will be effected by CDS in accordance with its rules and procedures and, in turn, by book entries made in the accounts of participants and, if appropriate, indirect participants in CDS acting on behalf of beneficial transferors and transferees of such interests.

## 6 Conditions applicable to Global Notes

Each Global Note contains provisions which modify the Terms and Conditions of the Notes as they apply to the Global Note. The following is a summary of certain of those provisions:

(a) *Meetings:* The holder of a Permanent Global Note or Registered Global Note shall (unless such Permanent Global Note or Registered Global Note represents only one Note) be treated as being two persons for the purposes of any quorum requirements of a meeting of holders and, at any such meeting, the holder of a Permanent Global Note or Registered Global Note shall be treated as having one vote in respect of each minimum Specified Denomination of Notes for which such Global Note may be exchanged.

(b) *Cancellation:* Cancellation of any Note represented by a Permanent Global Note or Registered Global Note that is required by the Conditions to be cancelled (other than upon its redemption) will be effected by reduction in the principal amount of the relevant Permanent Global Note or Registered Global Note.

(c) *Purchase:* Notes represented by a Permanent Global Note or Registered Global Note may be purchased by the Issuer or any of its Subsidiaries at any time in the open market or otherwise and at any price.

(d) *Issuer's call options:* Any option of the Issuer provided for in the Conditions of the Notes while such Notes are represented by a Global Note shall be exercised by the Issuer giving notice to the holders within the time limits set out in and containing the information required by the Conditions, except that the notice is not required to contain the serial numbers of Notes drawn in the case of a partial exercise of an option and accordingly no drawing of Notes is required. If any option of the Issuer is exercised in respect of some but not all of the Notes of any Series, the rights of accountholders with a clearing system in respect of the Notes are governed by the standard procedures of Euroclear, Clearstream, Luxembourg, CDS, the CMU or any other clearing system (as the case may be).

(e) *Investors' put option:* Any option of the holders provided for in the Conditions of any Notes while such Notes are represented by a Global Note may be exercised by the holder of such Global Note, giving notice to the Principal Paying Agent (or, in the case of Notes held through the CMU, the CMU Lodging Agent) or Registrar, as the case may be, within the time limits relating to the deposit of Notes with the Principal Paying Agent (or, in the case of Notes held through the CMU, the CMU Lodging Agent) or Registrar, as the case may be, substantially in the form of the notice available from the Principal Paying Agent (or, in the case of Notes held through the CMU, the CMU Lodging Agent) or any Paying Agent or Registrar, as the case may be, except that the notice is not required to contain the serial numbers of the Notes in respect of which the option has been exercised, and stating the principal amount of Notes in respect of which the option is exercised and at the same time presenting for notation the Global Note to the Fiscal Agent or Registrar, as the case may be.

## 7 Partly Paid Notes

The provisions relating to Partly Paid Notes are not set out in this Prospectus, but will be contained in the relevant Final Terms and accordingly in the Global Notes. While any instalments of the subscription moneys due from the holder of Partly Paid Notes are overdue, no interest in a Temporary Global Note representing such Notes may be exchanged for any interest in a Permanent Global Note or for Definitive Notes (as the case may be). If any Noteholder fails to pay any instalment due on any Partly Paid Notes within the time specified, the Issuer may forfeit such Notes and shall have no further obligation to their holder in respect of them.

# Sale and subscription

**Summary of Dealer Agreement**

Subject to the terms and on the conditions contained in a Dealer Agreement dated 31 October 2001 as amended and/or restated from time to time ("**Dealer Agreement**") between the Issuer, the Arranger and the financial institutions party thereto as Dealers, the Notes will be offered by the Issuer to the Dealers. The Notes may be resold at prevailing market prices, or at related prices, at the time of such resale, as determined by the relevant Dealer. The Notes may also be sold by the Issuer through the Dealers, acting as agents of the Issuer. The Dealer Agreement also provides for Notes to be issued in syndicated Tranches that may be jointly and severally underwritten by two or more Dealers.

The Issuer has agreed to indemnify the Dealers against certain liabilities in connection with the offer and sale of the Notes and to pay the Dealers certain fees and commissions. The Dealer Agreement entitles the Dealers to terminate any agreement that they make to subscribe for Notes in certain circumstances prior to payment for such Notes being made to the Issuer.

No action has been taken in any jurisdiction that would permit a public offering of any of the Notes, or possession or distribution of the Prospectus or any other offering material or any Final Terms, in any country or jurisdiction where action for that purpose is required. Neither the Issuer nor any Dealer represents that any Notes may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale.

Persons into whose hands this Prospectus comes are required by the Issuer and the Dealers to comply with all applicable laws and regulations in each country or jurisdiction in which they purchase, offer, sell or deliver Notes or have in their possession or distribute the Prospectus or such other offering material and to obtain any authorisation, consent, approval or permission required by them for the purchase, offer, sale or delivery by them of any Notes under any law, regulation or directive in force in any jurisdiction to which they are subject or in which they make such purchases, offers, sales or deliveries, in all cases at their own expense, and neither the Issuer nor any Dealer shall have responsibility therefor. In accordance with the above, any Notes purchased by any person which it wishes to offer for sale or resale may not be offered in any jurisdiction in circumstances which would result in the Issuer being obliged to register any further prospectus or corresponding document relating to the Notes in such jurisdiction.

Each Dealer appointed under the Program will be required to agree with the Issuer that it will observe all applicable laws and regulations in any jurisdiction in which it may offer, sell or deliver Notes and that it will not, directly or indirectly, offer, sell or deliver Notes or distribute or publish this document, any prospectus, circular, advertisement or other offering material (including, without limitation, any supplement to this document) in relation to the Notes in or from any country of jurisdiction except under circumstances that will to the best of its knowledge and belief result in compliance with any applicable laws and regulations, and all offers, sales and deliveries of Notes by it will be made on the foregoing terms.

In addition and unless the Final Terms otherwise provides, each Dealer appointed under the Program will be required to agree with the Issuer that, in connection with the primary distribution of the Notes which are specified in the relevant Final Terms as being Public Offer Test Compliant, it will not (directly or indirectly) sell Notes to any person in circumstances where employees of the Dealer directly involved in the sale, know or have reasonable grounds to suspect, the Notes (or an interest in or right in respect of the Notes) were being or would later be, acquired either directly or indirectly by an Offshore Associate (as defined in the Dealer Agreement) of the Issuer other than one acting in the capacity of a dealer, manager or underwriter in relation to the placement of those Notes or a clearing house, custodian, funds manager or responsible entity of a registered scheme within the meaning of the Corporations Act.

**Selling Restrictions**

**United States of America**

*Regulation S Category 2; TEFRA D (or TEFRA C if specified in the applicable Final Terms)*

The Notes have not been and will not be registered under the Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an effective registration statement or in certain transactions exempt from, or not subject to, the registration requirements of the Securities Act, including, without limitation, in accordance with Regulation S under the Securities Act. Regulation S provides a non-exclusive safe harbour from the application of the registration requirements of the Securities Act. Terms used in this paragraph have the meaning given to them by Regulation S under the Securities Act.

Notes in bearer form are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to U.S. persons, except in certain transactions permitted by U.S. tax regulations. Terms used in the preceding sentence have the meanings given to them by the United States Internal Revenue Code and regulations thereunder.

Each Dealer appointed under the Program will be required to agree that, except as permitted by the Dealer Agreement, it has not offered, sold, resold or delivered and will not offer, sell, resell or deliver Notes,

(a) as part of their distribution at any time; or

(b) otherwise until 40 days after the completion of the distribution of the Notes comprising the relevant Tranche, as certified to the Euro Fiscal Agent or the Australian Registrar or the New Zealand Registrar or the Canadian Registrar (as the case may be) or the Issuer by such Dealer (or, in the case of a sale of a Tranche of Notes to or through more than one Dealer, by each of such Dealers as to Notes of such Tranche purchased by or through it, in which case the Euro Fiscal Agent or the Australian Registrar or the New Zealand Registrar or the Canadian Registrar (as the case may be) or the Issuer shall notify each such Dealer when all such Dealers have so certified),

within the United States or to, or for the account or benefit of, U.S. persons and only in accordance with Rule 903 of Regulation S, or if applicable, Rule 144A under the Securities Act, and such Dealer will have sent to each dealer to which it sells Notes during the relevant distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the Notes within the United States or to, or for the account or benefit of, U.S. persons.

In addition, until 40 days after the completion of the distribution of Notes comprising any Tranche, any offer or sale of Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

Each issue of Index Linked Interest Notes and Dual Currency Notes is subject to such additional U.S. selling restrictions as the Issuer and the relevant Dealer or Dealers agree as a term of the issue and purchase of such Notes, which additional selling restrictions will be set out in the applicable Final Terms. The Dealers have agreed and each subsequent Dealer appointed under the Program will agree that they will offer, sell or deliver such Notes only in compliance with such additional U.S. selling restrictions.

In addition (in relation to Notes in bearer form with a maturity of more than one year):

(a) except to the extent permitted under U.S. Treasury Regulation ("**D Rules**"):

(i) each Dealer has represented and covenanted that it has not offered or sold, and agreed that during the restricted period it will not offer or sell, Notes to a person who is within the United States or its possessions or to a United States person, and

(ii) represented and covenanted that it has not delivered and agrees and covenants that it will not deliver within the United States or its possessions definitive Notes that are sold during the restricted period;

(b) each Dealer has represented and covenanted that it has and agreed and covenanted that throughout the restricted period it will have in effect procedures reasonably designed to ensure that its employees or agents who are directly engaged in selling Notes are aware that such Notes may not be offered or sold during the restricted period to a person who is within the United States or its possessions or to a United States person, except as permitted by the D Rules;

(c) if it is a United States person, each Dealer has represented and covenanted that it is acquiring the Notes for purposes of resale in connection with their original issue and if it retains Notes for its own account, it will only do so in accordance with the requirements of U.S. Treasury Regulation §1.163-5(c)(2)(i)(D)(6);

(d) with respect to each affiliate that acquires from it Notes for the purpose of offering or selling such Notes during the restricted period, each Dealer has either:

(i) repeated and confirmed the representations, covenants and agreements contained in clauses (a), (b) and (c) on its behalf; or

(ii) agreed and covenanted that it will obtain from such affiliate for the benefit of Telstra the representations, covenants and agreements contained in clauses (a), (b) and (c).

Terms used in clauses (a), (b), (c) and (d) have the meaning given to them by the U.S. Internal Revenue Code and regulations thereunder, including the D Rules.

In respect of Notes in bearer form where TEFRA C is specified in the applicable Final Terms, such Notes must be issued and delivered outside the United States and its possessions in connection with their original issuance. Each Dealer represents, covenants and agrees (1) that it has not offered, sold or delivered, and will not offer, sell or deliver, directly or indirectly (including through an agent), such Notes within the United States or its possessions in connection with their original issuance; and (2) that it has not communicated, and will not communicate, directly or indirectly (including through an agent), with a prospective purchaser if either the Dealer, its agent or such purchaser is within the United States or its possessions and will not otherwise involve its United States office or a United States possession office in the offer, sale, delivery, advertisement or promotion of such Notes. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code and U.S. Treasury Regulation section 1.163-5(c)(2)(i)(C).

**Public Offer Selling Restriction Under the Prospectus Directive**

Unless otherwise stated in this "Sale and subscription" section, in relation to each EEA State which has implemented the Prospectus Directive (each a "**Relevant EEA State**"), each Dealer appointed under the Program will be required to represent and agree, that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant EEA State (the "**Relevant Implementation Date**") it has not made and will not make an offer of Notes, which are the subject of the offering contemplated by this Prospectus as completed by the Final Terms in relation thereto, to the public in that Relevant EEA State, except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Notes to the public in that Relevant EEA State:

(a) at any time to any legal entity which is a "qualified investor" as defined in the Prospectus Directive;

(b) at any time to fewer than 100 or, if the Relevant EEA State has implemented the relevant provisions of the 2010 PD Amending Directive, 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or

(c) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Notes referred to in (a) to (c) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an "**offer of Notes to the public**" in relation to any Notes in any Relevant EEA State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that EEA State by any measure implementing the Prospectus Directive in that EEA State, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant EEA State) and includes any relevant implementing measure in each Relevant EEA State and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU.

**Selling Restrictions Addressing Additional United Kingdom Securities Laws**

Each Dealer appointed under the Program will be required to represent and agree, that:

(a) in relation to any Notes which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business, and (ii) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of Section 19 of the **FSMA** by the Issuer;

(b) it has only communicated or caused to be communicated and it will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(l) FSMA does not apply to the Issuer; and

(c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the any Notes in, from or otherwise involving the United Kingdom.

## Hong Kong

Each Dealer has represented and agreed, and each further Dealer appointed under the Program will be required to represent and agree, that:

(a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes (except for Notes which are a “structured product” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong) (the “**SFO**”) other than (i) to "professional investors" as defined in that Ordinance and any rules made under that Ordinance, or (ii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and

(b) it has not issued, or had in its possession for the purpose of issue, and will not issue, or have in its possession for the purpose of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or other document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the applicable securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under that Ordinance.

## Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948, as amended) (the “**Financial Instruments and Exchange Law”**) and each Dealer appointed under the Program will be required to represent and agree, that is has not, directly or indirectly, offered or sold and will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of, any Japanese Person, or to others for re-offering or resale, directly or indirectly, in Japan or to a Japanese Person, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan. For the purposes of this paragraph, “Japanese Person” means any resident of Japan as delivered under Item 5, Paragraph 1, Article 6, of the Foreign Exchange and Foreign Trade Central Law (Law Number 228 of 1949, as amended).

## Switzerland

In connection with the initial placement of any notes in Switzerland, each Dealer appointed under the Program will be required to agree, that the Notes have not been offered or sold and will not be offered or sold in Switzerland save for to a limited group of persons within the meaning of the Art. 652a(2) of the Swiss Code of Obligations of 30 March, 1911 (as amended).

## Commonwealth of Australia

No prospectus or other disclosure document (as defined in the Corporations Act) in relation to the Program or the Notes has been or will be lodged with ASIC. Each Dealer appointed under the Program will be required to represent and agree, that, unless the relevant Final Terms provides otherwise, it:

(a) has not offered or invited applications, and will not offer or invite applications for the issue, sale or purchase of the Notes in Australia (including an offer or invitation which is received by a person in Australia); and

(b) has not distributed or published, and will not distribute or publish, the Prospectus or any other offering material or advertisement relating to the Notes in Australia,

unless (i) the minimum aggregate consideration payable by each offeree is at least A$500,000 (or its equivalent in other currencies, in either case, disregarding moneys lent by the offeror or its associates) or the offer or invitation otherwise does not require disclosure to investors in accordance with Parts 6D.2 or 7.9 of the Corporations Act, (ii) such action complies with all applicable laws, regulations and directives in Australia (including, without limitation, the licensing regulations in Chapter 7 of the Corporations Act) and does not require any document to be lodged with ASIC, and (iii) the offer or invitation is not made to a person in Australia who is a “retail client” for the purposes of Section 761G of the Corporations Act.

## New Zealand

Each Dealer appointed under the Program will be required to represent and agree, that:

(a) it has not offered or sold, and will not offer or sell, directly or indirectly, any Notes; and

(b) it has not distributed and will not distribute, directly or indirectly, any offering materials or advertisement in relation to any offer of Notes, in each case in New Zealand other than:

(i) to persons whose principal business is the investment of money or who, in the course of and for the purposes of their business, habitually invest money; or

(ii) to persons who in all the circumstances can properly be regarded as having been selected otherwise than as members of the public; or

(iii) to persons who are each required to pay a minimum subscription price of at least N.Z.$500,000 for the Notes before the allotment of those Notes (disregarding any amounts payable, or paid, out of money lent by the Issuer or any associated person of the Issuer); or

(iv) to persons who are eligible persons within the meaning of section 5(2CC) of the Securities Act 1978 of New Zealand (or any statutory modification or re-enactment of, or statutory substitution for that Act) ("**NZ Securities Act**"); or

(v) in other circumstances where there is no contravention of the NZ Securities Act.

**Singapore**

This Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Dealer appointed under the Program will be required to represent and agree that the Notes have not been offered or sold and will not be offered or sold or made the subject of an invitation for subscription or purchase nor will this Prospectus or any other document or material in connection with the offer or sale or invitation for subscription or purchase of any Notes be circulated or distributed, whether directly or indirectly, to the public or any member of the public in Singapore other than (a) to an institutional investor pursuant to Section 274 of the Securities and Futures Act, Chapter 289 of Singapore, as amended ("**Securities and Futures Act**") (b) to a relevant person pursuant to Section 275(1) of the Securities and Futures Act, or any person pursuant to Section 275(1A) of the Securities and Futures Act, and in accordance with the conditions specified in Section 275 of the Securities and Futures Act, or (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the Securities and Futures Act.

Each Dealer appointed under the Program will be required to acknowledge, that it will notify (whether through the distribution of this Prospectus of any other document or material in connection with the offer or sale or invitation for subscription or purchase of Notes or otherwise) each of the following relevant person(s) specified in Section 275 of the Securities and Futures Act, which has subscribed or purchased Notes, from or through that Dealer namely a person who is:

(a) a corporation (which is not an accredited investor) as defined in Section 4A of the Securities and Futures Act the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor,

that securities (as defined in Section 239(1) of the Securities and Futures Act) of that corporation or the beneficiaries' rights and interest in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the Securities and Futures Act except:

(a) to an institutional investor or a relevant person under Section 274 of the Securities and Futures Act or to any person arising from an offer referred to in Section 275(1A) of the Securities and Futures act (or Section 276(4) of that Act) and in accordance with the conditions specified in Section 275 of the Securities and Futures Act;

(b) where no consideration is, or will be, given for the transfer;

(c) where the transfer is by operation of law; or

(d) as specified in Section 276(7) of the Securities and Futures Act.

**Selling Restrictions Addressing Additional Securities Laws of The Netherlands**

Each Dealer appointed under the Program will be required to represent and agree, that with effect from and including 1 January 2012 it will not make an offer of Notes which are the subject of the offering contemplated by this Prospectus as completed by the Final Terms in relation thereto to the public in The Netherlands in reliance on Article 3(2) of the Prospectus Directive unless:

(a) such offer is made exclusively to legal entities which are qualified investors in The Netherlands as defined in the Prospectus Directive; or

(b) standard exemption wording is disclosed as required by article 5:20(5) of the Dutch Financial Supervision Act (Wet op het financieel toezicht, the "**FMSA**"); or

(c) such offer is otherwise made in circumstances in which article 5:20(5) of the FMSA is not applicable,

provided that no such offer of Notes shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the PD.

For the purposes of this provision, the expression an "offer of Notes to the public" in relation to any Notes in the Netherlands has the meaning given to it above in the paragraph headed with "Public Offer Selling Restriction Under the Prospectus Directive".

Notwithstanding the above, Zero Coupon Notes may not, directly or indirectly, as part of their initial distribution (or immediately thereafter) or as part of any re-offering be offered, sold, transferred or delivered in The Netherlands. For purposes of this paragraph "Zero Coupon Notes" are Notes that are in bearer form (whether in definitive or in global form) and that constitute a claim for a fixed sum against the Issuer and on which interest does not become due during their tenor or on which no interest is due whatsoever.

**Selling Restrictions Addressing Additional Securities Laws of the Republic of Italy**

The offering of the Notes has not been registered pursuant to Italian securities legislation and, accordingly, each Dealer has represented and agreed that, save as set out below, it has not offered or sold, and will not offer or sell, any Notes in the Republic of Italy in an offer to the public and that sales of the Notes in the Republic of Italy shall be effected in accordance with all Italian securities, tax and exchange control and other applicable laws and regulation.

Accordingly, each of the Dealers has represented and agreed that it will not offer, sell or deliver any Notes or distribute copies of this Prospectus and any other document relating to the Notes in the Republic of Italy except:

(1) to "**qualified investors**", as referred to in Article 100 of Legislative Decree No. 58 of 24 February 1998, as amended (the "**Decree No. 58**") and defined in Article 34-*ter*, paragraph 1, let. b) of CONSOB Regulation No. 11971 of 14 May 1999, as amended ("**Regulation No. 11971**"); or

(2) in any other circumstances where an express exemption from compliance with the offer restrictions applies, as provided under Decree No. 58 or Regulation No. 11971.

Any such offer, sale or delivery of the Notes or distribution of copies of this Prospectus or any other document relating to the Notes in the Republic of Italy must be:

(a) made by investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with Legislative Decree No. 385 of 1 September 1993 as amended, Decree No. 58, CONSOB Regulation No. 16190 of 29 October 2007, as amended and any other applicable laws and regulations; and

(b) in compliance with any other applicable notification requirement or limitation which may be imposed by CONSOB or the Bank of Italy.

*Provisions relating to the secondary market in the Republic of Italy*

Investors should also note that, in any subsequent distribution of the Notes in the Republic of Italy, Article 100-*bis* of Decree No. 58 may require compliance with the law relating to public offers of securities. Furthermore, where the Notes are placed solely with "qualified investors" and are then systematically resold on the secondary market at any time in the 12 months following such placing, purchasers of Notes who are acting outside of the course of their business or profession may in certain circumstances be entitled to declare such purchase void and, in addition, to claim damages from any authorised person at whose premises the Notes were purchased, unless an exemption provided for under Decree No. 58 applies.

**Canada**

The Notes have not and will not be qualified for sale under the securities laws of any province or territory of Canada. Each Dealer appointed under the Program will be required to represent and agree, that:

(a) it has not offered, sold or distributed and will not offer, sell or distribute any Notes, directly or indirectly, in Canada or to or for the benefit of any resident of Canada, other than in compliance with the applicable securities laws of any province or territory of Canada; and

(b) it has not and will not distribute or deliver the Prospectus, or any other offering material in connection with any offering of Notes in Canada, other than in compliance with the applicable securities laws of Canada or any province or territory of Canada.

Additional selling restrictions in relation to Canada may be set out in the relevant Final Terms issued in respect of the issue of Notes. Each Dealer will be required to agree that it will offer, sell and distribute such Notes only in compliance with such additional Canadian selling restrictions.

**People's Republic of China**

Each Dealer appointed under the Program will be required to represent and agree that the Notes are not being offered or sold and may not be offered or sold, directly or indirectly, in the PRC (for such purposes, not including the Hong Kong and Macau Special Administrative Regions or Taiwan), except as permitted by all relevant laws and regulations of the PRC.

This Prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, any Notes in the PRC to any person to whom it is unlawful to make the offer of solicitation in the PRC.

The Notes may not be offered, sold or delivered, or offered, sold or delivered to any person for reoffering or resale or redelivery, in any such case directly or indirectly (i) by means of any advertisement, invitation, document or activity which is directed at, or the contents of which are likely to be accessed or read by, the public in the PRC, or (ii) to any person within the PRC, other than in full compliance with the relevant laws and regulations of the PRC.

Investors in the PRC are responsible for obtaining all relevant government regulatory approvals/licences, verification and/or registrations themselves, including, but not limited to, those which may be required by the China Securities Regulatory Commission, the State Administration of Foreign Exchange and/or the China Banking Regulatory Commission, and complying with all relevant PRC laws and regulations, including, but not limited to, all relevant foreign exchange regulations and/or securities investment regulations.

**General**

The restrictions on offerings may be modified by the agreement of the Issuer and the Dealers following a change in or clarification of a relevant law, regulation, directive, request or guideline having the force of law in the country concerned or any change in or introduction of any of them or in their interpretation or administration. Any such modification will be set out in the applicable Final Terms applicable to each Series of Notes or in a supplement to this document.

# Form of Final Terms

*Set out below is a pro forma Final Terms which, subject to completion and amendment, will be issued in respect of issues of Notes under the Program. Text in this section appearing in italics does not form part of the form of the Final Terms but denotes directions for completing the Final Terms.*

Final Terms dated [ ]

**Telstra Corporation Limited**

(ABN 33 051 775 556)

Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]

under the unlimited

**Debt Issuance Program**

**Part A - Contractual Terms**

Terms used in this document are deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth in the Prospectus dated [•] 2011 [and the supplemental Prospectus dated [***date***]] which [together] constitute[s] a base prospectus for the purposes of Directive 2003/71/EC ("**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described in it for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus [as so supplemented]. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus [(as so supplemented)]. The Prospectus [and the supplemental Prospectus] [is] [are] available for viewing on the Issuer's website, www.telstra.com.au.

*The following alternative language applies if the first tranche of an issue which is being increased was issued under a Prospectus with an earlier date.*

Terms used in this document are deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth in the Prospectus dated [original date] [and the supplemental Prospectus dated [date]] and incorporated by reference into the Prospectus dated [•] 2011 and which are attached hereto. This document constitutes the Final Terms of the Notes described in it for the purposes of Article 5.4 of Directive 2003/71/EC ("**Prospectus Directive**") and must be read in conjunction with the Prospectus dated [•] 2011 [(as so supplemented)], which [together] constitute[s] a base prospectus for the purpose of the Prospectus Directive. . The Prospectus[es] [and the supplemental Prospectus[es]]] [is] [are] available for viewing on the Issuer's website, www.telstra.com.au.

[*Include whichever of the following apply or specify as "Not Applicable" (N/A). Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs or subparagraphs. .*]

[*When completing any Final Terms, or adding any other final terms or information, consideration should be given as to whether such terms or information constitute "significant new factors" and consequently trigger the need for a supplement to the Prospectus under section 87G of the FSMA.*]

| | | |
|---|---|---|
| 1 | Issuer: | Telstra Corporation Limited |
| 2 | (i) Series Number: | [ ] |
| | (ii) Tranche Number: | [ ] |
| | | [*If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible*] |
| 3 | Specified Currency or Currencies: | [ ] |
| | | [*In respect of Notes denominated in RMB, it should be noted that the Renminbi is not a freely convertible currency. All payments in respect of Notes will be made solely by transfer to a Renminbi bank account maintained in Hong Kong in accordance with prevailing rules and regulations. The Issuer cannot be required to make payment by any other means (including in banknotes or by transfer to a bank account in the PRC or anywhere* |

|  |  |  |
|---|---|---|
| | | *else outside Hong Kong). In addition, there can be no assurance that access to Renminbi funds for the purposes of making payments on the Notes or generally may remain or may not become restricted.*] |
| 4 | Aggregate Nominal Amount: | |
| | (i) Series: | [ ] |
| | (ii) Tranche: | [ ] |
| 5 | Issue Price: | [ ] percent of the Aggregate Nominal Amount [plus accrued interest from [*insert date*] [*in the case of fungible issues only, if applicable*]] |
| 6 | (i) Specified Denomination(s): | [ ]<br><br>[*Where multiple denominations above €100,000 or equivalent are being used the following sample wording should be followed: "[€100,000] and integral multiples of [€1,000] in excess thereof up to and including [€199,000]. No Notes in definitive form will be issued with a denomination above [€199,000]."*]<br><br>[*Notes (including Notes denominated in Sterling) in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom, or whose issue otherwise constitutes a contravention of section 19 FSMA and which have a maturity of less than one year must have a minimum denomination of* £*100,000 (or its equivalent in other Specified Currencies*).]<br><br>[*If the Notes are admitted to trading on a regulated market in the EEA or are offered to the public in an EEA State, then the equivalent denomination for Notes denominated in an EEA currency other than euro must be calculated in accordance with the requirements (if any) in the relevant EEA State.*]<br><br>[*For Australian Domestic Notes or New Zealand Domestic Notes, insert relevant denomination, typically A$/NZ$10,000*.] |
| | (ii) Calculation Amount: | *[If there is only one Specified Denomination, insert the Specified Denomination.*<br><br>*If there is more than one Specified Denomination or the circumstances specified in the notes to item 6(i) apply, insert the highest common factor. Note: There must be a common factor in the case of two or more Specified Denominations.]* |
| 7 | (i) Issue Date: | *[ ]* |
| | (ii) Interest Commencement Date: | *[Issue Date/Specify other]* |

| | | |
|---|---|---|
| 8 | Maturity Date: | [*Fixed rate - specify date Floating rate - specify Interest Payment Date falling in the relevant month and year*] |
| 9 | Record Date | In the case of payments of interest, the close of business in the place where the relevant Register is maintained on the [fifteenth] [*for Canadian Domestic Notes*] [eighth] [*for Australian Domestic Notes*] [tenth] [*for New Zealand Domestic Notes*] calendar day before the relevant date for payment or any date so described in the relevant Final Terms. [*Applicable to Canadian Domestic Notes, Australian Domestic Notes and New Zealand Domestic Notes only. Do not amend unless relevant Clearing System approves*] |
| 10 | Interest Basis: | [Fixed Rate]<br><br>[Specify reference rate +/- [ ]% Floating Rate]<br><br>[Zero Coupon]<br><br>[Index Linked Interest]<br><br>[*specify other*]<br><br>(further particulars specified below) |
| 11 | Redemption/Payment Basis: | [Redemption at par]<br><br>[Index Linked Redemption]<br><br>[Dual Currency]<br><br>[Partly Paid]<br><br>[Instalment]<br><br>[*specify other*]<br><br>[*N.B. If the Final Redemption Amount is other than 100% of the nominal value the Notes will be derivative securities for the purposes of the Prospectus Directive and the requirements of Annex XII of the Prospectus Directive Regulation No. 809/204 will apply. This is not the only circumstance in which Annex XII will apply and the Issuer will prepare and publish a supplement to the Prospectus*] |
| 12 | Change of Interest or Redemption/Payment Basis: | [*Specify details of any provision for change of Notes into another interest or redemption/payment basis*] |
| 13 | Put/Call Options: | [Investor Put]<br>[Issuer Call]<br>[(further particulars specified below)] |
| 14 | (i) Status of Notes: | Senior |
| | (ii) [Date [Board] approval for issuance of Notes obtained: | [ ]<br><br>[*N.B. Only relevant where Board (or similar) authorisation is required for the particular tranche of Notes*] |
| 15 | Method of distribution: | [Syndicated/Non-syndicated] |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

| | | | |
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| 16 | **Fixed Rate Note Provisions** | | [Applicable/Not Applicable] [*If not applicable, delete the remaining sub-paragraphs of this paragraph*] |
| | (i) | Fixed Rate[(s)] of Interest: | [ ] percent per annum [payable annually/semi-annually/quarterly/monthly] in arrears.] |
| | (ii) | Interest Payment Date(s): | [ ] in each year, [adjusted in accordance with [*specify Business Day Convention and any applicable Additional Financial Centre(s) for the definition of Business Day]*/not adjusted]. (*Amend as applicable for any long or short coupons.) (Note that the Principal Financial Centre(s) for the Specified Currency are referred in the Condition 36.1)* |
| | (iii) | Fixed Coupon Amount[(s)]: | [ ] [per Calculation Amount] |
| | (iv) | Broken Amount(s): | [ ] per Calculation Amount, payable on the Interest Payment Date falling [in/on] [ ]. |
| | (v) | Day Count Fraction: | [30/360]/[Actual/Actual (ICMA)]/[RBA Bond Basis]/[NZ Govt Bond Basis]/[Actual/365] [*specify other*]/ [*If none of these options applies, give details*]<br><br>[*"Actual/365 (Fixed)" shall be specified for "Day Count Fraction" in respect of Notes denominated in Renminbi.*] |
| | (vi) | Business Day Convention: | [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/ (*specify other) and specify whether* [(adjusted)/(no adjustment)]<br>*Specify unless no adjustment is required in which case "no adjustment". If nothing is specified Following Business Day Convention applies. Care should be taken to match the maturity date (as well as other key dates) of the Notes with any underlying swap transactions. Since maturity dates do not automatically move with business day conventions under ISDA, it may be necessary to specify "No adjustment") in relation to the maturity date of the Notes to disapply the applicable Business Day Convention.*<br><br>[*"Modified Following Business Day Convention" shall be specified for "Business Day Convention" in respect of Notes denominated in Renminbi and HKD.*] |
| | (vii) | Additional Business Centre(s): | [CHF] Zurich, Sydney, Melbourne<br>[GBP] London, Sydney, Melbourne<br>[AUD] Sydney, Melbourne<br>[EUR] TARGET, London, Sydney, Melbourne<br>[JPY] Tokyo, Sydney, Melbourne<br>[RMB] Hong Kong, Sydney, Melbourne<br>[[SGD] Singapore, Sydney, Melbourne]<br>[Not Applicable/*give details*]<br>(Note these are in addition to the Principal Financial Centre(s) for the Specific Currency referred to in the Condition 36.1.) |
| | (viii) | Other terms relating to the method of calculating interest for Fixed Rate Notes: | [Not Applicable/*give details*]<br>[*Consider if day count fraction, particular for euro denominated issues, should be on an Actual/Actual (ICMA) basis.*] |
| | (ix) | Calculation Agent | [insert] |

| | | |
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| 17 | **Floating Rate Note Provisions** | [Applicable/Not Applicable] [*If not applicable, delete the remaining sub-paragraphs of this paragraph. Also consider whether EURO BBA LIBOR or EURIBOR is the appropriate reference rate*] |
| (i) | Interest Period(s)/ Interest Payment Date(s)/Specified Period: | *[Specify dates (or if the Applicable Business Day Convention is the FRN Convention) applicable number of months*.] |
| (ii) | Business Day Convention: | [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/ (*specify other) and specify whether* [(adjusted)/(no adjustment)]<br>*Specify unless no adjustment is required in which case "no adjustment". If nothing is specified Following Business Day Convention applies. Care should be taken to match the maturity date (as well as other key dates) of the Notes with any underlying swap transactions. Since maturity dates do not automatically move with business day conventions under ISDA, it may be necessary to specify "No adjustment") in relation to the maturity date of the Notes to disapply the applicable Business Day Convention*.<br><br>[*"Modified Following Business Day Convention" shall be specified for "Business Day Convention" in respect of Notes denominated in Renminbi and HKD.*] |
| (iii) | Additional Business Centre(s): | [CHF] Zurich, Sydney, Melbourne<br>[GBP] London, Sydney, Melbourne<br>[AUD] Sydney, Melbourne<br>[EUR] TARGET, London, Sydney, Melbourne<br>[JPY] Tokyo, Sydney, Melbourne<br>[RMB] Hong Kong, Sydney, Melbourne<br>[SGD] Singapore, Sydney, Melbourne<br>[Not Applicable/*give details*]<br>(Note these are in addition to the Principal Financial Centre(s) for the Specific Currency referred to in the Condition 36.1.) |
| (iv) | Manner in which the Rate(s) of Interest is/are to be determined: | [Screen Rate Determination/ISDA Determination/ (*specify other*)] |
| (v) | Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the [Fiscal Agent]): | [ ] |
| (vi) | Screen Rate Determination: | |
| | - Reference Rate: | [*For example, LIBOR, EURIBOR or BBSW*] |
| | - Interest Determination Date(s): | [*For example, second London business day prior to the start of each Interest Period of LIBOR other than sterling or euro LIBOR, first day of each Interest Period of sterling LIBOR and the second day on which the TARGET System is open prior to the start of each Interest Period of EURIBOR or euro LIBOR.*] |
| | - Relevant Screen Page: | [*In the case of EURIBOR, if not Reuters Page EURIBOR1, ensure it is a page which shows a composite rate or amend the fallback provisions appropriately*] |
| | - Relevant Financial Centre | [• ] |
| | - Relevant Time | [• ] |

| | | | |
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| | (vii) | ISDA Determination: | |
| | | - Floating Rate Option: | [ ] |
| | | - Designated Maturity: | [ ] |
| | | - Reset Date: | [ ] |
| | (viii) | Margin(s): | [+/-] [ ] percent per annum |
| | (ix) | Minimum Rate of Interest: | [ ] percent per annum |
| | (x) | Maximum Rate of Interest: | [ ] percent per annum |
| | (xi) | Day Count Fraction: | [ ] |
| | (xii) | Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: | [Not applicable/*give details*] |
| | (xiii) | Calculation Agent | [• ] |
| 18 | **Zero Coupon Note Provisions** | | [Applicable/Not Applicable] [*If not applicable, delete the remaining sub-paragraph of this paragraph*] |
| | (i) | [Amortisation/Accrual] Yield: | [ ] percent per annum |
| | (ii) | Reference Price: | [ ] |
| | (iii) | Any other formula/basis of determining amount payable: | [*Consider whether it is necessary to specify a Day Count Fraction for the purposes of Condition 17.5 ("Calculation of Early Redemption Amounts")*] |
| | (iv) | Additional Business Centre(s) | [Not applicable/give details] |
| | (v) | Business Day Convention: | [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/ (*specify other) and specify whether* [(adjusted)/(no adjustment)]<br><br>*Specify unless no adjustment is required in which case "no adjustment". If nothing is specified Following Business Day Convention applies. Care should be taken to match the maturity date (as well as other key dates) of the Notes with any underlying swap transactions. Since maturity dates do not automatically move with business day conventions under ISDA, it may be necessary to specify "No adjustment") in relation to the maturity date of the Notes to disapply the applicable Business Day Convention.*<br><br>[*"Modified Following Business Day Convention" shall be specified for "Business Day Convention" in respect of Notes denominated in Renminbi and HKD.*] |
| 19 | **Index Linked Interest Note Provisions** | | [Applicable/Not Applicable] [*If not applicable, delete the remaining sub-paragraphs of this paragraph*] |
| | (i) | Index/Formula/other variable: | [*Give or annex details*] |

| | | | |
|---|---|---|---|
| | (ii) | Calculation Agent responsible for calculating the interest due (name and address): | [ ] |
| | (iii) | Provisions for determining Coupon where calculated by reference to Index and/or Formula and/or other variable: | [ ] |
| | (iv) | Provisions for determining Coupon where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted: | [ ]<br><br>[*Need to include a description of market disruption or settlement disruption events and adjustment provisions*] |
| | (v) | Interest or Calculation Period(s) | [ ] |
| | (vi) | Specified Period(s)/Specified Interest Payment Dates: | [ ] |
| | (vii) | Business Day Convention: | [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/ (*specify other*)]<br><br>[*"Modified Following Business Day Convention" shall be specified for "Business Day Convention" in respect of Notes denominated in Renminbi and HKD.*] |
| | (viii) | Additional Business Centre(s): | [Not Applicable/*give details*] |
| | (ix) | Minimum Rate of Interest: | [ ] percent per annum |
| | (x) | Maximum Rate of Interest: | [ ] percent per annum |
| | (xi) | Day Count Fraction: | [ ] |
| 20 | **Dual Currency Note Provisions** | | [Applicable/Not Applicable]<br>[*If not applicable, delete the remaining sub-paragraphs of this paragraph*] |
| | (i) | Rate of Exchange/method of calculating Rate of Exchange: | [*Give details*] |
| | (ii) | Calculation Agent, if any, responsible for calculating the principal and/or interest due: | [ ] |
| | (iii) | Provisions applicable where calculation by reference to Rate of Exchange impossible or impracticable: | [ ] |
| | (iv) | Day Count Fraction | [• ]<br><br>[*"Actual/365 (Fixed)" shall be specified for "Day Count Fraction" in respect of Notes denominated in Renminbi and HKD.*] |
| | (v) | Person at whose option Specified Currency/Currencies is/are payable: | [ ] |
| | (vi) | Additional Business Centres | [Not applicable/give details] |

| | | | |
|---|---|---|---|
| | (vii) | Business Day Convention: | [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/ (*specify other) and specify whether* [(adjusted)/(no adjustment)]<br><br>*Specify unless no adjustment is required in which case "no adjustment". If nothing is specified Following Business Day Convention applies. Care should be taken to match the maturity date (as well as other key dates) of the Notes with any underlying swap transactions. Since maturity dates do not automatically move with business day conventions under ISDA, it may be necessary to specify "No adjustment") in relation to the maturity date of the Notes to disapply the applicable Business Day Convention*.<br><br>[*"Modified Following Business Day Convention" shall be specified for "Business Day Convention" in respect of Notes denominated in Renminbi and HKD.*] |

**PROVISIONS RELATING TO REDEMPTION**

| | | | |
|---|---|---|---|
| 21 | **Issuer Call Option** | | [Applicable/Not Applicable]<br>[*If not applicable, delete the remaining sub-paragraphs of this paragraph*] |
| | (i) | Early Redemption Date(s) (Call): | [ ] |
| | (ii) | Early Redemption Amount(s) (Call) and method, if any, of calculation of such amount(s): | [ ] per Calculation Amount<br><br>[*N.B. Consideration to be given to the calculation of the Early Redemption Amount (Call). It is likely to be based upon a make-whole amount which would be calculated in accordance with a formula that will need to be detailed on a case by case basis for each Series as specified in the Final Terms, having regard to the present value on the Early Redemption Date (Call) of the principal amount of the Notes and scheduled or anticipated interest on the Notes up to and including the original Maturity Date. The present value would be calculated by reference to a discount and benchmark rate, details of which to be attached as an annex to the Final Terms*.] |
| | (iii) | If redeemable in part: | |
| | | (a) Minimum Redemption Amount: | [ ] per Calculation Amount |
| | | (b) Maximum Redemption Amount: | [ ] per Calculation Amount<br>[ ] |
| | (iv) | Notice period (if other than as set out in the Conditions): | [ ]<br><br>[*N.B. If setting notice periods which are different to those provided in the Conditions, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Agents*] |
| 22 | **Investor Put Option** | | [Applicable/Not Applicable]<br>[*If not applicable, delete the remaining sub-paragraphs of this paragraph*] |

| | | |
|---|---|---|
| | (i) Early Redemption Date(s) (Put): | [ ] |
| | (ii) Early Redemption Amount(s) (Put) and method, if any, of calculation of such amount(s): | [ ] per Calculation Amount |
| | (iii) Notice period (if other than as set out in the Conditions): | [ ]<br><br>[*N.B. If setting notice periods which are different to those provided in the Conditions, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Agents*] |
| 23 | **Final Redemption Amount** | [[ ] per Calculation Amount/ (*specify other*)/ see Appendix.]<br><br>[If the Final Redemption Amount is linked to an underlying reference or security, the Notes will constitute derivative securities for the purposes of the Prospectus Directive and the Requirements of Annex XII to the Prospectus Directive Regulation No. 809/2004 will apply and the Issuer will prepare and publish a supplement to the Prospectus which shall constitute a supplementary prospectus pursuant to the Prospectus Rule 3-4 and section 87G of the FSMA] |
| 24 | **Early Redemption Amount (Tax)**<br><br>Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions) | [ ] [*If early redemption is variable linked (eg index linked) then additional information needs to be added to this section*.] |
| 25 | **Early Termination Amount** | [specify if any] |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

| | | |
|---|---|---|
| 26 | **Form of Notes:** | [**Bearer Notes/Australian Domestic Notes (in uncertificated registered form)/New Zealand Domestic Notes (in uncertificated registered form)/Canadian Domestic Notes (in certificated registered form**)/[*delete as applicable or specify other*]]**:**<br><br>[Temporary Global Notes exchangeable for a Permanent Global Notes which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Notes]<br><br>[Temporary Global Note exchangeable for Definitive Notes on [ ] days' notice]<br><br>[Permanent Global Note exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note]<br><br>[Registered Global Note]<br><br>*(N.B. The exchange upon notice option should not be expressed to be applicable if the Specified Denomination of the Notes in paragraph 6(i) includes language substantially to the following effect: "[€100,000] and integral multiples of [€1,000 in excess thereof up to an* |

| | | |
|---|---|---|
| | | *including [€199,000]." Furthermore, such Specified Denomination construction is not permitted in relation to any issue of Notes which is represented on issue by a Temporary Global Note exchangeable for Definitive Notes.)* |
| 27 | Additional Financial Centre(s) or other special provisions relating to payment dates: | [Not Applicable*/give details. Note that this item relates to the place of payment, and not interest period end dates, to which item 17(iii) relates*] |
| 28 | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | [Yes/No. *If yes, give details*] |
| 29 | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | [Not Applicable/*give details*] [Attach further provisions as necessary] |
| 30 | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | [Not Applicable/*give details*] |
| 31 | Notices: | [specify any other means of effective communications] |
| 32 | Consolidation provisions | [Not applicable/The provisions [in Condition 31 ("Further issues")] [annexed to this Final Terms] apply] |
| 33 | Governing law: | [English law/Australian Capital Territory law/New Zealand law/*specify other*] |
| 34 | Redenomination, renominalisation and reconventioning provisions: | [Not applicable/The provisions annexed to this Final Terms apply] |
| 35 | Change of control: | [Not applicable/The provisions set out below apply.]<br><br>[If applicable, give details of change of control provision] |
| 36 | Other final terms or special conditions: | [Not Applicable/*give details*]<br><br>[*For Zero Coupon Notes with a maturity of less than 365 days, Condition 6 ("Negative Pledge") and Condition 26 ("Events of Default") should be disapplied.*]<br><br>[*When adding any other final terms consideration should be given as to whether such terms constitute "significant new factors" and consequently trigger the need for a supplement to the Base Prospectus under Article 16 of the Prospectus Directive.*] |

**DISTRIBUTION**

| | | | |
|---|---|---|---|
| 37 | (i) | If syndicated, names [and addresses] of Managers [and underwriting commitments]: | [Not Applicable/*give names,* [*addresses and commitments*]]<br><br>[*Addresses of Managers and details of underwriter only required if the Notes fall within Annex XII.*]<br><br>[*If Notes fall within Annex XII, include names and addresses of entities agreeing to underwrite the issue on a firm commitment basis and names and addresses of* |

| | | | |
|---|---|---|---|
| | | | *the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers.*] |
| | [(ii) | Date of [Syndication] Agreement:] | [ ] [*Only required if the Notes fall within Annex XII*] |
| | (ii) | Stabilising Manager (if any): | [Not Applicable/*give name*] |
| 38 | If non-syndicated, name and address of Dealer: | | [Not Applicable/*give name and address*] |
| 39 | U.S. Selling Restrictions | | [Regulation S Category 2; TEFRA D][*NB: TEFRA D rules should apply to issues of Notes unless it is agreed by the Issuer at the time of completion of the Final Terms that TEFRA C rules should apply or that TEFRA D rules should not be applied to a particular issue of Notes*] |
| 40 | Additional selling restrictions: | | [Not Applicable/*give details*] |

**POST ISSUANCE REPORTING**

[*If Notes fall within Annex XII, include a statement as to whether the Issuer intends to provide post issuance information and, where this is the case, specify what will be reported and where it can be obtained.*]

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on [the London Stock Exchange's regulated market] [*other market*] [and to admission to the Official List of the UK Listing Authority] of the Notes described herein pursuant to the Debt Issuance Program of Telstra Corporation Limited.

**RESPONSIBILITY**

Telstra Corporation Limited (as Issuer) accepts responsibility for the information contained in these Final Terms. [[*Relevant third party information*] has been extracted from [*specify source*]. [Telstra Corporation Limited (as Issuer) confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by [***specify source***], no facts have been omitted which would render the reproduced information inaccurate or misleading.]

Signed on behalf of Telstra Corporation Limited (as Issuer):

By: ...............................................
Duly authorised officer

## PART B – OTHER INFORMATION

**1. LISTING**

| | | |
|---|---|---|
| (i) | Listing: | [[Application has been made for the Note, to be listed on the] official list of the UK Listing Authority/ [official list of Singapore Exchange Securities Trading Limited] other (*specify*) / None] |
| (i) | Admission to trading: | [Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on [the Regulated Market of the London Stock Exchange plc/ [the Official List of Singapore Exchange Securities Trading Limited] specify relevant regulated market] with effect from [ ].] [Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on [specify relevant regulated market] with effect from []] [Not Applicable.]<br><br>[*Where documenting a fungible issue need to indicate that original securities are already admitted to trading*.] |
| (ii) | Estimate of total expenses related to admission trading: | [ ] |

**2. RATINGS**

| | |
|---|---|
| Ratings: | The Notes to be issued have been rated:<br><br>[S & P: [ ]]<br><br>[Moody's: [ ]][[Other]: [ ]]<br><br>[*Need to include a brief explanation of the meaning of the ratings if this has previously been published by the rating* provider *and it is not included in the Prospectus*.]<br><br>[*The above disclosure should reflect the rating allocated to Notes of the type being issued under the Program generally or, where the issue has been specifically rated, that rating*.]<br><br>A credit rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, cancellation, reduction or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating.<br><br>Credit ratings are for distribution only to a person (a) who is not a “retail client” within the meaning of section 761G of the Corporations Act 2001 of Australia and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Parts 6D.2 or 7.9 of the Corporations Act 2001 of Australia, and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive the Prospectus and anyone who receives the Prospectus must not distribute it to any person who is not entitled to receive it.<br><br>[[*Insert credit rating agency*] is established in the European Union and has applied for registration under Regulation (EC) No. 1060/2009, although notification of the corresponding registration decision has not yet been provided by the relevant competent authority.]<br><br>[[*Insert credit rating agency*] is established in the European Union and is registered under Regulation (EC) No. 1060/2009.] |

[[*Insert credit rating agency*] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009. However, the application for registration under Regulation (EC) No. 1060/2009 of *[insert the name of the relevant EU CRA affiliate that applied for registration]*, which is established in the European Union, disclosed the intention to endorse credit ratings of [insert credit ratings agency].]

[[*Insert credit rating agency*] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009. The ratings [[have been]/[are expected to be]] endorsed by [*insert the name of the relevant EU-registered credit ratings agency*] is established in the European Union and registered under [*CRA affiliate that applied for registration*], which is established in the European Union and registered under Regulation (EC) No. 1060/2009.]

[[*Insert credit rating agency*] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009, but is certified in accordance with such Regulation.]

**3. [NOTIFICATION**

The UK Listing Authority [has been requested to provide/has provided] - *include first alternative for an issue which is contemporaneous with the establishment or update of the Program and the second alternative for subsequent issues*] the [*names of competent authorities of host Member States*] with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Directive.]

**4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

[*Need to include a description of any interest, including conflicting ones, that is material to the issue/offer, detailing the persons involved and the nature of the interest. May be satisfied by the inclusion of the following statement:*

[Save as discussed in the Prospectus under "Sale and subscription", so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. – *Amend as appropriate if there are other interests. This needs to include a description of any interest, including conflicting ones, that is material to the issue, detailing the persons involved and the nature of the interest*.]

[(*When adding any other description, consideration should be given as to whether such matters described constitute "significant new factors" and consequently trigger the need for a supplement to the Prospectus under section 87G of the FSMA*.)]]

**5. [REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

| | |
|---|---|
| (i) [Reasons for the offer | [ ]<br><br>[*This section 5 is only required if the Notes are derivative securities to which Annex XII of the Prospectus Directive Regulation applies and when the reasons for the offer are not making a profit and/or hedging certain risks*.]<br><br>(*See "Use of Proceeds" wording in the Prospectus – if reasons for offer different from making profit and/or hedging certain risks will need to include those reasons here*.)] |
| (ii) [Estimated net proceeds]: | [ ]<br><br>[If proceeds are intended for more than one use will need to split out and present in order of priority. If proceeds insufficient to fund all proposed uses state amount and sources of other funding.] |
| (iii) [Estimated total expenses]: | [ ]. ([*If the Notes are derivative securities for which Annex XII of the Prospectus Directive Regulation applies it is] only necessary to include disclosure of net proceeds and total expenses at (ii) and (iii) above where disclosure is included at (i) above.*)] [*Include breakdown of* |

*expenses*] [Required for derivative securities to which Annex XII of the Prospectus Directive Regulation applies.]

**6. TOTAL EXPENSES**

Total Expenses: [ ]

[*If not included through section 5 above, include a statement as to the total expenses related to the admission to trading here*.]

**7. YIELD (FIXED RATE NOTES ONLY)**

Indication of yield: [ ]

[Calculated as [*include details of method of calculation in summary form*] on the Issue Date.]

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

**8. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING (*Index-Linked or other variable linked Notes only*)**

[Need to include details of where past and future performance and volatility of the index/formula/other variable can be obtained. Where the underlying is an index need to include the name of the index and a description if composed by the Issuer and if the index is not composed by the Issuer need to include details of where the information about the index can be obtained. Where the underlying is not an index need to include equivalent information. Need to include information setting out the type of underlying required by paragraph 4.2 of Annex XII of the Prospectus Directive Regulation and where information in relation to the underlying can be obtained, a description of market or settlement disruption events and adjustment rules.] [Required for derivative securities to which Annex XII of the Prospectus Directive Regulation applies.]

[(*When completing this paragraph, consideration should be given as to whether such matters described constitute "significant new factors" and consequently trigger the need for a supplement to the Prospectus under Article 16 of the Prospectus Directive*)]

The Issuer [intends to provide post-issuance information [*specify what information will be reported and where it can be obtained*] [does not intend to provide post-issuance information.] Required for derivative securities to which Annex XII of the Prospectus Directive Regulation applies.]

**9. PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT (*Dual Currency Notes only*)**

[Need to include details of where past and future performance and volatility of the index/formula/other variable can be obtained. Where the underlying is an index need to include the name of the index and a description if composed by the Issuer and if the index is not composed by the Issuer need to include details of where the information about the index can be obtained. Where the underlying is not an index need to include equivalent information. Include other information concerning the underlying required by Paragraph 4.2 of Annex XII of the Prospectus Directive Regulation.] [Required for derivative securities to which Annex XII of the Prospectus Directive Regulation applies.]

[(When completing this paragraph, consideration should be given as to whether such matters described constitute "significant new factors" and consequently trigger the need for a supplement to the Prospectus under Article 16 of the Prospectus Directive.)]

The Issuer [intends to provide post-issuance information [specify what information will be reported and where it can be obtained] [does not intend to provide post-issuance information]. [Required for derivative securities to which Annex XII of the Prospectus Directive Regulation applies.]

[This section 9 is only required if the Notes are derivative securities to which Annex XII of the Prospectus Directive Regulation applies.]

## 10. OPERATIONAL INFORMATION

| | |
|---|---|
| ISIN Code: | [ ] |
| Common Code: | [ ] |
| CMU Instrument Number: | [ ] |
| Austraclear/NZClear identification number: | [ ] |
| Any clearing system(s) other than Euroclear, Clearstream, Luxembourg, CMU, Austraclear or NZClear and the relevant identification number(s): | [Not Applicable/give name(s) and number(s)] |
| Delivery: | Delivery [against/free of] payment |
| Initial Agent's name and address: | [ ] |
| Additional Agent(s) names and addresses (if any): | [ ] |
| In the case of [Australian/New Zealand/Canadian] Domestic Notes: | |
| [Australian/New Zealand/Canadian] Registrar: | [ ] of [address]] |

The Note will be eligible for lodgement into the [Austraclear/NZClear] System/CDS Clearing and Depository Services Inc. ("CDS")]

Distributions of principal and interest with respect to Notes held through the [Austraclear/NZClear System] will be credited to the cash accounts of members of the [Austraclear/NZClear System] in accordance with the regulations and the operating manual applicable to the [Austraclear/NZClear System.]

Interests in the Notes may be held through Euroclear, Clearstream, Luxembourg indirectly through institutions which are participants in Euroclear, Clearstream, Luxembourg. In such circumstances, [HSBC Custody Nominees (Australia) Limited/HSBC Nominees (New Zealand) Limited] (as nominee of Euroclear) or a nominee of a nominee of J.P. Morgan Chase Bank, N.A. (as custodian for Clearstream, Luxembourg) would hold the interests in the Notes in the [Austraclear/NZClear System]. [Austraclear/NZCSD] will be [inscribed/registered] as the Holder of such Notes and will therefore be treated by the Issuer and the [Australian/New Zealand] Registrar as the absolute owner of such Notes.

Beneficial interests in the Notes held through CDS will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in CDS. Transfers of ownership and other interests, including cash distributions of principal and interest, in Notes held in CDS may only be processed through CDS participants and will be completed in accordance with existing CDS rules and procedures.

For so long as any of the Notes held through CDS are represented by a Registered Global Note, CDS & CO., or any other nominee appointed by CDS, shall be registered as the Holder of such Notes and the Issuer, the Canadian Registrar and any Paying Agent shall treat CDS & CO., or any other nominee appointed by CDS, as the sole owner or holder of such Notes for all purposes. Principal and interest payments on the Registered Global Note will be made on behalf of the Issuer by the Canadian Registrar and CDS will distribute the payment received.

The Issuer will not be responsible for the operation of the clearing arrangements which is a matter for the clearing institutions, their participants and the investors.

## 11. PUBLIC OFFER TEST COMPLIANT

The Notes [are /are not] intended to be issued in a manner which satisfies the requirements of Section 128F of the Income Tax Assessment Act 1936 of Australia.

# General information

**Listing**

The admission of the Program to listing on the UKLA Official List and to trading on the Market is expected to take effect on 26 October 2011. Any Tranche of Notes intended to be admitted to listing on the UKLA Official List and admitted to trading on the Market will be so admitted to listing and trading upon submission to the UK Listing Authority and the Market of the relevant Final Terms and any other information required by the UK Listing Authority and the London Stock Exchange, subject to the issue of the relevant Notes. Prior to official listing, dealings will be permitted by the London Stock Exchange in accordance with its rules. Transactions will normally be effected for delivery on the third working day after the day of the transaction.

Application may be made to the SGX-ST for permission to deal in, and for quotation of, any Notes which are agreed at the time of issue thereof to be so listed on the SGX-ST. There can be no assurance that such application will be approved.

So long as any Notes are listed on the SGX-ST and the rules of the SGX-ST so require, the Issuer shall appoint and maintain a paying agent in Singapore where the Notes may be presented or surrendered for payment or redemption in the event that an Note in global form representing the Notes is exchanged for Notes in definitive form. In addition, in the event that a Note in global form representing the Notes is exchanged for Notes in definitive form, announcement of such exchange shall be made through the SGX-ST and such announcement will include all material information with respect to the delivery of the Notes in definitive form, including details of the paying agent in Singapore.

However, Notes may be issued pursuant to the Program which will not be admitted to listing, trading and/or quotation by the UK Listing Authority or the Market or any other listing authority, stock exchange and/or quotation system or which will be admitted to listing, trading and/or quotation by such listing authority, stock exchange and/or quotation system as the Issuer and the relevant Dealer(s) may agree.

**Authorisations**

The establishment of the Program was authorised as part of the borrowing Program approved on 19 October 2001. The Issuer has obtained or will obtain from time to time all necessary consents, approvals and authorisations in connection with the issue and performance of the Notes.

**Clearing of the Notes**

The Notes (other than Australian Domestic Notes, New Zealand Domestic Notes and Canadian Domestic Notes) have been accepted and Canadian Domestic Notes may be accepted for clearance through Euroclear and Clearstream, Luxembourg. The appropriate common code and the International Securities Identification Number in relation to the Notes of each Series will be specified in the Final Terms relating thereto. The Issuer may also apply to have the Notes accepted for clearance through the CMU. The relevant CMU instrument number will be specified in the relevant Final Terms.

The relevant Final Terms shall specify any other clearing system as shall have accepted the relevant Notes for clearance together with any further appropriate information. The address of Euroclear is 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium, the address of Clearstream, Luxembourg is 42 Avenue JF Kennedy, L-1855 Luxembourg and the address of CMU is 55th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong. The address of any alternative clearing system will be specified in the applicable Final Terms.

**US selling restrictions**

Notes (other than Temporary Global Notes, Australian Domestic Notes, New Zealand Domestic Notes and Canadian Domestic Notes) and any Coupon appertaining thereto will bear a legend substantially to the following effect: "Any United States person who holds this obligation will be subject to limitations under the United States income tax laws, including the limitations provided in Sections 165(j) and 1287(a) of the Internal Revenue Code." The sections referred to in such legend provide that a United States person who holds a bearer Note or Coupon will generally not be allowed to deduct any loss realised on the sale, exchange or redemption of such bearer Note or Coupon and any gain (which might otherwise be characterised as capital gain) recognised on such sale, exchange or redemption will be treated as ordinary income.

**Settlement arrangements**

Settlement arrangements will be agreed between the Issuer, the relevant Dealer(s) and the Fiscal Agent (if relevant) in relation to each Tranche of Notes.

**Updated Telstra Foreign Ownership Regulations**

Telstra's constitution contains provisions designed to enable it to monitor and enforce its restrictions on certain foreign ownership stakes in Telstra under the Telstra Corporation Act 1991 of Australia. Following the adoption of our new constitution, Telstra released an updated version of Telstra's Foreign Ownership Regulations.

**Financial information and accounts**

Since 30 June 2011, the last day of the financial period for which the most recent audited financial statements of the Issuer have been prepared, there has been no significant change in the financial or trading position, and no material adverse change in the prospects, of the Issuer and its subsidiaries taken as a whole.

Ernst & Young, independent public auditors, have audited the Issuer's financial statements for the fiscal years ended 30 June 2010 and 30 June 2011 and unqualified opinions have been received. Ernst & Young's appointment extends to the year ending 30 June 2012. Ernst & Young is registered to carry out audit work by the Institute of Chartered Accountants in Australia.

No financial information in this Prospectus other than the financial statements incorporated by reference (see section headed "Documents Incorporated by Reference" above) has been audited. Where in this Prospectus it indicates that the Issuer's financial statements have been audited, these statements will have been audited according to Australian auditing requirements. Australian auditing requirements have no significant departures from International Standards on Auditing.

**Material Change**

There has been no material adverse change in the prospects of the Issuer since 30 June 2011, being the date of the latest published audited financial statements of the Issuer. In addition, there have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.

**Program documents**

For as long as the Program remains in effect or any Notes are outstanding, copies of the following documents may be inspected during normal business hours at the specified office of the Fiscal Agent, the Paying Agent, the Australian Registrar, the New Zealand Registrar, the Canadian Registrar (in relation to the documents set out in subparagraphs (a), (b), (c), (d), (f), (i), (l), (m) and (n) below only and only once any Canadian Domestic Notes have been issued) and from the principal office of the Issuer, namely:

(a) the constitution of the Issuer;

(b) the current Prospectus and any supplementary Prospectus in relation to the Program, together with any amendments;

(c) any reports, letters or other documents referred to in this Prospectus;

(d) the Deed of Covenant;

(e) the Euro Fiscal Agency Agreement;

(f) the Dealer Agreement;

(g) the Australian Registry Services Agreement;

(h) the New Zealand Registry Services Agreement;

(i) the Canadian Registry Services Agreement;

(j) the Australian Note Deed Poll;

(k) the New Zealand Note Deed Poll;

(l) the accounts and consolidated accounts of the Issuer beginning with the accounts for the years ended 30 June 2010 and 30 June 2011;

(m) each Final Terms (save that Final Terms relating to a Note which is neither admitted to trading on a regulated market within the European Economic Area nor offered in the European Economic Area in circumstances where a prospectus is required to be published under the Prospectus Directive will only be available for inspection by a holder of such Note and such holder must produce evidence satisfactory to the Issuer and the Issuing and Paying Agent as to its holding of Notes and identity); and

(n) any documents incorporated into this Prospectus by reference (see "Documents Incorporated by Reference" above).

**Other issuance under the Program**

The Dealer Agreement provides that Telstra may issue Notes in a form not contemplated by this Prospectus. If any such Notes are to be listed on the London Stock Exchange, Telstra will issue a replacement Prospectus describing the form (and terms and conditions) of such Notes.

**PRINCIPAL OFFICE OF THE ISSUER**

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Australia
Tel: +61 (0) 3 9634 4000

**REGISTERED OFFICE OF THE ISSUER**

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Australia

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**CMU LODGING AGENT**

Deutsche Bank AG, Hong Kong Branch
52nd Floor, International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

**AUSTRALIAN REGISTRAR**

Austraclear Services Limited
20 Bridge Street
Sydney NSW 2000
Australia

**NEW ZEALAND REGISTRAR**

Computershare Investor Services Limited
Level 2
JD Edwards Building
159 Hurstmere Road
Takapuna
Auckland 1020
New Zealand

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*to Australian and English law*

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**Supplement dated 8 November 2011**

**Telstra Corporation Limited**
**(ABN 33 051 775 556)**

**Debt Issuance Program**

This supplement ("**First Supplement**") to the prospectus dated 24 October 2011 ("**Prospectus**") constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 ("**FSMA**") and is prepared in connection with the Debt Issuance Program ("**Program**") established by Telstra Corporation Limited ("**Issuer**" or "**Telstra**").

The purpose of this First Supplement is to update the "Documents incorporated by reference" section of the Prospectus to incorporate a recent ASX announcement.

Terms defined in the Prospectus have the same meanings when used in this First Supplement.

This First Supplement is supplemental to, and should be read in conjunction with, the Prospectus. It has been prepared by, and is issued with the authority of, the Issuer and has been approved by the Financial Services Authority in its capacity as competent authority under Part VI of the FSMA as a supplement issued in compliance with the Prospectus Directive (Directive 2003/71/EC).

The Issuer accepts responsibility for all information contained in this First Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this First Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Statements contained in this First Supplement will, to the extent applicable and whether expressly, by implication or otherwise, be taken to modify and supersede statements incorporated in the Prospectus. To the extent that there is any inconsistency between any statement in this First Supplement (or any statement incorporated by reference into the Prospectus by this First Supplement) and any other statement in the Prospectus, the statement in this First Supplement or as so incorporated prevails.

Save as disclosed in this First Supplement, or in any document incorporated by reference in this First Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

***Investors should be aware of their rights under section 87Q(4) of the FSMA***.

**Supplementary Information**

**Structural Separation Undertaking Update** On 31 October 2011, the Issuer lodged an announcement on the Australian Securities Exchange ("**SSU Update"**) which included a discussion paper in relation to its draft Structural Separation Undertaking. The SSU Update shall, by virtue of this First Supplement, be deemed to be incorporated in, and form part of, the Prospectus.

**Documents incorporated by reference**

The section of the Prospectus titled "Documents incorporated by reference" on page 6 is amended as follows:

- On page 7, under the sub-heading titled "ASX Announcements", in the penultimate line of the paragraph after the words "*18 October 2011,*", the following words are inserted:

  "*and "Telstra's Structural Separation Undertaking Update" dated 31 October 2011*".

- On page 8, under the sub-heading titled "Provision of documents incorporated by reference" after the text "*www.telstra.com.au/abouttelstra/download/document/tls795-nom-em-voting.pdf*", the following text is inserted:

  > "*www.telstra.com.au/abouttelstra/download/document/tls807-ssu-31-october-2011.pdf*".

Any information or document incorporated by reference in the above mentioned document does not form part of the Prospectus, except where such information or other document is specifically incorporated by reference in, or attached to, the Prospectus by virtue of this First Supplement. Any information or other document not mentioned in this section as being specifically incorporated by reference in, or attached to, the Prospectus by virtue of this First Supplement, but included in the above mentioned document does not form part of the Prospectus and is given for the purposes of information only.

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# ANNUAL REPORT 2011


IT'S HOW WE CONNECT

# 2M

NEW MOBILE CUSTOMERS
IN AUSTRALIA & HONG KONG

# 659,000

BUNDLES SOLD

# 28c

DIVIDEND PER SHARE

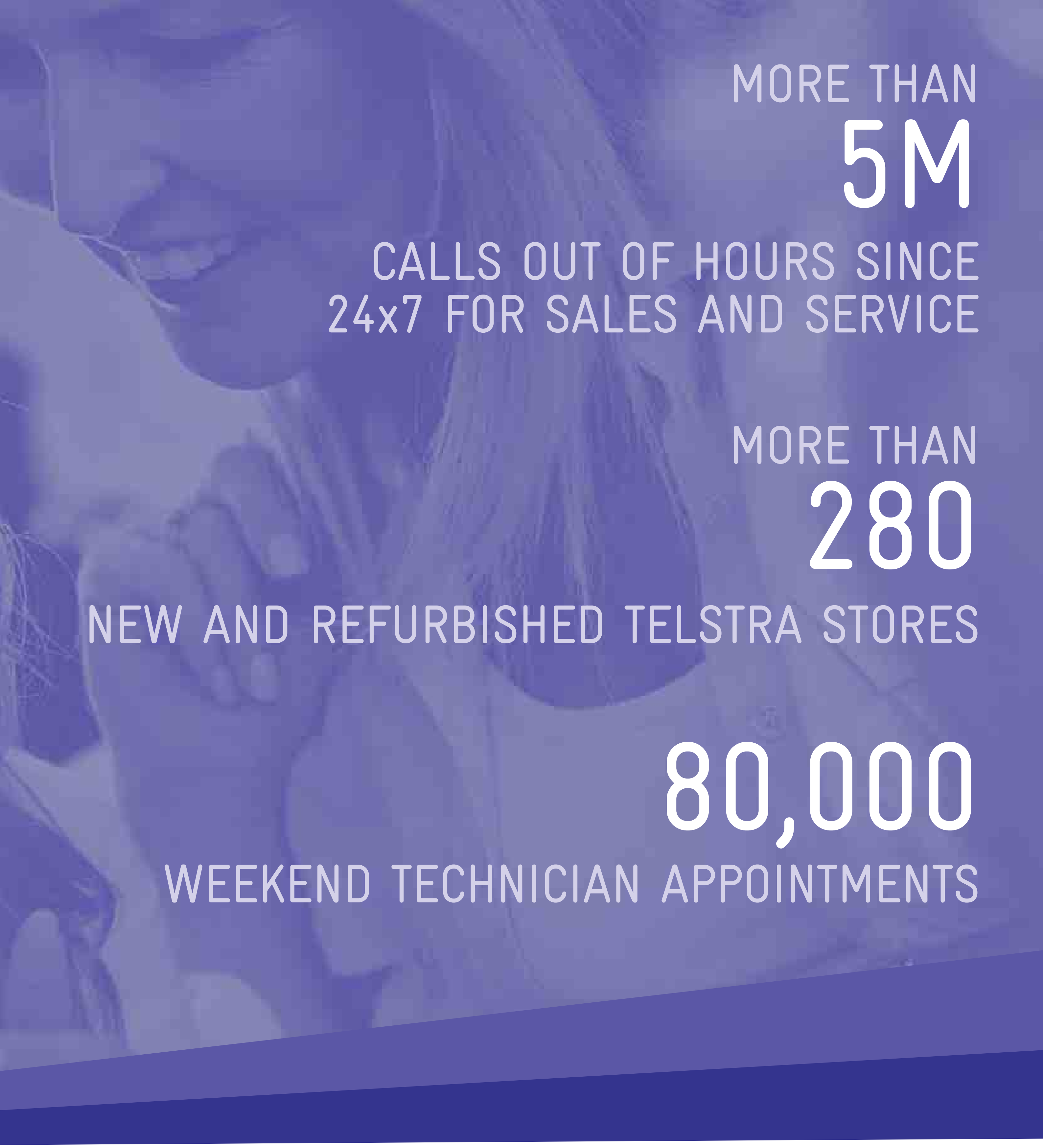
## COMMUNICATING WITH OUR SHAREHOLDERS

Our online Investor Centre **www.telstra.com/investor** is an important tool for our shareholders where you can access all the latest news, information and shareholder communications faster. If you are an e-shareholder, we will let you know when there is something important for you to view or download.

## ANNUAL REPORT

Telstra's 2011 Annual Report is available to all shareholders on our Investor Website at **www.telstra.com.au/annualreports**. To receive a hardcopy of the statutory Annual Report (free of charge) you can call our Share Registry on 1300 88 66 77 and request the report be sent to you. You may also update your communication election online to receive future copies of the Annual Report. Please refer to the **Managing my Telstra Shareholding online** section for instructions on how to do this.

IT'S HOW
WE CONNECT




## MANAGING MY SHAREHOLDING ONLINE

1. Go to **www.linkmarketservices.com.au/telstra**
2. Enter your SRN/HIN (this can be found on your latest dividend statement), your post code, the security code displayed and read and accept the terms and conditions.

Use the following sections to help you locate information about your Telstra holding(s):

**Holdings** – here you can access your transaction history, holding balance, holding value and see the last closing share price.

**Payment & Tax** – here you can access your dividend payment history, payment instructions and your TFN. Shareholders can update bank details here.

**Communication** – use this section to become an e-Shareholder. You can update your postal address, email address and communication elections here.

## BECOMING AN E-SHAREHOLDER

Telstra encourages shareholders to elect to receive their communications electronically. By providing your email address you will receive your dividend statements, Notice of the Annual General Meeting and Shareholder Updates (including summary financial information) by email notification. This is also important if we want to communicate with you at short notice in relation to current issues.

Please refer to the **Managing my Telstra Shareholding online** section for instructions on how to do this.

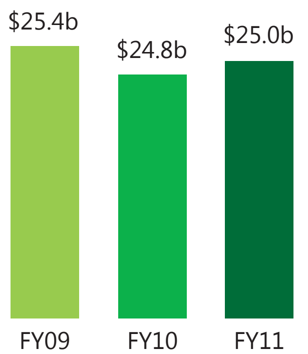
Please contact our share registry on 1300 88 66 77 or email **telstra@linkmarketservices.com.au** should you require any further information relating to your shareholding.

# FINANCIAL RESULTS
## FIVE YEAR FINANCIAL SUMMARY

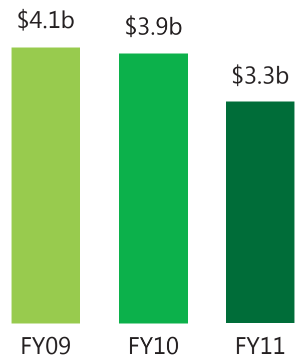
| | 2011 $m | 2010 $m | 2009 $m | 2008 $m | 2007 $m |
|---|---|---|---|---|---|
| Sales revenue | 24,983 | 24,813 | 25,371 | 24,657 | 23,673 |
| EBITDA(1) | 10,151 | 10,847 | 10,948 | 10,416 | 9,861 |
| EBIT(2) | 5,692 | 6,501 | 6,558 | 6,226 | 5,779 |
| Profit for the year after non-controlling interests | 3,250 | 3,940 | 4,076 | 3,711 | 3,275 |
| Dividends declared per share (cents per share) | 28 | 28 | 28 | 28 | 28 |
| Total assets | 37,913 | 39,282 | 39,962 | 37,921 | 37,837 |
| Gross debt | 16,232 | 16,031 | 17,036 | 16,285 | 15,547 |
| Net debt | 13,595 | 13,926 | 15,655 | 15,386 | 14,724 |
| Total Equity | 12,292 | 13,008 | 12,681 | 12,295 | 12,580 |
| Accrued capital expenditure | 3,410 | 3,471 | 4,598 | 4,897 | 5,879 |
| Free cashflow | 5,477 | 6,225 | 4,365 | 3,855 | 2,899 |

(1) Operating profit before interest, depreciation and amortisation and income tax expense. EBITDA is used as a measure of financial performance by excluding certain variables that affect operating profits but which may not be directly related to all financial aspects of the operations of the company. EBITDA is not a measure of operating income, operating performance or liquidity under A-IFRS. Other companies may calculate EBITDA in a different manner to us.
(2) EBITDA less depreciation and amortisation.

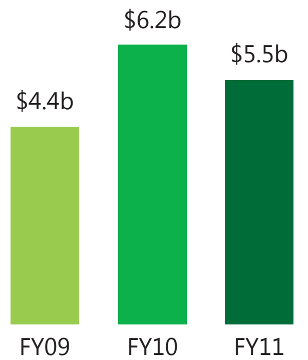
### SALES REVENUE



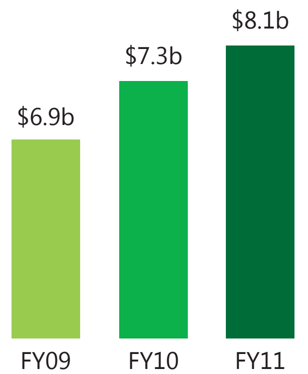

### PROFIT FOR THE YEAR




### FREE CASHFLOW




### MOBILE REVENUE



# CHAIRMAN & CEO MESSAGE

Dear Shareholders

It has been a significant year for Telstra with the successful implementation of a new strategy and the signing of Definitive Agreements with NBN Co and the Commonwealth for our participation in the rollout of the National Broadband Network (NBN). We have also seen the company return to EBITDA growth in the second half of the year and expect momentum across the business to continue in 2012.

The NBN agreements are extremely important for the company and shareholders, and ahead of the shareholder vote we look forward to providing you with a detailed Explanatory Memorandum which includes an Independent Expert's report so you are able to make an informed decision.

A year ago we announced plans to make a significant strategic investment in the business during 2011 to support our long term strategic priorities - to improve customer satisfaction, to retain and grow our customer base, to simplify the business and to invest in new growth opportunities.

As a result, we have seen strong operating momentum across the business. We have had one of our best years for customer growth, have seen improvements in customer satisfaction and are already seeing the financial benefits of our simplification programme at the top and bottom line. Additionally, we have developed growth opportunities, making investments in cloud computing, implementing a digital strategy at Sensis, offering FOXTEL content across our T-Box® services, and restructuring the Reach network assets in Asia.

Most importantly for our shareholders, the strategy is bearing fruit. We have seen the company return to revenue growth, and expect the momentum across the business to translate to profit growth in 2012.

## 2011 HIGHLIGHTS

For the fiscal year 2011, sales revenue rose 0.7% to $24,983 million and total revenue also rose by 0.7% to $25,093 million. In the second half of the year sales revenue grew by 1.8% compared to a 0.5% decline in sales revenue in the first half, evidence of the turnaround in the business.

Earnings before interest, tax, depreciation and amortisation (EBITDA) decreased by 6.4% to $10,151 million, with EBITDA margins declining by 3.1 percentage points to 40.6%.

Free cashflow of $5,477 million was generated in the year. This figure includes $288 million from the sale of SouFun. On our guidance basis, excluding this gain, free cashflow was $5.2 billion. Accrued capital expenditure was $3,410 million in the year, or 13.6% of sales.

CATHERINE LIVINGSTONE
CHAIRMAN

DAVID THODEY
CHIEF EXECUTIVE OFFICER

# CHAIRMAN & CEO MESSAGE

On 11 August 2011, the Directors of Telstra resolved to pay a fully franked final dividend of 14 cents per share. As announced in November 2010, it is also the company's intention to maintain a 28c fully franked dividend for 2012, subject to the Board's normal approval process for dividend declaration and there being no unexpected material events.

## OUTLOOK*

Over the past year Telstra has recorded a turnaround in operational results, with strong customer growth, lower churn, a return to EBITDA growth and higher market share in fixed broadband and mobile.

In fiscal 2012, the new initiatives from the company will continue to bear fruit. The year will see productivity and other benefits from a continuing simplification of our processes.

For 2012, we expect Telstra to return to full year EBITDA growth with low single digit revenue growth and low single digit EBITDA growth on the back of strong second half performance in fiscal 2011. Capex to sales will continue to be around 14% of sales with free cashflow of between $4.5 and $5.0 billion. The NBN is not expected to have a material impact on Telstra's financial results in 2012.

## CUSTOMER SATISFACTION

Over the past two years, we have been on a journey to re-invent Telstra to make it faster, easier and simpler to do business with us.

This year, we continue to implement initiatives towards improving customer satisfaction. For example, we have made enhancements to our Telstra.com website to make it easier for our customers to deal with us on-line and we now have a dedicated team of specially trained agents to work with family members to offer bereavement support. A Personal Shopping service has also been introduced so our customers can now book one-on-one sessions with an advisor at a time that is convenient for them, avoiding in-store queues.

Our customer satisfaction survey result has shown an improvement on the prior year. We are listening to our customers and we ask more than 2,500 consumers and 1,250 small to medium business decision makers each month on their views of Telstra.

Customer satisfaction is a top priority and we still have much to do. We acknowledge there is no "silver bullet" which will transform the customer experience overnight. We are on the right track and we have made progress this year and we will continue this work until we see significant improvement.

## NATURAL DISASTERS

Our people and communities were impacted by the devastating natural disasters. From the floods in Queensland, New South Wales, Victoria and Tasmania to the cyclones in Far North Queensland and the bush fires in Western Australia. All of these events had an inevitable impact on the performance of our networks and our ability to provide services to customers.

Following each event and as soon as it was safe to do so, Telstra staff were in the field restoring services, assisting customers and supporting communities. Our assistance included the establishment of communications services in evacuation centres, providing phone cards and handsets, distributing satellite handsets and enabling payphones to provide free calls in affected areas.

We have an extremely strong commitment to the communities where our customers and employees live and work. This was certainly evident during the natural disasters with so many of our employees going above and beyond their normal role. You will read about one of these courageous stories in the pages that follow.

At Telstra, our ambition is to change the way our customers talk about us and deliver value to you, our shareholders. We believe we are well on the way and look forward to the year ahead.

C B Livingstone

**Catherine B Livingstone AO** Chairman

David Thodey

**David Thodey** Chief Executive Officer

* Guidance assumes wholesale product price stability and excludes any further impairments to investments and proceeds on the sale of businesses.

Pictured: David Thodey with Dave Liddell and Dave Kincaid during the CEO's visit to check in with Telstra restoration crews at St Lucia, Queensland.

DURING THE QUEENSLAND FLOODS TELSTRA SWITCHED OVER 100 PAYPHONES TO FREE LOCAL AND STD CALLS AND PROVIDED FREE HANDSETS WITH SIM CARDS FOR USE BY EVACUEES, FREE PHONE CARDS, SATELLITE KITS TO EMERGENCY SERVICES ORGANISATIONS AND SOME ISOLATED COMMUNITIES AND 200 PRE-PAID MOBILE HANDSETS, 2000 $30 RECHARGE CARDS AND 1600 $10 PHONEAWAY CARDS.

# BOARD OF DIRECTORS

## CATHERINE B LIVINGSTONE

AO, BA (Hons), Hon DSc (Murdoch), Hon DBus (Macquarie), FCA FTSE, FAICD

Ms Livingstone joined Telstra as a non-executive Director in November 2000 and was appointed as Chairman in May 2009. She is the Chairman of the Nomination Committee and a member of the Audit, Remuneration, Technology and NBN Due Diligence Committees. She was Chairman of the NBN Committee whilst it was operative.

## DAVID I THODEY

BA, FAICD

Mr Thodey became Chief Executive Officer and an executive director in May 2009.

## GEOFFREY A COUSINS

Mr Cousins joined Telstra as a non-executive Director in November 2006. He is a member of the Nomination and Remuneration Committees.

## RUSSELL A HIGGINS

AO, BEc, FAICD

Mr Higgins joined the Telstra Board as a non-executive Director in September 2009. He is a member of the Audit and NBN Due Diligence Committees. He was a member of the NBN Committee whilst it was operative.

## JOHN P MULLEN

Mr Mullen joined Telstra as a non-executive Director in July 2008. He is the Chairman of the Remuneration Committee and a member of the Nomination Committee.

## NORA L SCHEINKESTEL

LLB (Hons), PhD, FAICD

Dr Scheinkestel joined Telstra as a non-executive Director in August 2010. She is a member of the Audit Committee and Chairman of the NBN Due Diligence Committee.

## JOHN V STANHOPE

B Com (Economics and Accounting), FCPA, FCA, FAICD, FAIM

Mr Stanhope was appointed as an executive Director in May 2009. He was appointed to the role of Chief Financial Officer (CFO) and Group Managing Director, Finance & Administration in October 2003. In July 2011 Mr Stanhope's title changed to Chief Financial Officer and Group Managing Director Finance.

## JOHN M STEWART

BA, FCIB, ACII

Mr Stewart joined Telstra as a non-executive Director in April 2008. He is a member of the Audit Committee.

## JOHN W STOCKER

AO, MB.BS, BMedSc, PhD, FRACP, FTSE

Dr Stocker joined Telstra as a non-executive Director in October 1996. He is Chairman of the Audit Committee and a member of the Technology and NBN Due Diligence Committees. He was a member of the NBN Committee whilst it was operative.

## STEVEN M VAMOS

BEng (Hons)

Mr Vamos joined the Telstra Board as a non-executive Director in September 2009. He is also a member of the Remuneration and Nomination Committees and was a member of the NBN Committee whilst it was operative.

## JOHN D ZEGLIS

BSc Finance, JD Law

Mr Zeglis joined Telstra as a non-executive Director in May 2006. He is Chairman of the Technology Committee.

# STRATEGIC UPDATE

**A year ago, your company undertook a strategic review and committed to four strategic priorities to create a new Telstra: improve customer satisfaction, retain and grow our customer base, simplify the business and invest in new growth businesses. All of these strategic priorities are important, but we asked the Group Managing Directors of some of our major business units in Fiscal 2011 about their thoughts on the critical strategic priority of improving customer satisfaction. In Fiscal 2012, we will further sharpen the company's focus on customers by unifying Telstra's entire sales and retail customer service workforce into a single business unit, Telstra Customer Sales & Service, to be led by Gordon Ballantyne as Chief Customer Officer.**

## TELSTRA CONSUMER AND COUNTRY WIDE

"We need to change the way people talk about Telstra and to do this we need to improve customer satisfaction.  We need to make it faster, easier and simpler for our customers to do business with us, provide market-leading products and services and become a world class service and sales business."

**Gordon Ballantyne, Group Managing Director**

## TELSTRA BUSINESS

"We are committed to being at the forefront in delivering innovative telecommunications services and solutions to Small and Medium Enterprises including the new Telstra Digital Business. These services and solutions have already helped transform many small businesses, helping them become more productive and efficient using technologies that were previously the domain of larger corporations."

**Deena Shiff, Group Managing Director**

## TELSTRA ENTERPRISE AND GOVERNMENT

"We take customer satisfaction seriously and have embarked on a multi-year journey to redefine and improve the way we support enterprise and government organisations. This is why we offer our customers a Telstra Enterprise-grade Customer Service® to help manage the complexity and reduce the risk inherent in large-scale operations."

**Paul Geason, Group Managing Director**

## SENSIS

"I am genuinely excited by the direction we're taking and the long term opportunities available to Sensis and our customers. We are in the early stages of our three year transformation and we are now a digital led business. We will continue to leverage our strengths to deliver a superior value proposition that is uniquely tailored to the needs of our customers."

**Bruce Akhurst, Chief Executive Officer**


Telstra

## "THE TELSTRA PRESENCE WAS UNDOUBTEDLY NOTICEABLE BY MANY OF THE LOCAL RESIDENTS. I TOO CAN REMEMBER THINKING THIS AND BEING IMPRESSED IN THE SAME WAY AS THEY WERE." CRAIG LAWRY, TELSTRA TECHNICIAN

Craig Lawry is one of the many Telstra employees who made a significant contribution to the flood efforts in Victoria. This is his story.

"I take my hat off to the technicians that had to endure extremely trying circumstances. Such as wading waist deep in residual floodwaters, dealing with the daily struggle of not getting bogged, the inconvenience of bridges and roads being washed away, snakes, spiders and mosquitoes, the terrible smell of contaminated floodwaters and the long hours worked. All this went on for months.

The owner of the local camping and fishing store commented to me how amusing it was to see Telstra blokes walking out of his shop with waders and boogie boards.

As I was involved in installing interim Next G® phone services, I was also impressed at how understanding our customers were. I believe this was due to the widespread presence of the Telstra flood response team and also the fact that outstanding faults were locally managed and customers were kept well informed.

One farmer from Murrabit who lives near the Loddon River drove approximately two kilometres on his tractor through floodwaters to pick up an interim phone from me. This was the closest point I could get to his house.

I had the phone pre-programmed and gave the farmer a crash course on how to set up it up. He stowed it safely in his esky on the back tray of the tractor and half-an-hour later, a successful test call was made to one very happy farmer."

Pictured: Peter O'Loughlan wading through water caused by Lake Boort overflowing and inundating the Yando/Boort area.

# OUR CUSTOMERS & THE COMMUNITY

## A NUMBER OF TELSTRA STAFF SUGGESTIONS HAS PROMPTED COLLABORATION WITH A NOT-FOR-PROFIT ORGANISATION WHO MENTOR DISADVANTAGED YOUTH, TO HELP BEAUTIFY SOME OF OUR NETWORK EXCHANGES THROUGH MURAL ART.

The Telstra Mural Arts Program (T-MAP) aims to reduce graffiti at some of Telstra's network exchange sites, and provide at-risk youth positive alternatives to anti-social activities. The T-MAP initiative is not only focused on reducing vandalism on Telstra property. Just as importantly it's about strengthening existing community based relationships through joint participation activities.

Paul Harrison, Country Wide Area General Manager for Melbourne CBD and North-West was on hand to assist with the painting of a mural at Northcote exchange.

"I'm really proud of the work done by Telstra in organising for this mural to be painted. It has brought our staff suggestions to life and shows what can be achieved by working with the local community and the local council" said Paul.

Telstra has over 22,000 network sites nationally. Beautifying them all externally would be very cost prohibitive, however as a start the T-MAP initiative has identified six sites; three in Sydney and three in Melbourne.

Pictured: Seaford Exchange, Victoria

# OUR CUSTOMERS & THE COMMUNITY

## THIS YEAR SAW A MAJOR EXPANSION OF TELSTRA'S COMMITMENT TO THE ARTS BY INCREASING OUR STREAMING OF MAJOR EVENTS, INCLUDING THE SYDNEY SYMPHONY ORCHESTRA TO A NEW MOBILE APPLICATION, THE AUSTRALIAN BALLET ONLINE AND THE LARGEST LIVE CLASSICAL STREAMING EVENT IN HISTORY, THE YOUTUBE SYMPHONY ORCHESTRA.

Marque Owen, Telstra's Executive Producer of Innovation and Creativity said "YouTube flew 101 performers from 32 countries here to perform as a full Symphony Orchestra to a full Sydney Opera House and a connected audience of millions.

"We connected the performers to their family, homes and the world with Next G and high-speed internet services into the Opera House and High Definition video streaming to the YouTube® global network. Almost 33 million people viewed the spectacular final concert via YouTube, on mobile devices and Telstra's T-Box® channel."

Telstra also connected the live audience by providing free WiFi throughout the Opera House precinct and we extended the Next G® network inside the Opera House.

"For the first time ever, pre-concert announcement said "Please switch your mobile phones on! They could tweet and facebook all night" said Marque.

Telstra was integral in the creation of a unique musical experience that was described by The Times of London as "The most delightfully incongruous alliance of the arts and the internet yet to emerge in the 21st century."

Pictured: Photo from YouTube Symphony Orchestra 2011

# Contents

All amounts are expressed in Australian dollars ($A) unless otherwise stated.

# Full year results and operations review - June 2011

## Table of contents

for the full year ended 30 June 2011

# Full year results and operations review - June 2011

## Summary financial information

### Results of operations

| | Year ended 30 June 2011 $m | 2010 $m | Change $m | Change % | Half-year ended 30 June 2011 $m | YoY change % |
|---|---|---|---|---|---|---|
| Sales revenue | **24,983** | 24,813 | 170 | **0.7** | **12,720** | **1.8** |
| Other revenue (i) | **110** | 104 | 6 | **5.8** | **90** | **5.3** |
| Total revenue | **25,093** | 24,917 | 176 | **0.7** | **12,810** | **1.9** |
| Other income (ii) | **211** | 112 | 99 | **88.4** | **86** | **32.9** |
| **Total income (excl. finance income)** | **25,304** | 25,029 | 275 | **1.1** | **12,896** | **2.0** |
| | | | | | | |
| Labour | **3,924** | 3,707 | 217 | **5.9** | **1,936** | **11.3** |
| Goods and services purchased | **6,183** | 5,360 | 823 | **15.4** | **3,035** | **10.6** |
| Other expenses | **5,047** | 5,117 | (70) | **(1.4)** | **2,354** | **(10.4)** |
| Operating expenses | **15,154** | 14,184 | 970 | **6.8** | **7,325** | **3.0** |
| Share of net profit from jointly controlled and associated entities | **(1)** | (2) | 1 | **(50.0)** | **-** | **-** |
| **Earnings before interest, income tax expense, depreciation and amortisation (EBITDA)** | **10,151** | 10,847 | (696) | **(6.4)** | **5,571** | **0.7** |
| Depreciation and amortisation | **4,459** | 4,346 | 113 | **2.6** | **2,255** | **4.3** |
| **Earnings before interest and income tax expense (EBIT)** | **5,692** | 6,501 | (809) | **(12.4)** | **3,316** | **(1.6)** |
| Net finance costs | **1,135** | 963 | 172 | **17.9** | **564** | **27.3** |
| **Profit before income tax expense** | **4,557** | 5,538 | (981) | **(17.7)** | **2,752** | **(5.9)** |
| Income tax expense | **1,307** | 1,598 | (291) | **(18.2)** | **709** | **(18.7)** |
| **Profit for the period** | **3,250** | 3,940 | (690) | **(17.5)** | **2,043** | **(0.5)** |
| | | | | | | |
| **Attributable to:** | | | | | | |
| Equity holders of the Telstra Entity | **3,231** | 3,883 | (652) | **(16.8)** | **2,037** | **0.3** |
| Non-controlling interests | **19** | 57 | (38) | **n/m** | **6** | **n/m** |
| | **3,250** | 3,940 | (690) | **(17.5)** | **2,043** | **(0.5)** |
| | | | | | | |
| Effective tax rate | **28.7%** | 28.9% | | **(0.2)** | **25.8%** | **(4.0)** |
| EBITDA margin on sales revenue | **40.6%** | 43.7% | | **(3.1)** | **43.8%** | **(0.5)** |
| EBIT margin on sales revenue | **22.8%** | 26.2% | | **(3.4)** | **26.1%** | **(0.9)** |
| | **cents** | cents | Change cents | Change % | | |
| Basic earnings per share (iii) | **26.1** | 31.4 | (5.3) | **(16.9)** | | |
| Diluted earnings per share (iii) | **26.1** | 31.3 | (5.2) | **(16.6)** | | |
| | | | | | | |
| Dividends per ordinary share: | | | | | | |
| Interim dividend | **14.0** | 14.0 | | | | |
| Final dividend | **14.0** | 14.0 | | | | |
| Total | **28.0** | 28.0 | | | | |

*(i) Other revenue primarily consists of rental income and distributions received from our FOXTEL partnership.*
*(ii) Other income includes gains and losses on asset and investment sales, USO levy receipts, subsidies and other miscellaneous items.*
*(iii) Basic and diluted earnings per share are impacted by the effect of shares held in trust for employee share plans and instruments held under executive remuneration plans.*
*n/m = not meaningful*

# Full year results and operations review - June 2011

## Statement of financial position

| | As at | | | |
|---|---|---|---|---|
| | **30 Jun 11 $m** | 30 Jun 10 $m | Change $m | **Change %** |
| **Current assets** | | | | |
| Cash and cash equivalents | **2,630** | 1,936 | 694 | **35.8** |
| Trade and other receivables | **4,137** | 3,981 | 156 | **3.9** |
| Inventories | **283** | 295 | (12) | **(4.1)** |
| Derivative financial assets | **83** | 173 | (90) | **(52.0)** |
| Current tax receivables | **4** | 3 | 1 | **33.3** |
| Prepayments | **275** | 218 | 57 | **26.1** |
| Assets classified as held for sale | **41** | 579 | (538) | **(92.9)** |
| Total current assets | **7,453** | 7,185 | 268 | **3.7** |
| **Non current assets** | | | | |
| Trade and other receivables | **340** | 217 | 123 | **56.7** |
| Inventories | **22** | 17 | 5 | **29.4** |
| Investments - accounted for using the equity method | **2** | 17 | (15) | **(88.2)** |
| Investments - other | **1** | 1 | - | **-** |
| Property, plant and equipment | **21,790** | 22,894 | (1,104) | **(4.8)** |
| Intangible assets | **7,627** | 8,028 | (401) | **(5.0)** |
| Derivative financial assets | **285** | 592 | (307) | **(51.9)** |
| Non current tax receivables | **382** | 321 | 61 | **19.0** |
| Deferred tax assets | **-** | 3 | (3) | **(100.0)** |
| Defined benefit assets | **11** | 7 | 4 | **57.1** |
| Total non current assets | **30,460** | 32,097 | (1,637) | **(5.1)** |
| **Total assets** | **37,913** | 39,282 | (1,369) | **(3.5)** |
| **Current liabilities** | | | | |
| Trade and other payables | **4,093** | 3,843 | 250 | **6.5** |
| Provisions | **394** | 389 | 5 | **1.3** |
| Borrowings | **1,990** | 2,540 | (550) | **(21.7)** |
| Derivative financial liabilities | **634** | 384 | 250 | **65.1** |
| Current tax payables | **404** | 335 | 69 | **20.6** |
| Revenue received in advance | **1,018** | 1,102 | (84) | **(7.6)** |
| Liabilities classified as held for sale | **5** | 89 | (84) | **(94.4)** |
| Total current liabilities | **8,538** | 8,682 | (144) | **(1.7)** |
| **Non current liabilities** | | | | |
| Other payables | **177** | 248 | (71) | **(28.6)** |
| Provisions | **696** | 727 | (31) | **(4.3)** |
| Borrowings | **12,178** | 12,370 | (192) | **(1.6)** |
| Derivative financial liabilities | **1,799** | 1,518 | 281 | **18.5** |
| Deferred tax liabilities | **1,730** | 1,927 | (197) | **(10.2)** |
| Defined benefit liability | **205** | 464 | (259) | **(55.8)** |
| Revenue received in advance | **298** | 338 | (40) | **(11.8)** |
| Total non current liabilities | **17,083** | 17,592 | (509) | **(2.9)** |
| **Total liabilities** | **25,621** | 26,274 | (653) | **(2.5)** |
| **Net assets** | **12,292** | 13,008 | (716) | **(5.5)** |
| **Equity** | | | | |
| Equity available to Telstra Entity shareholders | **12,074** | 12,696 | (622) | **(4.9)** |
| Non-controlling interests | **218** | 312 | (94) | **(30.1)** |
| **Total equity** | **12,292** | 13,008 | (716) | **(5.5)** |
| Gross debt | **16,232** | 16,031 | 201 | **1.3** |
| Net debt | **13,595** | 13,926 | (331) | **(2.4)** |
| EBITDA interest cover (times) | **9.6** | 10.8 | (1.2) | **(11.1)** |
| Net debt to EBITDA | **1.3** | 1.3 | - | **-** |
| Return on average assets | **15.9%** | 17.3% | | **(1.4)** |
| Return on average equity | **26.1%** | 30.9% | | **(4.8)** |
| Return on average investment | **21.6%** | 23.5% | | **(1.9)** |
| Gearing ratio (net debt as a proportion of equity plus net debt) | **52.5%** | 51.7% | | **0.8** |

# Full year results and operations review - June 2011

## Statement of cash flows

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| **Cashflows from operating activities** | | | | |
| Receipts from customers (inclusive of goods and services tax (GST)) | **27,389** | 27,128 | 261 | **1.0** |
| Payments to suppliers and to employees (inclusive of GST) | **(17,860)** | (16,218) | (1,642) | **10.1** |
| Net cash generated by operations | **9,529** | 10,910 | (1,381) | **(12.7)** |
| Income taxes paid | **(1,511)** | (1,219) | (292) | **24.0** |
| **Net cash provided by operating activities** | **8,018** | 9,691 | (1,673) | **(17.3)** |
| **Cashflows from investing activities** | | | | |
| Payments for: | | | | |
| - property, plant and equipment | **(2,342)** | (2,718) | 376 | **(13.8)** |
| - intangible assets | **(909)** | (877) | (32) | **3.6** |
| Capital expenditure (before investments) | **(3,251)** | (3,595) | 344 | **(9.6)** |
| - shares in controlled entities (net of cash acquired) | **(36)** | (95) | 59 | **(62.1)** |
| **Total capital expenditure** | **(3,287)** | (3,690) | 403 | **(10.9)** |
| Proceeds from: | | | | |
| - sale of property, plant and equipment | **16** | 24 | (8) | **(33.3)** |
| - sale of intangible assets | **-** | 2 | (2) | **n/m** |
| - sale of shares in controlled entities (net of cash disposed) | **288** | 11 | 277 | **n/m** |
| - sale of businesses | **14** | 1 | 13 | **n/m** |
| - sale of associates | **23** | - | 23 | **n/m** |
| Proceeds from finance lease principal amounts | **74** | 66 | 8 | **12.1** |
| Repayments of loans to jointly controlled and associated entities | **2** | - | 2 | **n/m** |
| Interest received | **122** | 66 | 56 | **84.8** |
| Settlement of hedges in net investments | **96** | (6) | 102 | **n/m** |
| Dividends recevied from SouFun | **41** | - | 41 | **n/m** |
| Distributions received from FOXTEL Partnership | **70** | 60 | 10 | **16.7** |
| **Net cash used in investing activities** | **(2,541)** | (3,466) | 925 | **(26.7)** |
| **Operating cashflows less investing cashflows** | **5,477** | 6,225 | (748) | **(12.0)** |
| **Cashflows from financing activities** | | | | |
| Proceeds from borrowings | **2,340** | 1,777 | 563 | **31.7** |
| Repayment of borrowings | **(2,536)** | (2,676) | 140 | **(5.2)** |
| Repayment of finance lease principal amounts | **(61)** | (55) | (6) | **10.9** |
| Staff repayments of share loans | **8** | 9 | (1) | **(11.1)** |
| Finance costs paid | **(1,135)** | (1,042) | (93) | **8.9** |
| Dividends paid to equity holders of Telstra Entity | **(3,475)** | (3,474) | (1) | **0.0** |
| Dividends paid to non-controlling interests | **(14)** | (20) | 6 | **(30.0)** |
| **Net cash used in financing activities** | **(4,873)** | (5,481) | 608 | **(11.1)** |
| **Net increase in cash and cash equivalents** | **604** | 744 | (140) | **(18.8)** |
| Cash and cash equivalents at the beginning of the period | **2,105** | 1,381 | 724 | **52.4** |
| Effects of exchange rate changes on cash and cash equivalents | **(72)** | (20) | (52) | **260.0** |
| **Cash and cash equivalents at the end of the period** | **2,637** | 2,105 | 532 | **25.3** |

# Full year results and operations review - June 2011

## Segment information and product profitability

| | Total external income Year ended 30 June | | | EBIT contribution Year ended 30 June | | |
|---|---|---|---|---|---|---|
| | **2011 $m** | 2010 $m | **Change %** | **2011 $m** | 2010 $m | **Change %** |
| Telstra Consumer and Country Wide | **10,015** | 9,667 | **3.6** | **5,295** | 5,584 | **(5.2)** |
| Telstra Business | **4,508** | 4,430 | **1.8** | **3,221** | 3,220 | **0.0** |
| Telstra Enterprise and Government | **4,239** | 4,170 | **1.7** | **3,266** | 3,252 | **0.4** |
| Telstra Wholesale | **2,194** | 2,280 | **(3.8)** | **2,037** | 2,110 | **(3.5)** |
| Telstra Operations | **128** | 80 | **60.0** | **(3,753)** | (3,820) | **(1.8)** |
| Sensis | **1,787** | 1,909 | **(6.4)** | **871** | 1,021 | **(14.7)** |
| Telstra International | **1,289** | 1,381 | **(6.7)** | **102** | 191 | **(46.6)** |
| TelstraClear | **514** | 529 | **(2.8)** | **(28)** | (14) | **100.0** |
| Other | **411** | 523 | **(21.4)** | **(5,481)** | (4,936) | **11.0** |
| **Total Telstra segments (i)** | **25,085** | 24,969 | **0.5** | **5,530** | 6,608 | **(16.3)** |
| Other items excluded from segment results (ii) | **219** | 60 | **n/m** | **162** | (107) | **n/m** |
| **Total Telstra Group (reported)** | **25,304** | 25,029 | **1.1** | **5,692** | 6,501 | **(12.4)** |

*(i) Internally, we monitor our segment performance excluding the impact of irregular revenue and expense items such as sales of major businesses and investments, sales of land and buildings, impairment write-offs and FOXTEL distributions.*
*(ii) Other items excluded from the segment results for the year ended 30 June 2011 include the EBIT contribution from our Reach related operations and the adjustment to the shareholder loan associated with the restructure of Reach assets.*

**Revenue by business segment**

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| **Telstra Consumer and Country Wide** | | | | |
| PSTN products | **3,060** | 3,341 | (281) | **(8.4)** |
| Fixed internet | **1,208** | 1,211 | (3) | **(0.2)** |
| Mobile services revenue | **3,780** | 3,558 | 222 | **6.2** |
| **Telstra Business** | | | | |
| PSTN products | **1,296** | 1,407 | (111) | **(7.9)** |
| Fixed internet | **344** | 347 | (3) | **(0.9)** |
| Mobile services revenue | **2,011** | 1,867 | 144 | **7.7** |
| **Telstra Enterprise and Government** | | | | |
| Mobile services revenue | **959** | 858 | 101 | **11.8** |
| IP and data access | **1,103** | 1,099 | 4 | **0.4** |
| Network applications and services | **917** | 900 | 17 | **1.9** |

We report our segment information on the same basis as our internal management reporting structure at reporting date, which drives how our company is organised and managed.

The measurement of segment results is in line with the basis of information presented to management for internal management reporting purposes. The performance of each segment is measured based on their "underlying EBIT contribution" to the Telstra Group. EBIT contribution excludes the effects of all inter-segment balances and transactions. In addition, certain items are recorded within our corporate areas, rather than being allocated to each segment. Of particular note is that Telstra Operations includes the costs associated with the operation of the majority of our networks as well as IT costs associated with the supply and delivery of solutions to support our range of products and services. Depreciation and amortisation costs associated with the fixed assets of the parent entity are recorded centrally in the corporate centre (included in "Other").

Segment comparatives are restated to reflect any organisational changes which have occurred since the prior reporting period.

Further details about the performance of our business segments follows:

***Telstra Consumer and Country Wide***

Our Telstra Consumer and Country Wide (TCCW) segment has been the focus of our strategic investment to retain and grow customer numbers. As a result of this investment we have seen strong growth in our customer base across the mobile, fixed broadband and pay TV portfolios while the rate of PSTN customer loss has slowed significantly. With the improved sales momentum, our consumer segment has seen a return to top line growth with income increasing by 3.6% to $10,015 million.

## Full year results and operations review - June 2011

Our Consumer and Country Wide segment increased its mobile customer base by more than 1.1 million during the year driven by growth across all customer types - postpaid handheld, prepaid handheld and mobile broadband. Fixed broadband services in operation (SIOs) increased by more than 159 thousand, a significant improvement compared to the SIO decline in the 2010 fiscal year. The success of our bundling strategy, the popularity of our new T-Box® and T-Hub® devices and increased value across our consumer mobile and fixed product plans contributed to the improved customer momentum. PSTN SIOs declined by 171 thousand, an improved result compared to a decline of 253 thousand in the 2010 fiscal year.

Mobile revenue increased by 12.9% and mobile services revenue increased by 6.2%. PSTN revenue declined by 8.4% driven by lower calling volumes and customer numbers. Pay TV bundling revenue grew by 14.9% and remains an important product as customers reduce their propensity to churn when adding pay TV to a bundle of other services.

EBIT contribution fell by 5.2% due to increased cost of goods sold and subscriber acquisition and retention costs to support the strategic imperative to grow and retain the customer base.

***Telstra Business***

Telstra Business (TB) is a business partner and one-stop shop providing communications solutions to small and medium enterprises (SMEs). Income in this segment increased by 1.8% to $4,508 million while EBIT contribution was flat at $3,221 million.

Mobile services revenue growth was 7.7% driven by continued strong growth from mobile broadband revenue which grew by 15.4%. Mobile broadband SIOs increased by 39.0% while in the important postpaid handheld category SIOs grew by 6.8% and ARPUs remained resilient, declining by only 1.1%.

The revenue growth rates for IP and data access and network applications and services accelerated this year with the combined revenue from these portfolios now exceeding $300 million per annum.

The decline in PSTN revenue accelerated to 7.9% driven by SIO loss and usage decline while fixed retail broadband revenue was flat.

Expenses grew by 6.2% due to increased cost of goods sold and subscriber acquisition and retention costs to support the strategic imperative to grow and retain the customer base.

***Telstra Enterprise and Government***

Telstra Enterprise and Government (TE&G) is the leading provider of network based solutions and services to enterprise and government organisations in Australia and New Zealand. Income in this segment grew by 1.7% to $4,239 million while EBIT contribution increased by 0.4% to $3,266 million.

TE&G has delivered another strong mobile revenue result with mobile services revenue growth accelerating to 11.8% with the mobile portfolio generating more than $1 billion of revenue for the first time. Postpaid handheld ARPU declined slightly by 0.8% while postpaid handheld SIO growth accelerated by 9.1%. Mobile broadband revenue grew by 16.8%.

Fixed products revenue, which includes PSTN and ISDN revenue, decreased by 4.0%. This rate of decline has slowed driven by increased internet direct and premium calling product revenue growth.

IP and data access revenue grew slightly by 0.4% to $1,103 million and NAS revenue growth was 1.9%.

Expenses grew by 6.0% due to increased subscriber cost of goods sold and acquisition and retention costs to support the strategic imperative to grow and retain the customer base.

***Telstra Wholesale***

Income generated from our wholesale business declined 3.8%, or $86 million to $2,194 million as the ULL build out continued to detrimentally impact the wholesale business. Growth in ULL continues as 170 thousand ULL SIOs were added during the year. LSS SIOs declined 1.4% as carriers migrated LSS services to ULL.

Wholesale PSTN revenue declined 7.1% driven by reduction of 41 thousand wholesale PSTN SIOs and continuing reductions in usage. Wholesale fixed internet revenue also fell 10.6%, led by 13.3%, or 134 thousand decline in wholesale ADSL SIOs.

External expenses declined by 7.2% led by reductions in network payments and labour costs resulting in Wholesale's EBIT contribution falling by 3.5%.

***Telstra Operations***

Telstra Operations is primarily a cost centre supporting the revenue generating activities of our other segments. This year the negative EBIT contribution from this area improved to 1.8% due to the continued focus on productivity and efficiency initiatives and tight control over discretionary spending.

***Sensis and TelstraClear***

Refer to more detailed discussion in the major subsidiaries section beginning on page 29.

***Telstra International***

Telstra International is our new business unit and encompasses our international assets outside Australia and New Zealand. It includes CSL New World (CSLNW) which provides mobile services to the Hong Kong market, our mainland China business providing online advertising services in auto, IT and consumer electronics, and mobile value added service segments, and management of our global networks (including the Reach network assets from acquisition) and managed services business that has more than 1,300 points of presence throughout Australia, Asia Pacific, Europe and the US.

The majority of Telstra International's revenue and EBIT is contributed by CSL New World. CSL New World mobile customers increased by 352 thousand to 2,993 thousand for the year. For financial information about CSL New World please refer to the more detailed

# Full year results and operations review - June 2011

discussion in the major subsidiaries section beginning on page 29.

***Other***

Our Other segment consists primarily of our corporate centre functions where we recognise depreciation and amortisation on fixed assets and redundancy expenses for the parent entity. Refer to the detailed discussion on these expense categories within this document.

## Product profitability

The following table reflects our EBITDA margins on a product basis for our key product categories. These results are presented on a consistent basis with the way we monitor business performance for internal management purposes and the way we have presented our segment performance. That is, we monitor product profitability on an underlying EBIT contribution basis excluding the impact of irregular revenue and expense items.

For fiscal year 2011, we have seen a significant change in our mobiles EBITDA margin after investing in our strategy to retain and grow our customer base. This can be seen in the impacts on margins in the first half. In the second half, margins have moved back in line with those reported in the second half of fiscal 2010, driven by revenue growth from the success of our strategy combined with lower customer acquisition costs.

Declining revenue streams in wholesale fixed broadband, caused by migration of wholesale DSL customers to ULL, along with lower spectrum sharing services, has contributed to an overall margin decline in fixed internet in the second half of this year. This was partially offset by improvements in retail fixed internet margins.

PSTN margins have remained flat during the year, despite the continued decline in revenue, driven by improvements in credit management activity and reduced marketing spend in the second half.

**Product profitability - EBITDA margins**

| | Half-year ended | | | |
|---|---|---|---|---|
| | **Jun 2011** | Dec 2010 | Jun 2010 | Dec 2009 |
| Mobile | **35%** | **29%** | 35% | 34% |
| Fixed internet | **32%** | **34%** | 39% | 40% |
| PSTN | **59%** | **59%** | 60% | 59% |
| IP and data access | **61%** | **61%** | 64% | 61% |
| Sensis | **65%** | **41%** | 63% | 50% |
| **Telstra Group** | **43.8%** | **37.3%** | 44.3% | 43.1% |

Note: product margins represent management's best estimates.

# Full year results and operations review - June 2011

## Statistical data summary

### Billable traffic data (i)

| | Year ended 30 June | | | | Half-year ended 30 June | | | |
|---|---|---|---|---|---|---|---|---|
| | **2011 m** | 2010 m | Change m | **Change %** | **2011 m** | 2010 m | Change m | **Change %** |
| **Fixed telephony** | | | | | | | | |
| Number of local calls . . . | **3,570** | 4,134 | (564) | **(13.6)** | **1,698** | 1,958 | (260) | **(13.3)** |
| National long distance minutes | **5,408** | 5,915 | (507) | **(8.6)** | **2,638** | 2,862 | (224) | **(7.8)** |
| Fixed to mobile minutes. . | **3,122** | 3,133 | (11) | **(0.4)** | **1,560** | 1,522 | 38 | **2.5** |
| International direct minutes | **510** | 541 | (31) | **(5.7)** | **250** | 261 | (11) | **(4.2)** |
| **Mobiles** | | | | | | | | |
| Mobile voice telephone minutes . . . . . . . . . | **13,512** | 11,524 | 1,988 | **17.3** | **7,096** | 5,801 | 1,295 | **22.3** |
| Number of SMS sent . . . | **9,905** | 9,394 | 511 | **5.4** | **5,095** | 4,611 | 484 | **10.5** |

### Services in operation (i)

| | As at | | | Jun 11 vs Jun 10 | | Jun 11 vs Dec 10 | |
|---|---|---|---|---|---|---|---|
| | **Jun 2011** | Dec 2010 | Jun 2010 | Change | **Change %** | Change | **Change %** |
| **Fixed products (thousands)** | | | | | | | |
| Basic access lines in service | | | | | | | |
| Retail . . . . . . . . . . . . . . . | **7,158** | 7,298 | 7,407 | (249) | **(3.4)** | (140) | **(1.9)** |
| Wholesale . . . . . . . . . . . . . | **1,212** | 1,235 | 1,253 | (41) | **(3.3)** | (23) | **(1.9)** |
| **Total basic access lines in service** | **8,370** | 8,533 | 8,660 | (290) | **(3.3)** | (163) | **(1.9)** |
| Fixed broadband SIOs - retail . . . | **2,413** | 2,394 | 2,255 | 158 | **7.0** | 19 | **0.8** |
| Fixed broadband SIOs - wholesale . | **869** | 919 | 1,003 | (134) | **(13.4)** | (50) | **(5.4)** |
| ISDN access (basic line equivalents) | **1,316** | 1,318 | 1,308 | 8 | **0.6** | (2) | **(0.2)** |
| T-Hub® sales (life to date) . . . . | **194** | 128 | 19 | 175 | **n/m** | 66 | **51.6** |
| T-Box® sales (life to date) . . . . | **192** | 107 | 2 | 190 | **n/m** | 85 | **79.4** |
| Unbundled local loop SIOs . . . . | **1,001** | 914 | 831 | 170 | **20.5** | 87 | **9.5** |
| Spectrum sharing services (ii) . . . | **725** | 741 | 735 | (10) | **(1.4)** | (16) | **(2.2)** |
| **Mobile SIOs (thousands)** | | | | | | | |
| Postpaid handheld retail mobile . . | **6,455** | 6,107 | 5,810 | 645 | **11.1** | 348 | **5.7** |
| Total mobile broadband (data card) | **2,576** | 2,167 | 1,662 | 914 | **55.0** | 409 | **18.9** |
| Total wholesale mobile . . . . . . | **74** | 80 | 81 | (7) | **(8.6)** | (6) | **(7.5)** |
| Prepaid handheld unique users (iii) | **1,921** | 1,943 | 1,889 | 32 | **1.7** | (22) | **(1.1)** |
| Prepaid handheld retail mobile . . | **3,192** | 3,207 | 3,090 | 102 | **3.3** | (15) | **(0.5)** |
| **Total pay TV bundling SIOs (thousands)** . . . . . . . . . . | **508** | 513 | 504 | 4 | **0.8** | (5) | **(1.0)** |
| **Employee data** | | | | | | | |
| Domestic full time staff (iv) . . . . | **30,121** | 29,970 | 31,157 | (1,036) | **(3.3)** | 151 | **0.5** |
| Full time staff and equivalents (iv) . | **35,790** | 35,729 | 41,690 | (5,900) | **(14.2)** | 61 | **0.2** |
| **Total workforce (iv)** . . . . . . | **39,790** | 39,832 | 45,220 | (5,430) | **(12.0)** | (42) | **(0.1)** |

Note: statistical data represents management's best estimates.

*(i) Refer to each product section for more detailed data.*
*(ii) Excluded from wholesale broadband SIOs.*
*(iii) Prepaid unique users defined as the three month rolling average of monthly active prepaid users.*
*(iv) Refer to the labour section on page 23 for definitions.*

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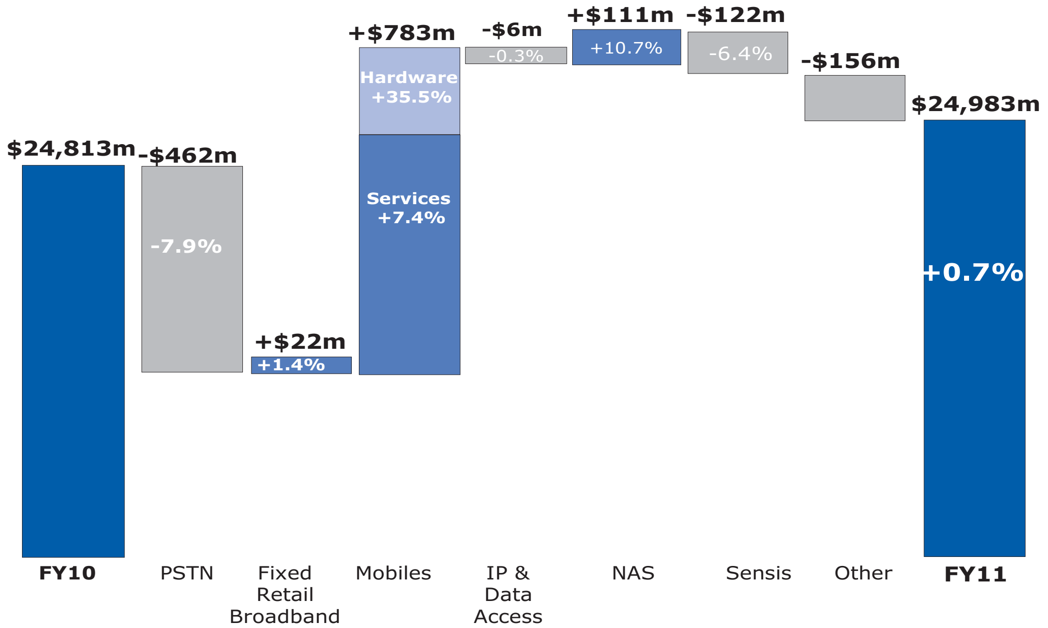
## Revenue

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| **Fixed products** | | | | |
| PSTN products | **5,370** | 5,832 | (462) | **(7.9)** |
| Fixed internet | **2,091** | 2,144 | (53) | **(2.5)** |
| ISDN products | **877** | 905 | (28) | **(3.1)** |
| Other fixed revenue (i) | **1,165** | 1,101 | 64 | **5.8** |
| Total fixed products | **9,503** | 9,982 | (479) | **(4.8)** |
| **Mobiles** | | | | |
| Mobile services - retail | **6,145** | 5,769 | 376 | **6.5** |
| Mobile services - interconnection and wholesale | **795** | 692 | 103 | **14.9** |
| Total mobile services | **6,940** | 6,461 | 479 | **7.4** |
| Mobile hardware | **1,160** | 856 | 304 | **35.5** |
| Total mobiles | **8,100** | 7,317 | 783 | **10.7** |
| **IP and data access** | | | | |
| Specialised data | **350** | 482 | (132) | **(27.4)** |
| Global products | **109** | 122 | (13) | **(10.7)** |
| IP access | **970** | 835 | 135 | **16.2** |
| Wholesale internet and data | **342** | 338 | 4 | **1.2** |
| Total IP and data access | **1,771** | 1,777 | (6) | **(0.3)** |
| Network applications and services | **1,144** | 1,033 | 111 | **10.7** |
| Offshore content and online content | **85** | 144 | (59) | **(41.0)** |
| Advertising and directories | **1,909** | 2,165 | (256) | **(11.8)** |
| CSL New World | **814** | 770 | 44 | **5.7** |
| TelstraClear | **516** | 529 | (13) | **(2.5)** |
| Other offshore services revenue | **299** | 293 | 6 | **2.0** |
| Pay TV bundling | **584** | 511 | 73 | **14.3** |
| Other sales revenue (ii) | **258** | 292 | (34) | **(11.6)** |
| **Sales revenue** | **24,983** | 24,813 | 170 | **0.7** |
| Other revenue (iii) | **110** | 104 | 6 | **5.8** |
| **Total revenue** | **25,093** | 24,917 | 176 | **0.7** |
| Other income (iv) | **211** | 112 | 99 | **88.4** |
| **Total income** | **25,304** | 25,029 | 275 | **1.1** |

*(i) Other fixed revenue includes Premium calling products, Telstra operated payphones, Customer Premises Equipment, Intercarrier services, Telstra information & Connection Services, Card Services and CustomNet and Satellite Products.*
*(ii) Other sales revenue includes $102 million relating to HFC cable usage (June 2010: $84 million).*
*(iii) Other revenue primarily consists of distributions received from FOXTEL and rental income.*
*(iv) Other income includes gains and losses on asset and investment sales, USO levy receipts, subsidies and other miscellaneous items.*

## Sales revenue by product



## Full year results and operations review - June 2011

The mix of sales revenue by product continues to change. The decline in PSTN revenue of 7.9% or $462 million to $5,370 million was due to a decline in usage levels across all categories. This decline was more than offset by the continued strong growth in mobiles as we have invested in customer retention and growth. We also continue to see customers migrate their usage to mobile products for both for voice and data. Mobiles services revenue grew by 7.4% or $479 million to $6,940 million, which included mobile broadband growth of 18.9% to $974 million. Mobile hardware revenue has grown by 35.5% to $1,160 million.

Revenue for advertising and directories fell by 11.8% or $256 million to $1,909 million with Sensis sales revenue down $122 million. IP and data access revenues were relatively flat as we have seen continued strong growth in IP access from customers migrating services from legacy data products.

Fixed broadband revenue grew by $22 million as we have seen a return to net customer acquisition in fiscal 2011.

# Full year results and operations review - June 2011

## Fixed products

### PSTN

- PSTN revenue declined by 7.9% to $5,370 million driven by lower usage and continued SIO loss
- The net decrease in PSTN SIOs of 290 thousand was lower than the 358 thousand net decrease in fiscal 2010 due to the impact of bundled offers
- PSTN customers on subscription plans (including bundle offers) grew by 33.5% to almost 1.5 million

**PSTN**

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| PSTN revenue | **5,370** | 5,832 | (462) | **(7.9)** |
| **PSTN retail versus wholesale revenue** | | | | |
| Retail | **4,751** | 5,166 | (415) | **(8.0)** |
| Wholesale | **619** | 666 | (47) | **(7.1)** |
| Basic access lines in service (thousands) | | | | |
| Retail | **7,158** | 7,407 | (249) | **(3.4)** |
| Wholesale | **1,212** | 1,253 | (41) | **(3.3)** |
| Total basic access lines in service | **8,370** | 8,660 | (290) | **(3.3)** |
| Average revenue per user per month ($'s) | **52.55** | 54.99 | (2.44) | **(4.4)** |
| Number of local calls (millions) (i) | **3,570** | 4,134 | (564) | **(13.6)** |
| National long distance minutes (millions) (i) | **5,408** | 5,915 | (507) | **(8.6)** |
| Fixed to mobile minutes (millions) (i) | **3,122** | 3,133 | (11) | **(0.4)** |
| International direct minutes (millions) (i) | **510** | 541 | (31) | **(5.7)** |

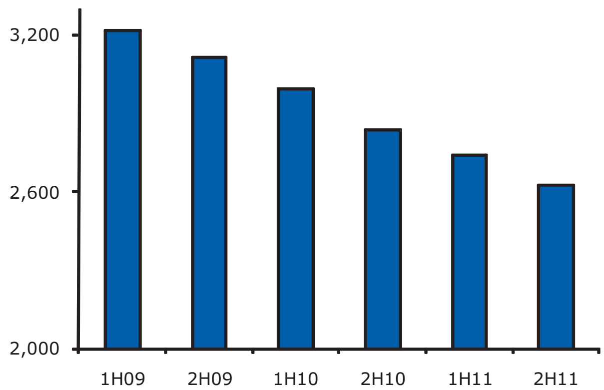
Note: statistical data represents management's best estimates.

*(i) Includes local calls, national long distance, fixed to mobiles and international direct minutes from our public switched telephone network (PSTN) and independently operated payphones. Excludes minutes related to calls from non-PSTN networks, such as mobiles, ISDN and virtual private networks.*

Total PSTN revenue declined by 7.9% or $462 million during the year to $5,370 million. This rate of decline is consistent with the 8.0% decline from fiscal 2010 and continues to highlight the structural shift away from PSTN driven by both lower usage and line loss. Usage continues to decline across all calling categories, with local calls falling 13.6% and national long distance declining 8.6% although there has been some stabilisation of fixed to mobile minutes.

With the fall in call usage, PSTN ARPU continues to be under pressure, falling by 4.4% to $52.55.

**PSTN Revenue ($m)**




Although PSTN line loss during the year was 3.3%, it was the lowest rate of decline and smallest absolute decline in 4 years. This improvement in the rate of line loss decline reflects the impact of our bundled fixed line offers. Bundle SIOs have increased by 171.2% to now serve over 1 million customers. These offers have helped slow the rate of PSTN revenue decline with a 7.4% decline reported in the second half which compares favourably with a 9.0% decline from the second half of fiscal 2010.

Growth in Unbundled Local Loop (ULL) uptake by competitors does however continue to be strong with more than 1 million ULL services in operation for the first time, an increase of 20.5% year on year, which has also been contributing to our ongoing line loss.

# Full year results and operations review - June 2011

**PSTN revenue - year-on-year change %**

| | Half-year ended | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | **Jun 2011** | Dec 2010 | Jun 2010 | Dec 2009 | Jun 2009 | Dec 2008 | Jun 2008 | Dec 2007 |
| Total PSTN | **(7.4)** | (8.4) | (9.0) | (6.9) | (4.8) | (5.1) | (4.4) | (2.1) |
| Retail | **(6.7)** | (9.3) | (9.0) | (5.9) | (3.2) | (1.8) | (0.6) | 0.3 |
| Wholesale | **(12.4)** | (1.7) | (9.1) | (14.1) | (15.5) | (24.0) | (23.3) | (13.7) |
| Wholesale as a percentage of total PSTN revenue | **11.1** | 11.9 | 11.7 | 11.1 | 11.7 | 12.0 | 13.2 | 15.0 |

**PSTN basic access services in operation - year-on-year change %**

| | Half-year ended | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | **Jun 2011** | Dec 2010 | Jun 2010 | Dec 2009 | Jun 2009 | Dec 2008 | Jun 2008 | Dec 2007 |
| Total Telstra | **(3.3)** | (3.1) | (4.0) | (3.9) | (3.7) | (4.0) | (4.1) | (3.1) |
| Retail | **(3.4)** | (3.3) | (4.2) | (3.6) | (1.7) | 0.0 | 1.1 | 1.1 |
| Wholesale | **(3.3)** | (2.2) | (2.5) | (5.8) | (14.1) | (22.5) | (24.5) | (18.3) |

# Full year results and operations review - June 2011

## Fixed internet

- Retail fixed broadband revenue (including hardware) grew by 1.4% to $1,594 million driven by a turnaround in customer growth
- Retail fixed broadband SIOs increased by 158 thousand, our strongest performance for three years
- Low cancellation rate at 17.3%, improved from 22.8% last year as we continue our strategy to better manage customer churn

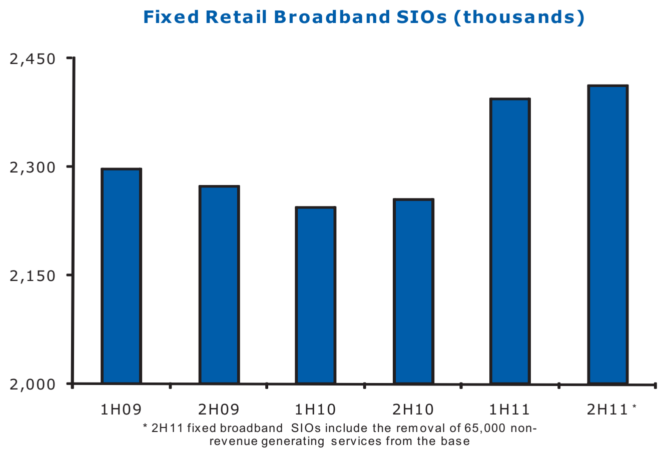
**Fixed internet**

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| - Fixed broadband - retail | **1,570** | 1,546 | 24 | **1.6** |
| - Fixed broadband - hardware | **24** | 26 | (2) | **(7.7)** |
| Total retail fixed broadband | **1,594** | 1,572 | 22 | **1.4** |
| Wholesale broadband | **405** | 449 | (44) | **(9.8)** |
| Spectrum sharing services | **31** | 40 | (9) | **(22.5)** |
| Narrowband | **21** | 34 | (13) | **(38.2)** |
| Internet VAS | **40** | 49 | (9) | **(18.4)** |
| **Total fixed internet revenue** | **2,091** | 2,144 | (53) | **(2.5)** |
| Total fixed broadband SIOs - retail (thousands) | **2,413** | 2,255 | 158 | **7.0** |
| Average fixed broadband retail revenue per SIO per month (excl hardware) ($'s) | **56.04** | 56.92 | (0.88) | **(1.5)** |
| Broadband SIOs - wholesale (thousands) | **869** | 1,003 | (134) | **(13.4)** |
| Average broadband wholesale revenue per SIO per month ($'s) | **36.06** | 35.35 | 0.71 | **2.0** |
| Spectrum sharing services (thousands) (excluded from wholesale SIOs) | **725** | 735 | (10) | **(1.4)** |

Note: statistical data represents management's best estimates.

Fixed retail broadband revenue grew by 1.4% to $1,594 million with fixed retail broadband SIOs increasing by 158 thousand. This strong growth in customers compares very favourably to the reduction of 19 thousand in fiscal 2010, highlighting good progress in our strategy to retain and grow the customer base.

The improved performance reflects the success of a number of initiatives started late last fiscal year including the provision of increased data allowances to existing plans, more attractive bundled offers, unique content and the successful launch of the Telstra T-Hub® and T-Box® products. For the year ending 30 June, we had sold close to 175 thousand T-Hub and 190 thousand T-Box devices, contributing to over 1 million customers who are now on our bundled plans.



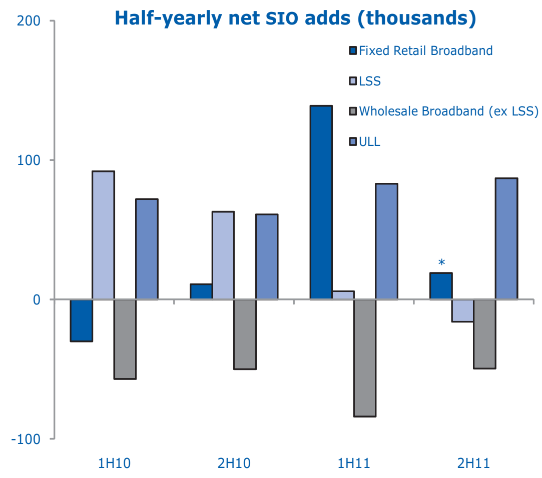

The implementation of these initiatives has helped drive an improvement in the fixed broadband cancellation rate, falling to 17.3% from 22.8% in the prior year.

Fixed retail broadband ARPU excluding hardware remained steady, declining by only 1.5% to $56.04 per month.

Wholesale broadband revenue fell by 9.8% to $405 million. The decline was caused by a fall in wholesale DSL customers as the migration to ULL continued. Growth in ULL uptake by competitors continues to be strong with more than 1 million ULL services in operation for the first time. Line spectrum sharing (LSS) services declined for the first time, decreasing by 1.4% reflecting the shift to ULL by competitors.

# Full year results and operations review - June 2011

Total fixed internet revenue decreased by 2.5% to $2,091 million during the year with declines in fixed wholesale broadband and spectrum sharing services (LSS) offsetting growth in retail fixed broadband revenue.




* 2H11 fixed retail broadband SIOs include the removal of 65k non-revenue generating services from the base.

## ISDN and other fixed revenue

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| ISDN revenue | **877** | 905 | (28) | **(3.1)** |
| Other fixed revenue | **1,165** | 1,101 | 64 | **5.8** |
| ISDN average revenue per user per month ($'s) | **55.71** | 58.05 | (2.34) | **(4.0)** |
| ISDN access lines (basic access line equivalents) (thousands) | **1,316** | 1,308 | 8 | **0.6** |
| Unbundled local loop SIOs (thousands) | **1,001** | 831 | 170 | **20.5** |

Note: statistical data represents management's best estimates.

ISDN revenue declined by 3.1% to $877 million. This was caused by reductions in both voice and data revenues resulting from product substitution to other services including IP voice and data alternatives as well as competitive pressures. The number of ISDN SIOs increased marginally due to the take up by business and enterprise and government customers of ISDN 10/20/30 primary rate services.

Other fixed revenue increased by 5.8% to $1,165 million with customer premises equipment revenue increasing by 56.0% or $61 million driven by T-Box® and T-Hub® product sales. Intercarrier services revenue has also continued to grow, increasing by 12.4% or $50 million with higher ULL SIOs (up 170 thousand to 1 million) and increased demand for mobile tower and exchange access and equipment. Partially offsetting these increases were decreases in premium calling products and customnet as customers migrate their services to other offerings.

# Full year results and operations review - June 2011

## Mobiles

- SIO growth of 1.66 million for the year as a result of our strategy to retain and grow customers
- Total mobile revenue growth of 10.7% and services growth of 7.4%
- Postpaid handheld SIO growth of 11.1% combined with mobile broadband SIOs up 55.0%

**Mobiles**

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| - Postpaid handheld | **4,497** | 4,326 | 171 | **4.0** |
| - Prepaid handheld | **674** | 624 | 50 | **8.0** |
| Total handheld | **5,171** | 4,950 | 221 | **4.5** |
| Mobile broadband | **974** | 819 | 155 | **18.9** |
| **Mobile services revenue - retail** | **6,145** | 5,769 | 376 | **6.5** |
| Mobiles interconnection | **650** | 533 | 117 | **22.0** |
| Mobile services revenue - wholesale resale | **145** | 159 | (14) | **(8.8)** |
| **Total mobile services revenue** | **6,940** | 6,461 | 479 | **7.4** |
| Mobile hardware | **1,160** | 856 | 304 | **35.5** |
| **Total mobile revenue** | **8,100** | 7,317 | 783 | **10.7** |
| **SIOs (at end of period) (thousands)** | | | | |
| Postpaid handheld retail mobile SIOs | **6,455** | 5,810 | 645 | **11.1** |
| Prepaid handheld retail mobile SIOs | **3,192** | 3,090 | 102 | **3.3** |
| Mobile broadband SIOs | **2,576** | 1,662 | 914 | **55.0** |
| **Total retail mobile SIOs** | **12,223** | 10,562 | 1,661 | **15.7** |
| Wholesale SIOs | **74** | 81 | (7) | **(8.6)** |
| Prepaid handheld unique users (3 month average of monthly users) | **1,921** | 1,889 | 32 | **1.7** |
| **ARPUs ($'s)** | | | | |
| Blended average revenue per user (incl interconnection) | **49.70** | 50.61 | (0.91) | **(1.8)** |
| Postpaid handheld average revenue per user | **61.11** | 62.49 | (1.39) | **(2.2)** |
| Prepaid handheld average revenue per user | **17.88** | 15.98 | 1.90 | **11.9** |
| Mobile broadband average revenue per user | **38.30** | 50.41 | (12.10) | **(24.0)** |
| Number of SMS sent (millions) | **9,905** | 9,394 | 511 | **5.4** |
| Mobile voice telephone minutes (millions) | **13,512** | 11,524 | 1,988 | **17.3** |
| Postpaid handheld deactivation rate | **8.8%** | 12.4% | | **(3.6pp)** |

Note: statistical data represents management's best estimates.

Domestic mobile revenue grew by 10.7% or $783 million to $8,100 million. The success of our strategic initiative to retain and grow customers was highlighted by exceptionally strong mobile retention and acquisition. At the end of June 2011, total mobile SIOs were over 12 million, up 742 thousand in the second half and 1.66 million for the year. Postpaid handheld customers at the end of June 2011 were over 6 million, up 348 thousand in the second half and 645 thousand for the year. Mobile broadband customers at the end of June were 2.6 million, up 409 thousand in the second half and 914 thousand for the year.

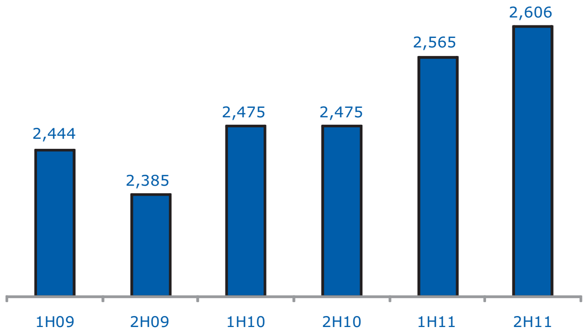
The significantly improved momentum in customer growth and volume of customers returning to Telstra is testament to the increased value in our mobile plans and our superior network quality. During the second half we launched our very popular Freedom Connect plans which offered increased value to our customers.

Mobile services revenue grew by 7.4% versus 5.9% in the prior year while mobile hardware revenue was up 35.5% to $1,160 million.

We continue to believe that improving mobile hardware revenue is a lead indicator of accelerating mobiles services revenue growth.

Handheld services revenue growth was 4.5%, an improvement on last year driven by accelerating growth in the postpaid handheld services category. Mobile

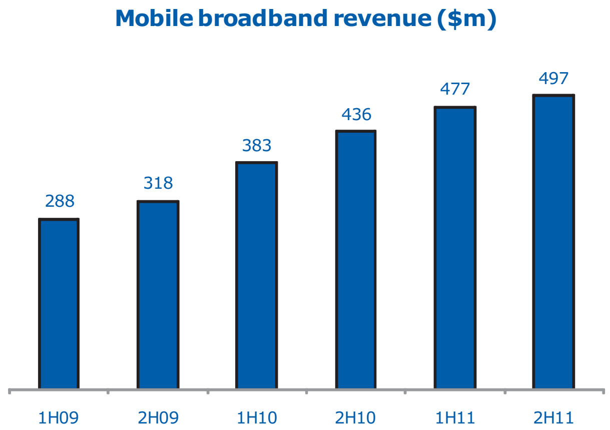
**Mobile handheld revenue ($m)**



# Full year results and operations review - June 2011

broadband revenue of $974 million grew by 18.9% or $155 million as our customers continue to enjoy the benefits of wireless internet access and our Next G® network.

Although prepaid handheld customers declined by 15 thousand in the second half, revenues and ARPU remained solid with prepaid handheld revenue growing 6.6% in the second half and 8.0% for the full year. Prepaid handheld ARPU also rose 11.9% to $17.88 for the full year.




Mobile ARPU trends remain steady with handheld ARPUs continuing to grow. This was driven by increased prepaid handheld ARPU and only slightly lower postpaid handheld ARPU. Mobile broadband ARPU declined by 24.0% due to competition and a higher penetration of lower ARPU prepaid services including the increased popularity of tablets on these plans.

The blended domestic subscriber acquisition and recontracting cost (SARC) rate across all domestic postpaid and prepaid sales volumes increased by 34.7% to $212. This rate has been calculated using an economic view which ignores the timing of cash receipts and accounting treatment in order to highlight the average customer lifetime value investment across all subsidised contracts and MRO postpaid contracts (including both handheld and mobile broadband). This is in contrast to previous years where the measurement was based on accounting treatment, excluding the impact of MRO. The increase in the blended SARC rate has been driven by the impacts of continued penetration of smartphones.

As expected mobile EBITDA margins improved in the second half as we began to realise the benefits of our customer retention and acquisition strategy. Mobile EBITDA margin for the second half was 35% year on year, up 6 percentage points from December 2010 and was 32% for the full year.

# Full year results and operations review - June 2011

## IP and data access

- IP access revenue grew by 16.2% to $970 million while legacy specialised data product revenue declined by 27.4% to $350 million
- IP MAN SIOs increased by 19.0% and IP WAN SIOs increased by 8.4% as customers continue to migrate services to IP based products

**IP and data access**

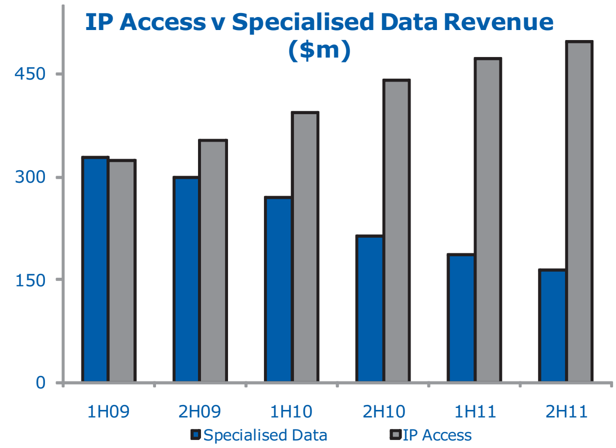
| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| Specialised data | **350** | 482 | (132) | **(27.4)** |
| Global products | **109** | 122 | (13) | **(10.7)** |
| IP access | **970** | 835 | 135 | **16.2** |
| Wholesale internet and data | **342** | 338 | 4 | **1.2** |
| **Total IP and data access revenue** | **1,771** | 1,777 | (6) | **(0.3)** |
| Domestic frame access ports (thousands) | **15** | 18 | (3) | **(16.7)** |
| Hyperconnect retail services in operation (thousands) | **40** | 35 | 5 | **14.3** |
| Ethernet lite services in operation (thousands) | **29** | 26 | 3 | **11.5** |
| IP MAN services in operation (thousands) | **25** | 21 | 4 | **19.0** |
| IP WAN services in operation (thousands) | **103** | 95 | 8 | **8.4** |

Note: statistical data represents management's best estimates.

Our IP and data access business continues to focus on the migration to IP from legacy technologies with IP access revenue growing 16.2% to $970 million. IP access and wholesale internet and data growth continues to offset the decline in legacy specialised data and global products, with the overall portfolio declining slightly by 0.3% to $1,771 million.

The ongoing transition to the Next IP™ network from legacy data networks and other data products is clearly evident in the revenue trends. IP access revenue increased as customers sought the scaleability, security and reliability, reduced duplication and complexity, and the integration of the Next IP™ network with the Next G network for advanced applications and solutions.

IP MAN maintained strong revenue growth, up 24.1% to $552 million in the current year while SIOs increased by 4 thousand or 19.0%. IP MAN provides customers with their own virtual private network using the IP protocol across a metropolitan area which can link two or more sites into the virtual private network. The other main source of IP access revenue growth was IP WAN where revenue rose by 10.5% to $250 million and SIOs increased by 8 thousand or 8.4%. IP WAN allows businesses to use a single data connection in each location and then rely on the built-in intelligence and security of our Next IP™ network to manage the routing and delivery of data between local and international locations.



# Full year results and operations review - June 2011

## Network Applications and Services (previously Business services and applications)

- NAS revenue has grown by 10.7% to $1,144 million across managed network services and commercial recoverable and industrial works

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| Network applications and services revenue | **1,144** | 1,033 | 111 | **10.7** |

Network Applications and Services (NAS) is one of our strategic growth drivers. This portfolio builds on the value our IP access products provide to enterprise, government and larger small to medium enterprise (SME) customers and is focussed on delivering value-add services using our own high speed networks as opposed to traditional carriage. Our aim is to provide customers with pre-defined service offers that remove the need to design customised solutions. NAS products include services such as high definition video conferencing and Telepresence, IP telephones, cloud computing, managed data networks and enterprise security services.

In the current year, network applications and services revenue grew 10.7%, or $111 million to $1,144 million; within this product category, managed network services revenue grew by 7.9%, or $51 million to $699 million. This was driven by strong growth in unified communications of 31.0% to $156 million driven partially by the acquisition of iVision Pty Ltd on 31 March 2011 (contributing $18 million of revenue), and managed data networks growth of 8.7% to $213 million. Commercial recoverable and industrial works revenue grew by 35.8%, or $62 million to $236 million which included the launch of new projects during the year, including our participation in the rollout of National Broadband Network (NBN) trial sites.

## Advertising and directories

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| Sensis advertising and directories revenue | **1,768** | 1,893 | (125) | **(6.6)** |
| Other advertising revenue | **141** | 272 | (131) | **(48.2)** |
| **Total advertising and directories revenue** | **1,909** | 2,165 | (256) | **(11.8)** |

Our advertising and directories revenue is predominantly derived from our wholly owned company Sensis and its controlled entities. For a detailed description of the performance of Sensis refer to the financial summary on page 29.

Other advertising revenue mainly consists of revenue from our Chinese online advertising business and Trading Post. Chinese advertising revenue declined by $111 million from the prior year mainly due to the sale of SouFun in September 2010.

Trading Post published final print editions in October 2009 and is now exclusively an online and media classified service. Revenue declined by $20 million from the prior year mainly due to worsening economic and competitive conditions.

# Full year results and operations review - June 2011

## Offshore controlled entities

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| CSL New World | **814** | 770 | 44 | **5.7** |
| TelstraClear | **516** | 529 | (13) | **(2.5)** |
| International managed services and carriage | **299** | 293 | 6 | **2.0** |
| **Total offshore controlled entities revenue** | **1,629** | 1,592 | 37 | **2.3** |

For further details regarding the performance of CSL New World (CSLNW) and TelstraClear, please refer to their respective business summaries commencing on page 30. Revenue from total offshore controlled entities increased by $37 million for the full year including absorbing a $149m decline driven by foreign currency movements primarily in CSLNW.

Other offshore controlled entities revenue increased by $6 million and includes an unfavourable foreign currency translation impact of $29 million. Excluding this, Asia recorded a $49 million increase associated with the acquisition of assets under the restructure of our Reach network assets arrangements effective 28 February 2011. Europe revenues have reduced by $14 million due mainly to the sale of part of our UK voice business together with unfavourable churn in data and voice products.

## Pay TV bundling

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| Pay TV bundling revenue | **584** | 511 | 73 | **14.3** |
| Total pay TV bundling SIOs (thousands) | **508** | 504 | 4 | **0.8** |

Note: statistical data represents management's best estimates.

Total pay TV bundling revenue increased by 14.3% to $584 million. The growth of revenue was due to a 7.7% increase in ARPU along with a 4 thousand increase in SIOs to 508 thousand.

ARPUs grew as a result of pricing changes across the base and the successful completion of customer migration to Next Generation FOXTEL. There were also strong sales of Platinum iQ as well as Platinum HD packages with increases in Pay Per View usage stimulated by the launch of Movies On Demand and TV Library On Demand in October 2010.

The growth in FOXTEL from Telstra SIOs was driven by increased take up of bundled offers with other Telstra products and services.

# Full year results and operations review - June 2011

## Other revenue

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| Distributions received | **70** | 60 | 10 | **16.7** |
| Rental income | **40** | 44 | (4) | **(9.1)** |
| **Total other revenue** | **110** | 104 | 6 | **5.8** |

Other revenue includes distributions received from our FOXTEL partnership of $70 million, representing a 16.7% or $10 million increase on prior year.

## Other income

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| Proceeds from asset and investment sales | **535** | 27 | 508 | **n/m** |
| Cost of asset and investment sales | **460** | 25 | 435 | **n/m** |
| **Net gain on assets/investment sales** | **75** | 2 | 73 | **n/m** |
| | | | | |
| USO levy receipts and subsidies | **69** | 65 | 4 | **6.2** |
| Miscellaneous income | **67** | 45 | 22 | **48.9** |
| **Other income** | **136** | 110 | 26 | **23.6** |
| **Total other income** | **211** | 112 | 99 | **88.4** |

Other income increased by 88.4% largely driven by the sale of SouFun, our Chinese real estate website ($69 million profit), our interest in Keycorp Ltd, an Australian provider of secure electronic transaction solutions ($8 million profit) and Telstra Ltd's non-core voice business in the UK ($16 million loss). The total net gain received from the sale of investments amounted to $61 million. Other miscellaneous income grew by 48.9% or $22 million largely due to the reversal of contingent consideration related to the purchase of LMobile ($30 million), offset by the impairment of goodwill in expenses following a review of estimated future cash flows.

# Full year results and operations review - June 2011

## Expenses

### Labour

- Total labour expenses increased by 5.9% with increases driven by redundancy activity, higher costs to support our growing customer base as well as the impact of natural disasters and higher incentives
- Redundancy costs increased by 75.0% or $96 million driven by initiatives supporting the simplification of the business

**Labour**

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| Salary and associated costs | **3,326** | 3,257 | 69 | **2.1** |
| Redundancy | **224** | 128 | 96 | **75.0** |
| Other labour expenses | **374** | 322 | 52 | **16.1** |
| **Total labour** | **3,924** | 3,707 | 217 | **5.9** |
| Domestic full time employees (whole numbers) (i) | **30,121** | 31,157 | (1,036) | **(3.3)** |
| Full time employees and employed equivalents (whole numbers) (ii) | **35,790** | 41,690 | (5,900) | **(14.2)** |
| Total workforce, including contractors and agency staff (whole numbers) (iii) | **39,790** | 45,220 | (5,430) | **(12.0)** |

Note: statistical data represents management's best estimates.

*(i) Our domestic full time employees include domestic full time staff, domestic fixed term contracted staff and expatriate staff in overseas subsidiary entities.*
*(ii) Our full time employees and equivalents include domestic full time employees plus casual and part time employees and employees in our offshore subsidiary entities.*
*(iii) Our total workforce includes full time employees and equivalents plus contractors and staff employed through agency arrangements measured on an equivalent basis.*

Labour expenses increased by 5.9% or $217 million from the prior corresponding period predominantly due to increased redundancy costs, salary and associated costs growth as well as the impacts of natural disasters on other labour expenses.

Redundancy expenses increased by 75.0% from the prior fiscal year mainly due to initiatives undertaken as the company transitioned to a more customer focused operating model. These included the consolidation of our Consumer and Country Wide business units during the first half and the reduction of management layers as we looked to simplify our organisation. There was also redundancy activity within our Operations business unit predominantly driven by efficiencies within the service delivery and network services areas.

Increases for salary and associated costs were kept to 2.1% or $69 million from the prior corresponding period with annual pay rises contributing to the growth together with higher incentive payments as a result of a higher percentage of performance targets being met.

We also undertook a program whereby we brought in house certain IT professional staff functions previously performed by third parties which has contributed to the year on year growth. Partially offsetting these increases were lower costs due to the lower domestic headcount as well as the divestment of SouFun in September 2010.

Growth in overtime, contractor and agency payments of 14.3% was the main driver of the increase in other labour expenses from the prior corresponding period. This was partly due to additional agency staff required to handle increased call volumes supporting a growing customer base, as well as costs associated with extensive flooding and storms across the eastern seaboard and Cyclone Yasi.

Workforce numbers declined by 5,430 from the prior fiscal year with the divestment of SouFun resulting in a staff reduction of 4,770. In addition to this there have been further FTE reductions as we move towards a more simplified operating model including the consolidation of the separate Consumer and Country Wide business units, partially offset by an increase in our Operations business as a result of bringing IT professional staff in house as previously mentioned.

Year on year, our labour and labour substitution ratio to sales revenue has remained relatively constant despite the impacts of higher incentive payments and absorbing the year's natural disasters. After taking into account timing differences and one off impacts in the current year we are seeing good underlying improvement in our domestic labour and labour substitution expenses on a quarterly basis. We continue to drive towards a more simplified and cost effective operating model.

# Full year results and operations review - June 2011

## Goods and services purchased

- Supporting our strategy to retain and grow the customer base, total goods and services purchased increased by 15.4% or $823 million
- The increase of 1.66 million mobile services contributed significantly to a 36.2% or $535 million increase in cost of goods sold - other

**Goods and services purchased**

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| Cost of goods sold - subsidies (postpaid) | **631** | 598 | 33 | **5.5** |
| Cost of goods sold - other | **2,013** | 1,478 | 535 | **36.2** |
| Usage commissions | **276** | 339 | (63) | **(18.6)** |
| Network payments | **1,943** | 1,808 | 135 | **7.5** |
| Service fees | **666** | 568 | 98 | **17.3** |
| Managed services | **150** | 133 | 17 | **12.8** |
| Dealer performance commissions | **72** | 99 | (27) | **(27.3)** |
| Paper purchases and printing | **98** | 119 | (21) | **(17.6)** |
| Other | **334** | 218 | 116 | **53.2** |
| **Total goods and services purchased** | **6,183** | 5,360 | 823 | **15.4** |

Our strategy to invest in customer growth resulted in an increase in our variable costs with significantly higher cost of goods sold year on year. This expense growth has supported higher mobile revenue growth of 10.7% or $783 million, with a 1.66 million increase in domestic mobile services.

Cost of goods sold - other (which includes mobile handsets, wireless devices and fixed/digital products) increased by 36.2% or $535 million from the prior corresponding period predominantly due to:

- very strong growth in mobile customers driving a 46.9% or $426 million increase in mobile hardware COGS with a corresponding 35.5% increase in mobile hardware revenue. Across all customer segments we have seen higher sales volumes and increased smartphone penetration;
- growth in other COGS of $71 million driven by the increasing market penetration of the T-Hub® and T-Box® products as well as higher fixed broadband acquisitions; and
- an increase in managed WAN cost of goods sold driven by growth in managed WAN revenue in our Enterprise and Government segment.

Cost of goods sold - subsidies (postpaid) increased by 5.5% or $33 million. Growth in CSL New World was the main driver with improved customer offerings resulting in higher connections and higher subsidy expense supporting sales revenue growth. Domestically, subsidised volumes decreased due to a change in the product/plan offering mix favouring postpaid mobile repayment option (MRO) offers.

Network payments increased by 7.5% or $135 million driven by growth in domestic carrier network outpayments resulting from higher SMS and MMS offnet volumes as well as increases in mobile voice terminating offnet volumes.

Other goods and services purchased increased by 53.2% or $116 million predominantly driven by dealer program incentives due to the change in dealer remuneration plans (offsetting the decrease in postpaid usage commissions) and higher commercial project payments in line with revenue increases.

Service fees increased by 17.3% or $98 million from the prior corresponding period in line with strong pay TV revenue growth of 14.3%.

The above increases in goods and services costs were partly offset by:

- a decrease of 18.6% or $63 million in usage commissions primarily due to new dealer plans;
- a decrease of 27.3% or $27 million in dealer commissions driven by the reduction in agency commissions in China Media and a reduction in volumes in the personal calling channel; and
- a decrease of 17.6% or $21 million in paper purchases and printing mainly within the Sensis business driven by lower print advertising.

# Full year results and operations review - June 2011

## Other expenses

- Total other expenses decreased by 1.4% this fiscal year predominantly due to the adjustment to the shareholder loan associated with the restructure of our Reach asset
- Service contracts and other agreements increased by $84 million or 3.7% as a result of the company focusing on customer service initiatives

**Other expenses**

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| Property, motor vehicle and IT rental expense | **561** | 565 | (4) | **(0.7)** |
| Net foreign currency conversion losses / (gains) | **(1)** | (1) | - | **-** |
| Service contracts and other agreements | **2,359** | 2,275 | 84 | **3.7** |
| Promotion and advertising | **334** | 349 | (15) | **(4.3)** |
| General and administration | **902** | 930 | (28) | **(3.0)** |
| Other operating expenses | **445** | 406 | 39 | **9.6** |
| Impairment and diminution expenses | **447** | 593 | (146) | **(24.6)** |
| **Total other expenses** | **5,047** | 5,117 | (70) | **(1.4)** |

Total other expenses decreased by 1.4% or $70 million this fiscal year primarily driven by an adjustment to the shareholder loan from Reach following the acquisition of assets associated with the restructure of the business.

Our impairment expenses decreased this year due to:

• the Reach adjustment, amounting to a $147 million gain reflecting a reversal of the provision against the shareholder loan receivable;

• Fiscal 2011 included an impairment to the carrying value associated with our investment in Octave of $133 million and an impairment of goodwill associated with our LMobile investment of $27 million following a review of future estimated cash flows. The latter is offset in other revenue through the release of deferred consideration no longer payable. Fiscal year 2010 included an impairment charge for CSL New World of $169 million; and

• Bad and doubtful debts declined with lower levels of consumer debt defaults and an improved remediation of long outstanding debt;

partially offset by:

• an increase in inventory impairment of $27 million mainly relating to the provision for certain slow moving smartphone stock.

General and administration expenses declined by 3.0% or $28 million this fiscal year, predominately attributable to IT costs with savings of 18.2% on the prior year due to renegotiated licence fees with IT vendor managers and PC lease agreements. Partially offsetting this was an increase in accommodation costs due to the additional costs involved in the continued consolidation and upgrade of our state CBD administrative sites and costs related to new mobile sites.

Promotion and advertising decreased by 4.3% or $15 million. Domestically, we saw savings in the White and Yellow Pages® local search areas offset by increases in media spend for our T-Box®, T-Hub® and bundling promotions, which has supported strong growth in these products. Internationally, CSL New World expenditure declined after a successful branding and sales campaign during the previous financial year.

Service contracts and agreements increased by 3.7% or $84 million through investment in the early phases of our programme to simplify the business. A key driver of the increase has also been the focus on improving customer service through investments made to improve the customer experience including improvements to the online Telstra portal and the implementation of our after hours customer service. Expenses were also driven up by the increased sales of bundles, T-Box® and T-Hub®. Partially offsetting this were savings achieved by the renegotiation of contracts with external suppliers and the conversion of expenses for IT professionals to labour costs as they moved to permanent staff.

Other operating expenses increased by 9.6% or $39 million due to one off provision releases in the prior year.

# Full year results and operations review - June 2011

## Share of net profit from jointly controlled and associated entities

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| Share of net profit from jointly controlled and associated entities | **(1)** | (2) | 1 | **(50.0)** |

Our share of net profit from jointly controlled and associated entities includes our share of both profits and losses from equity accounted investments.

In respect to our investments in FOXTEL, Reach and Australia-Japan Cable, as the carrying value of each has been previously written down to nil, any share of loss/(gain) from these entities is not currently recognised. These entities will resume equity accounting once the accumulated losses have been fully offset by our share of profits derived from these entities.

As at 30 June 2011, our carried forward losses from our share of FOXTEL amounted to $132 million compared to $152 million at 30 June 2010. The decrease of $20 million during the fiscal year is mainly due to our share of FOXTEL's profit for the year of $100 million offset by the $70 million distribution recorded as revenue during the year. There was also a movement in our share of reserves of $10 million.

Our share of carried forward losses in Reach and Australia-Japan Cable as at 30 June 2011 were $559 million and $148 million respectively. The restructure of Reach and acquisition of assets as announced on 26 January 2011 resulted in an accounting gain for Telstra. The gain will have no direct impact on our share of carried forward losses from our 50% investment in Reach. We will continue to account for our share of Reach's operating results and our carried forward losses will reduce to the extent of any net profit reported by Reach. Reach's net operating results has been impacted by the profit on sale of assets arising from the restructured transaction.

## Depreciation and amortisation

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| Depreciation | **3,454** | 3,440 | 14 | **0.4** |
| Amortisation | **1,005** | 906 | 99 | **10.9** |
| **Total depreciation and amortisation** | **4,459** | 4,346 | 113 | **2.6** |

Total depreciation and amortisation expenditure increased by 2.6% to $4,459 million.

Depreciation increased by 0.4% or $14 million from fiscal 2010 primarily due to higher communications plant and other plant and equipment depreciation. This increase was driven by asset additions and improvements predominantly within the core network data, core network transport, core content-IP products, mobile access and fixed access assets. This was partially offset by land and buildings depreciation which decreased due to the retirement of exchange sites during the year in line with our divestment program.

Amortisation expense increased by 10.9% or $99 million predominantly due to software additions and improvements to our asset base comprising customer relations, network operations and workflow management applications and our billing systems.

# Full year results and operations review - June 2011

## Net finance costs

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| Borrowing costs | **1,174** | 1,059 | 115 | **10.9** |
| Finance leases | **12** | 12 | - | **-** |
| Finance Income | **(127)** | (67) | (60) | **89.6** |
| **Net Borrowing Costs** | **1,059** | **1,004** | **55** | **5.5** |
| Unwinding of discount on liabilities recognised at present value | **20** | 21 | (1) | **(4.8)** |
| Loss on fair value hedges - effective | **27** | 26 | 1 | **3.8** |
| (Gain)/loss on cashflow hedges - ineffective | **(6)** | 5 | (11) | **(220.0)** |
| Loss/(gain) on transactions not in a designated hedge relationship or de-designated from fair value hedge relationships | **125** | (36) | 161 | **(447.2)** |
| Other | **14** | 16 | (2) | **(12.5)** |
| **Capitalised interest** | **(104)** | (73) | (31) | **42.5** |
| **Net finance costs** | **1,135** | **963** | **172** | **17.9** |

Net finance costs increased by 17.9% or $172 million from the prior year.

The increase in net interest on borrowings of $55 million during the period principally arises from an increase in the average yield on net debt (from 6.4% to 7.2%). This was mainly due to:

- higher refinancing yields on new debt;
- increases in base interest rates flowing through to the floating rate component of our debt portfolio; and
- new policy settings implemented during the year to raise the minimum level of liquidity and to prefund major payments earlier. This contributes to higher interest costs as in the current market borrowing yields (to maintain higher liquidity) exceed investment yields.

The impact of higher interest rates has been partially offset by a reduction in the average level of net debt over the period reflected in a $331 million reduction year on year to $13,595 million.

The movement in loss on transactions not in or de-designated from fair value hedge relationships (increase of $161 million) and loss on fair value hedges (increase of $1 million) reflects valuation impacts. These include movements in base market interest rates and borrowing margins as at 30 June valuation date and the impact from net present value calculations as borrowings move closer to maturity. These unrealised losses in fiscal 2011 also represent the expected partial reversal of previously recognised unrealised gains.

In addition to the valuation impacts above, the following additional impacts are also applicable to transactions not in or de-designated from fair value hedge relationships and do not qualify for hedge accounting:

- the different measurement bases of the borrowings (measured at amortised cost) and the associated derivatives (measured at fair value); and
- a net loss of $21 million for the amortisation impact of unwinding previously recognised unrealised gains on those borrowings that were de-designated from hedge relationships.

Although a number of borrowings and the related derivative instruments do not satisfy the requirements for hedge accounting, they are in effective economic relationships based on contractual face value amounts and cash flows over the life of the transaction. As it is generally our intention to hold our borrowings and associated derivative instruments to maturity, unrealised revaluation gains and losses will be recognised in our finance costs over the life of the financial instrument and for each transaction will progressively unwind out to nil at maturity.

Our level of capitalised interest has increased for the year to $104 million due to a progressive increase in the value of the qualifying asset base for which borrowing costs are capitalised.

# Full year results and operations review - June 2011

## Income tax expense and franking account

- Our effective tax rate this fiscal year is 28.7% which is lower than the Australian corporate tax rate of 30%

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| Income tax expense | **1,307** | 1,598 | (291) | **(18.2)** |
| Effective tax rate | **28.7%** | 28.9% | | **(0.2)** |

Income tax expense has decreased by $291 million from the prior fiscal year with reported profit before income tax declining by $981 million to $4,557 million.

Income tax expense is $60 million lower than the notional income tax expense and the following factors contributed to the decrease:

- the non assessable recovery of the $147 million shareholder loan as a result of the Reach asset acquisition has decreased income tax expense by $44 million;
- amended assessments related to prior period research and development claims have resulted in a $24 million decline in income tax expense;
- a $70 million capital distribution from FOXTEL is a non assessable capital distribution and has resulted in a $21 million reduction to the notional income tax expense; and
- the effect of differences in tax rates of overseas subsidiaries has resulted in a reduction of $17 million to the income tax expense.

partially offset by:

- the share of estimated taxable income from FOXTEL of $100 million has resulted in an increase of $30 million to the income tax expense; and
- the non deductible impairment of Octave has resulted in a $28 million increase to the income tax expense.

During fiscal year 2011, we have paid a total of $1,523 million of tax instalments for the Telstra tax consolidated group relating to the last quarter of fiscal 2010 and the first three quarters of fiscal 2011 as well as $138 million of franking deficits tax in relation to the fiscal year 2010 closing balance. We also received $5 million of franking credits through entity acquisitions and the receipt of franked dividends. Franking credits of $1,493 million were used when we paid our final 2010 dividend and interim 2011 dividend. In addition, the 2010 income tax return refund has resulted in a further reduction of $176 million (including the refund of the $138 million franking deficits tax paid) in our franking credits.

Following the above movements, our franking account balance was $141 million in deficit at the end of June 2011. We believe that our current balance in the franking account, combined with the franking credits that will arise on tax instalments expected to be paid, will be sufficient to fully frank our final 2011 dividend.

# Full year results and operations review - June 2011

## Major subsidiaries - financial summaries

Below is a financial summary of our three largest subsidiaries: Sensis, CSL New World and TelstraClear. This information is complementary to the product analysis previously provided in the document and is intended to show these businesses as stand alone entities.

### Sensis financial summary(i)(ii)

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| Total income | **1,787** | 1,900 | (113) | **(5.9)** |
| Operating expenses (excl. depreciation and amortisation) | **793** | 804 | (11) | **(1.4)** |
| EBITDA contribution | **994** | 1,096 | (102) | **(9.3)** |
| Depreciation and amortisation | **123** | 84 | 39 | **46.4** |
| EBIT contribution | **871** | 1,012 | (141) | **(13.9)** |
| Capital expenditure | **134** | 94 | 40 | **42.6** |
| EBITDA margin on sales revenue | **55.6%** | 57.4% | | **(1.8)** |

*Amounts included for Sensis represent the contribution to Telstra's consolidated result.*
*(i) Chinese online businesses are no longer reported within Sensis (Sequel is now in Telstra International and SouFun was in the Other segment until its sale) so all prior period amounts have been removed from the Sensis financial results.*
*(ii) The above results differ from the segment results reported on page 7 as for segment reporting purposes we monitor our results excluding the impact of investment sales. In the prior corresponding period, Sensis disposed of Universal Publishers which resulted in a net loss of $9 million.*

Sensis total income is split into the following categories:

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| - Yellow Pages® revenue | **1,119** | 1,263 | (144) | **(11.4)** |
| - White Pages® revenue | **436** | 415 | 21 | **5.1** |
| - Digital marketing services | **212** | 212 | - | **-** |
| - Other revenue | **1** | 3 | (2) | **(66.7)** |
| Total Sensis advertising and directories | **1,768** | 1,893 | (125) | **(6.6)** |
| Other sales revenue | **19** | 16 | 3 | **18.8** |
| Total Sensis sales revenue | **1,787** | 1,909 | (122) | **(6.4)** |
| Other income | **-** | (9) | 9 | **100.0** |
| **Sensis total income** | **1,787** | 1,900 | (113) | **(5.9)** |

Sensis is our advertising subsidiary. Sensis helps you find, buy and sell through service offerings including Yellow Pages®, White Pages®, 1234, Citysearch®, Whereis®, MediaSmart® and Quotify®.

In March 2011, Sensis launched a digital strategy for long term profitable growth. This strategy is designed to help Australian buyers and sellers benefit from the rapidly evolving digital environment. In particular, this strategy seeks to empower small business advertisers with competitive marketing solutions.

Sensis total income declined by 5.9% to $1,787 million and EBITDA declined by 9.3% to $994 million, primarily as a result of the structural shift from print directories. In addition, contributing to the decline in performance was the impact of the floods throughout the east coast of Australia and the investment associated with the deployment of the new strategy.

The primary driver of the results has been a reduction of Yellow Pages revenue by 11.4% resulting from a decline in Yellow Pages print directories of 15.8% partially offset by growth in Yellow Pages digital of 6.3%. In the second half, Yellow Pages digital revenue grew 12.8% year on year, driven by an increase in take up of digital offerings. The decline in Yellow Pages print revenue has arisen from higher cancellations and declining yields as customers migrate their advertising to online solutions.

White Pages revenue increased by 5.1% to $436 million. This was driven by an increase in White Pages print of 2.8% and an increase in White Pages digital revenue of 39.3% due to growth in the number of customers taking the online package product.

Operating expenses declined by 1.4% from the prior year mainly driven by lower paper, printing and distribution costs.

The increase in capital expenditure was associated with our investment in new product development and expanded product offerings.

# Full year results and operations review - June 2011

## CSL New World financial summary

| | Year ended 30 June | | | Year ended 30 June | | |
|---|---|---|---|---|---|---|
| | **2011 A$m** | 2010 A$m | **Change %** | **2011 HK$m** | 2010 HK$m | **Change %** |
| Sales revenue | **814** | 770 | **5.7** | **6,262** | 5,264 | **19.0** |
| Total income | **819** | 774 | **5.8** | **6,297** | 5,286 | **19.1** |
| Operating expenses (excl. depreciation & amortisation) | **643** | 557 | **15.4** | **4,952** | 3,806 | **30.1** |
| EBITDA | **176** | 217 | **(18.9)** | **1,345** | 1,480 | **(9.1)** |
| Depreciation and amortisation | **84** | 96 | **(12.5)** | **601** | 606 | **(0.8)** |
| EBIT | **92** | 121 | **(24.0)** | **744** | 874 | **(14.9)** |
| Capital expenditure | **73** | 88 | **(17.0)** | **609** | 600 | **1.5** |
| EBITDA margin on sales revenue | **21.6%** | **28.2%** | **(6.6)** | **21.5%** | 28.1% | **(6.6)** |
| Mobile SIOs (thousands) | **2,993** | 2,641 | **13.3** | **2,993** | 2,641 | **13.3** |

*Amounts presented in HK$ have been prepared in accordance with A-IFRS. Amounts presented in A$ represent amounts included in Telstra's consolidated result including additional depreciation and amortisation arising from the consolidation of fair value adjustments. EBITDA margin differences arise mainly from monthly average rates used for conversion from HK$ to A$.*

*Note: Statistical data represents management's best estimates.*

CSL New World is our Hong Kong based wireless business and operates in an intensely competitive market.

Revenue in local currency, grew by 19% compared to the prior year. This was driven by both strong service revenue and device revenue growth. The growth of 13.3% or 352 thousand in customer numbers, and the introduction of new device bundles and service only rate plans were key contributing factors to the growth in services revenue. These new rate plans also enabled higher upfront device revenue recognition which, along with a significant increase in smartphone sales, helped to increase device revenue compared to the prior year.

Operating expenses, excluding depreciation and amortisation, grew by 30.1% in local currency. This resulted from higher handset related costs associated with increased smartphones sales, along with a one-off adjustment which had reduced expenses in the prior comparative period.

In local currency, EBITDA declined by 9.1% due to the one-off expense adjustment as mentioned above. Adjusting for this, the company's underlying EBITDA improved by 4.5%.

The year on year change in the HKD/AUD exchange rate resulted in a decrease in consolidated total income of A$101 million which was partially offset by a corresponding decrease in expenses (including depreciation and amortisation) of A$88 million.

Capital expenditure increased by 1.5% in HK$ and was mainly due to spend on network improvements, the LTE network build, and the opening of new retail shops.

# Full year results and operations review - June 2011

## TelstraClear financial summary

| | Year ended 30 June | | | Year ended 30 June | | |
|---|---|---|---|---|---|---|
| | **2011 A$m** | 2010 A$m | **Change %** | **2011 NZ$m** | 2010 NZ$m | **Change %** |
| Sales revenue | **516** | 529 | **(2.5)** | **673** | 664 | **1.4** |
| Total income | **514** | 530 | **(3.0)** | **670** | 666 | **0.6** |
| Operating expenses (excl. depreciation & amortisation) | **430** | 425 | **1.2** | **562** | 533 | **5.4** |
| EBITDA contribution | **84** | 105 | **(20.0)** | **108** | 133 | **(18.8)** |
| Depreciation and amortisation | **112** | 118 | **(5.1)** | **138** | 141 | **(2.1)** |
| EBIT contribution | **(28)** | (13) | **115.4** | **(30)** | (8) | **275.0** |
| Capital expenditure | **66** | 77 | **(14.3)** | **85** | 88 | **(3.4)** |
| EBITDA margin on sales revenue | **16.3%** | 19.8% | **(3.5)** | **16.0%** | 20.0% | **(4.0)** |

*Amounts presented in NZ$ represent the New Zealand business excluding intercompany transactions and have been prepared in accordance with A-IFRS. Amounts presented in A$ represent amounts included in Telstra's consolidated result and include the Australian dollar value of adjustments to consolidate TelstraClear into the Group result.*

For the year ended 30 June 2011, revenue in New Zealand (excluding trans Tasman intercompany revenue) has increased by 1.4% in local currency, despite an already difficult economic environment being further impacted by the Christchurch earthquakes in September and February.

Year on year revenue growth was achieved in each of the three revenue segments, Business and Government, Consumer and Wholesale.

Consumer saw growth in broadband customer numbers, leveraging the prior period investment made in access, via unbundled local loop and increased speeds, and investment in the consumer hybrid fibre coaxial (HFC) cable network. Business revenues showed growth, due to customer acquisition arresting a decline experienced over prior periods.

Operating expenses (excluding depreciation and amortisation) increased by 5.4%. This included one-off impacts due to restoration and recovery activities as a result of the dual Christchurch earthquakes. Labour, travel and training costs also increased, due to one-off project costs associated with the transition of a number of call centre activities to service partners. Bad and doubtful debts increased by 5.2%, reflecting the challenging economic environment.

In A$, we saw a 3% decline in total income to $514 million. With adjustments on consolidation and the increase in operating costs, reported EBITDA declined 20% in the year to A$84 million.

The year on year change in the NZD$ versus the AUD$ exchange rate resulted in a decrease in consolidated total income of A$20 million which was offset by a decrease in expenses (including depreciation and amortisation) of A$21 million.

Capex spend is lower by 3.4% in local currency with targeted investments focussed on a product set with ubiquitous access to ensure readiness to provide a full range of products and services in a UFB (Ultra Fast Broadband) environment.

On a standalone basis, adjusting for intercompany revenues, total income grew by 1.2% and EBITDA declined by 15.3%.

**TelstraClear standalone financial results**

| | Year ended 30 June | | |
|---|---|---|---|
| | **2011 NZ$m** | 2010 NZ$m | **Change %** |
| Total income | **701** | 693 | **1.2** |
| Operating expenses (excl. depreciation & amortisation) | **568** | 536 | **6.0** |
| EBITDA | **133** | 157 | **(15.3)** |
| Depreciation and amortisation | **138** | 141 | **(2.1)** |
| EBIT | **(5)** | 16 | **(131.3)** |
| Capital expenditure | **85** | 88 | **(3.4)** |
| EBITDA margin on sales revenue | **19.0%** | 23.6% | **(4.6)** |

# Full year results and operations review - June 2011

## Statement of financial position

- Given the strength of our balance sheet and debt maturity profile we continue to be able to borrow from the market on competitive terms
- Net assets have decreased reflecting our investment during the year in executing our strategy around customer acquisition and business simplification

**Statement of financial position**

| | As at | | | |
|---|---|---|---|---|
| | **30 Jun 11 $m** | 30 Jun 10 $m | Change $m | **Change %** |
| **Current assets** | | | | |
| Cash and cash equivalents | **2,630** | 1,936 | 694 | **35.8** |
| Other current assets | **4,823** | 5,249 | (426) | **(8.1)** |
| Total current assets | **7,453** | 7,185 | 268 | **3.7** |
| **Non current assets** | | | | |
| Property, plant and equipment | **21,790** | 22,894 | (1,104) | **(4.8)** |
| Intangible assets | **7,627** | 8,028 | (401) | **(5.0)** |
| Other non current assets | **1,043** | 1,175 | (132) | **(11.2)** |
| Total non current assets | **30,460** | 32,097 | (1,637) | **(5.1)** |
| **Total assets** | **37,913** | 39,282 | (1,369) | **(3.5)** |
| **Current liabilities** | | | | |
| Borrowings | **1,990** | 2,540 | (550) | **(21.7)** |
| Other current liabilities | **6,548** | 6,142 | 406 | **6.6** |
| Total current liabilities | **8,538** | 8,682 | (144) | **(1.7)** |
| **Non current liabilities** | | | | |
| Borrowings | **12,178** | 12,370 | (192) | **(1.6)** |
| Other non current liabilities | **4,905** | 5,222 | (317) | **(6.1)** |
| Total non current liabilities | **17,083** | 17,592 | (509) | **(2.9)** |
| **Total liabilities** | **25,621** | 26,274 | (653) | **(2.5)** |
| **Net assets** | **12,292** | 13,008 | (716) | **(5.5)** |
| **Equity** | | | | |
| Equity available to Telstra entity shareholders | **12,074** | 12,696 | (622) | **(4.9)** |
| Non-controlling interests | **218** | 312 | (94) | **(30.1)** |
| **Total equity** | **12,292** | 13,008 | (716) | **(5.5)** |

Our balance sheet remains in a healthy state with net assets of $12,292 million. During the year we have refinanced several borrowings through a number of capital raisings in debt markets including executing a €500 million 10 year benchmark bond issue in October 2010 with a maturity of March 2021 and a US$1 billion bond issue in April 2011 with a maturity of October 2021.

Major balance sheet movements included:

- other current assets decreased by 8.1% mainly due to the sell down of our shareholding in SouFun for which the carrying value of assets and goodwill had been reclassified as held for sale in June 2010. This included cash and cash equivalent holdings of $169 million. The value of derivative assets also decreased mainly due to a strengthening of the Australian dollar. This was partly offset by an increase in trade debtors associated with increased customer acquisition activity;
- property, plant and equipment has declined mainly due to a reduction in capital program expenditure following the peaks of our transformation program in recent years. Reductions include communication plant assets for our core, fixed and mobile access networks as ongoing depreciation and retirements exceed the level of additions. This was partly offset by an increase due to the acquisition of assets from Reach as part of the Reach restructure;
- intangible assets decreased by 5.0% mainly due to foreign exchange movements and the impairment of the Octave Group goodwill and customer base. This was partly offset by increased capital expenditure on software assets as part of our continuing investment in our IT systems as part of our business simplification strategy;
- other non current assets decreased as a result of a reduction in the value of derivative assets mainly due to a strengthening of the Australian dollar, partly offset by an increase in trade and other receivables due to mobile and fixed repayment option debt;
- total current and non current borrowings decreased by $742 million due to a combination of net non-cash revaluation gains of $970 million (offset by revaluation losses on our derivative instruments which are included in other liabilities) partly offset by a net cash inflow of $156 million from re-financing and borrowing repayments and finance lease additions of $72 million. The non cash revaluation gains are primarily due to a strengthening of the Australian dollar and also reflect revaluations to fair

## Full year results and operations review - June 2011

value on a portion of our borrowings in fair value hedges;

- other current liabilities increased due to higher trade creditors and accruals mainly as a result of an increase in expenditure as well as an increase in derivative liabilities. This is partly offset by a decrease in revenues received in advance primarily related to Sensis print revenue; and
- other non current liabilities decreased due to lower defined benefit pension and tax liabilities, partly offset by an increase in derivative liabilities predominantly from a strengthening of the Australian dollar.

Our gross debt position at 30 June 2011 was $16,232 million, an increase of $201 million from 30 June 2010. The increase is due to a net non-cash revaluation loss of $386 million and $72 million of finance lease additions, partly offset by net borrowing repayments of $257 million. These net borrowing repayments comprise $156 million inflow relating to borrowings and $15 million inflow from non current bank deposits. This was offset by $428 million outflow relating to the associated derivative instruments.

The increase in cash and cash equivalents of $694 million includes a net loss of $72 million for the effect of exchange rate movements and reflects a change in policy settings which requires us to hold more liquidity to prefund major payments. Also of note is $169 million for the net cash portion of SouFun assets sold which was included in current assets held for sale in June 2010, partly offset by $7 million classified as held for sale relating to Adstream at June 2011. Adjusting for this the net increase in cash and cash equivalents is $532 million.

Net debt at 30 June 2011 was $13,595 million which reflects a decrease of $331 million from 30 June 2010, comprising the net increase in cash and cash equivalents of $532 million, partly offset by higher gross debt of $201 million. Our net debt gearing ratio (net debt as a proportion of equity plus net debt) increased from 51.7% as at 30 June 2010 to 52.5% as at 30 June 2011 which is largely due to a reduction in equity over the period due to a movement in the foreign currency translation reserve as a result of the strengthening of the Australian dollar and the execution of our strategy to invest in customer acquisition and simplify our business.

# Full year results and operations review - June 2011

## Capital expenditure

- Accrued capital expenditure declined marginally by 1.8% to $3,410 million which is within our market guidance of around 14% capex to sales
- The decline was driven by a reduction in the business improvement program following the completion of key customer focussed initiatives

**Operating capex by investment driver on an accruals basis**

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| New revenue/growth | **318** | 326 | (8) | **(2.5)** |
| Business improvement | **574** | 720 | (146) | **(20.3)** |
| Customer demand and experience | **1,555** | 1,573 | (18) | **(1.1)** |
| Lifecycle maintenance | **545** | 471 | 74 | **15.7** |
| Legal and regulatory compliance | **6** | 7 | (1) | **(14.3)** |
| Sensis | **134** | 94 | 40 | **42.6** |
| International | **279** | 280 | (1) | **(0.4)** |
| **Operating capital expenditure** | **3,410** | 3,471 | (61) | **(1.8)** |

Our operating capital expenditure declined by 1.8% to $3,410 million in fiscal 2011 mainly due to the following categories:

- business improvement spend decreased by $146 million due to the completion of key customer focussed initiatives including customer care, billing enhancements and systems integration;
- customer demand in fiscal 2011 was relatively consistent with previous year spend levels with continued focus on capacity and infrastructure to support mobiles coverage and broadband growth;
- new revenue / growth spend to support new growth businesses has been maintained and includes spend on platform development for emerging products such as digital business initiatives and media applications and experience;
- the international program spend remained consistent with continued demand for international transmission capacity and offshore related investment in TelstraClear and CSL New World.

Partly offsetting the above are increases in the following categories:

- lifecycle maintenance expenditure increased by $74 million due to costs to support the remediation work resulting from natural disasters that occurred during the second half, increased mobiles site activity and on IP platform upgrade; and
- Sensis increased by $40 million due to the commencement of numerous new product development projects in fiscal 2011 designed to support product and activity measurement and to enhance the customer experience with expanded product offerings.

# Full year results and operations review - June 2011

## Cash flow summary

- Free cashflow ended the year at $5,477 million including the net proceeds from the sale of SouFun, down year on year by $748 million or 12.0%
- We have exceeded cash guidance (excluding investment sales) after strong second half cash flows
- The lower free cashflow this fiscal year is primarily attributable to the investment in growing our customer base and the implementation of programs to support our strategic initiatives

**Cashflow summary**

| | Year ended 30 June | | | |
|---|---|---|---|---|
| | **2011 $m** | 2010 $m | Change $m | **Change %** |
| **Cashflows from operating activities** | | | | |
| Receipts from customers (inclusive of GST) | **27,389** | 27,128 | 261 | **1.0** |
| Payments to suppliers and to employees (inclusive of GST) | **(17,860)** | (16,218) | (1,642) | **10.1** |
| Net cash generated by operations | **9,529** | 10,910 | (1,381) | **(12.7)** |
| Income taxes paid | **(1,511)** | (1,219) | (292) | **24.0** |
| **Net cash provided by operating activities** | **8,018** | 9,691 | (1,673) | **(17.3)** |
| **Cashflows from investing activities** | | | | |
| Payments for property, plant and equipment | **(2,342)** | (2,718) | 376 | **(13.8)** |
| Payments for intangible assets | **(909)** | (877) | (32) | **3.6** |
| Capital expenditure (before investments) | **(3,251)** | (3,595) | 344 | **(9.6)** |
| Payments for shares in controlled entities (net of cash acquired) | **(36)** | (95) | 59 | **(62.1)** |
| Total capital expenditure | **(3,287)** | (3,690) | 403 | **(10.9)** |
| Proceeds from asset sales and finance leases | **127** | 93 | 34 | **36.6** |
| Proceeds from sale of shares in controlled entities | **288** | 11 | 277 | **n/m** |
| Repayments/loans to jointly controlled and associated entities | **2** | - | 2 | **n/m** |
| Interest received | **122** | 66 | 56 | **84.8** |
| Settlement of hedges in net investments | **96** | (6) | 102 | **n/m** |
| Dividends received from SouFun | **41** | - | 41 | **n/m** |
| Distributions received from FOXTEL Partnership | **70** | 60 | 10 | **16.7** |
| **Net cash used in investing activities** | **(2,541)** | (3,466) | 925 | **(26.7)** |
| **Operating cashflows less investing cashflows** | **5,477** | 6,225 | (748) | **(12.0)** |
| **Cashflows from financing activities** | | | | |
| Movements in borrowings | **(196)** | (899) | 703 | **n/m** |
| Repayment of finance lease principal amounts | **(61)** | (55) | (6) | **10.9** |
| Staff repayments of share loans | **8** | 9 | (1) | **(11.1)** |
| Finance costs paid | **(1,135)** | (1,042) | (93) | **8.9** |
| Dividends paid to equity holders of Telstra Entity | **(3,475)** | (3,474) | (1) | **0.0** |
| Dividends paid to non-controlling interests | **(14)** | (20) | 6 | **(30.0)** |
| **Net cash used in financing activities** | **(4,873)** | (5,481) | 608 | **(11.1)** |
| **Net increase in cash and cash equivalents** | **604** | 744 | (140) | **(18.8)** |

### Net cash provided by operating activities

Net cash from operating activities decreased by $1,673 million or 17.3%.

Cash receipts from customers grew by 1.0% primarily due to improved sales revenue in the second half of the year. This was partly offset by an increase in debtors influenced by the high take up of our repayment option plans for mobile, T-Hub® and T-Box® as well as higher customer numbers as a result of our strategy to invest and grow our customer base.

Cash payments to suppliers increased by 10.1% driven by our significant investment in directly variable costs as we implemented our strategy to gain market share in mobiles. We also incurred increased expenditure through the implementation of strategic initiatives relating to simplification of the business and productivity improvement.

Income taxes paid increased by 24.0% for the year primarily due to lower tax refunds and prior year amended assessments in the current year compared to the prior corresponding period as well as higher pay as you go instalments.

### Net cash used in investing activities

Capital expenditure before investments reduced by $344 million or 9.6% from the prior year primarily driven by lower cash spend on our business improvement program following the completion of several customer focused initiatives. We continued to invest in our network and other assets with $3,251 million spent on capital works including numerous new

# Full year results and operations review - June 2011

product development projects, increased mobiles site expenditure and IP platform upgrades.

Interest received was higher year on year by $56 million due to the increase in cash holdings reflecting our strategy to raise the minimum level of liquidity and to prefund major payments earlier. Additionally, we realised gains of $96 million mainly from cash settlement rollovers of our cross currency swaps which hedged our net investment in Hong Kong CSL Limited.

Investment spend in fiscal year 2011 was for the acquisition of iVision, an Australian company providing conference call, video conference and teleconferencing services. Prior year investment spend included the 67% acquisition of LMobile and the deferred consideration payment for Octave.

Our proceeds from sale of controlled entities represent $288 million of net cash proceeds from the sale of our Chinese SouFun investment after the return of cash held on sale of $169 million. Additionally we received $23 million from the sale of our associate Keycorp and $14 million from the sale of our UK voice business.

### Net cash used in financing activities

Our net cash used in financing activities decreased by $608 million year on year. The net outflow relating to borrowings was $196 million comprising repayments of $2,536 million (Euro borrowing of $2,488 million and Japanese Yen borrowing of $48 million) partly offset by debt raisings of $2,340 million (Euro borrowing $708 million; United States dollar borrowing $955 million; Japanese Yen borrowing $60 million; domestic loans totalling $363 million; and net short term borrowings of $254 million). Our borrowing repayments were funded by positive cash flows from the underlying business and refinancing from debt issuance. During the year new policy settings were implemented to raise the minimum level of liquidity and to earlier prefund major payments.

The net cash outflow relating to borrowings decreased year on year by $703 million which reflects our re-financing programs, whereby in the current year we re-financed a larger proportion of debt maturities with new borrowings compared to fiscal year 2010 where we repaid a number of borrowings from cash reserves.

The increase in interest outflows of $93 million over the prior year reflects an increase in short term market base interest rates on the floating rate debt component of our debt portfolio.

# Corporate Governance Statement

## Corporate Governance & Board Practices 2011

**Your Board is committed to excellence in corporate governance and enhancing our shareholders' interests.**

Good corporate governance is the hallmark of successful companies – it adds value to the Company through efficient oversight and risk management, while encouraging innovation and entrepreneurship within the Company.

As one of Australia's largest companies, with one of the largest diversified shareholder bases, your Board firmly believes that striving for excellence in corporate governance plays a major part in the Company's continuing success.

We continue to refine and improve our corporate governance systems. The Board evaluates and, where appropriate, implements relevant proposals with the aim of ensuring that we continue to demonstrate our commitment to good corporate governance, having regard to developments in market practice expectations and regulation.

We comply with the ASX Corporate Governance Principles and Recommendations (ASX Principles and Recommendations), and the disclosures set out in this statement reflect the current content of the Board and Board Committee Charters and company policies.

On 30 June 2010, the ASX Corporate Governance Council released amendments to the ASX Principles and Recommendations (Amended ASX Principles and Recommendations), in particular in relation to diversity. While the changes do not take effect until the first financial year beginning on or after 1 January 2011 (being the financial year commencing 1 July 2011 in our case), Telstra has taken steps to early adopt key provisions of the Amended ASX Principles and Recommendations as outlined in this statement.

Further information regarding our corporate governance and Board practices, including copies of our Charters and key policies, can be found on our website at www.telstra.com/abouttelstra/corp/governance/index.cfm.

# Corporate Governance Statement

**Corporate Citizenship & Sustainability**

As a good corporate citizen, Telstra's responsibility is to manage our business ethically to produce an overall positive impact on our customers, employees, shareholders and other stakeholders, as well as the wider community and the natural environment.

Telstra's primary corporate responsibilities are to:

- increase shareholder value and protect shareholder interests;
- serve the needs of our customers;
- make Telstra a great place to work;
- provide good stewardship of the environment;
- contribute resources - people, money, technology, products and services - to support the communities in which we operate; and
- advance the national interest by strengthening the capability of the nation's telecommunications infrastructure, and thereby providing a strong foundation for economic growth, productivity improvement, sustainable prosperity and global competitive advantage.

Governance of Telstra's corporate citizenship strategy and performance is provided by the Company's Executive Leadership team, comprised of the Chief Executive Officer (CEO) and Group Managing Directors. Reports on progress are provided regularly to the CEO and the Telstra Board. Telstra has also recently created a new role of Chief Sustainability Officer who will have specific responsibilities in relation to corporate citizenship and sustainability.

Telstra reports publicly on our approach and progress in our annual Corporate Citizenship & Sustainability Report and on our website at www.telstra.com.au/cr.

**Shareholder Communications**

Telstra works hard to keep you, our shareholders, informed about the performance of your Company. Telstra is committed to:

- open, clear, accurate and timely communications with our shareholders about matters affecting the value of their investment in the Company;
- making appropriate use of technology to inform and engage our shareholders; and
- ensuring all communications are consistent with Telstra's continuous disclosure and other applicable legal obligations.

Telstra values a direct, two-way dialogue with shareholders and believes it is important not only to provide relevant information as quickly and efficiently as possible, but also to listen, understand shareholders' perspectives and respond to your feedback.

The specific initiatives Telstra has put in place to make that easier include:

- maintaining an investor relations website;
- writing directly to you, our shareholders, on significant issues that affect your investment;
- placing all announcements made to the market, including transcripts of investor and media briefings and related information, on our website;
- webcasting important events such as briefings and the annual general meeting (AGM); and
- using electronic communications to advise shareholders, who have provided their email address, of significant matters.

**The Board of Directors**

**Role and responsibilities of the Board**

Your Board is accountable to you, our shareholders, for overseeing the management and performance of Telstra, and is responsible for setting the Company's overall strategy and governance. The Board's role includes:

- providing strategic direction to the Company by defining the corporate objective, approving the corporate strategy and performance objectives, monitoring developments and approving any variations;
- approving the annual corporate plan and monitoring its implementation;
- approving significant business decisions;
- appointing, assessing the performance of, and determining the remuneration of the CEO;
- overseeing the performance of the executives who report directly to the CEO and any other members of the management team the Remuneration Committee determines should be subject to its supervision, reviewing senior management succession and talent development plans, and reviewing senior management performance measures and remuneration arrangements;
- approving Telstra's overall remuneration framework;
- promoting diversity (including gender diversity) within all levels of the Company;
- ensuring appropriate resources are available to senior management;
- requiring appropriate compliance frameworks and controls to be in place and operating effectively;
- monitoring the integrity of internal control and reporting systems and monitoring strategic risk management systems;
- approving Telstra's statutory accounts and overseeing its financial position as well as internal and external audit activities;

# Corporate Governance Statement

- approving decisions concerning Telstra's capital and determining the dividend policy;
- overseeing the review and update of corporate governance practices and procedures as necessary to support our commitment to excellence in corporate governance in Australia;
- monitoring and influencing Telstra's culture, reputation and ethical standards;
- driving Board succession planning; and
- overseeing shareholder reporting and communications.

Your Board has adopted a Charter that details its role and responsibilities, which is available on our website.

Your Board has delegated responsibility for day-to-day management of the Company to the CEO and there is a formal delegations structure in place which sets out the powers delegated to the CEO and those specifically retained by the Board. A summary of the powers retained by the Board is set out in Appendix 1 to our Board Charter. This is complemented by a formal delegations structure from the CEO to Telstra employees.

**Board membership and size**

Telstra's Constitution requires a minimum of 3 Directors. Subject to the Corporations Act, the maximum number of Directors is fixed by your Directors from time to time, but may not be more than 11 unless you, our shareholders, in a general meeting, resolve otherwise. Your Directors must not determine a maximum which is less than the number of Directors in office at the time the determination takes effect.

Your Directors may appoint an individual to be a Director, either as an addition to the existing Directors or to fill a casual vacancy up to the maximum number. Any new Director appointed by your Board during the year is required to stand for election at the next AGM. Individuals may also nominate themselves (prior to the AGM and in accordance with the process outlined in the Constitution) for election as a Director at the AGM.

Any decision on the appointment of a new Director is made by your Board on the basis of advice received from the Nomination Committee.

The tenure of the CEO as a Director is linked to his or her executive office. Under Telstra's Constitution, no other Director may hold office for more than three years or beyond the third AGM following their appointment (whichever is the later) without re-election. In accordance with the ASX Listing Rules, the Company must hold an election of Directors each year. If no Director would otherwise be required by Telstra's Constitution to submit for election or re-election, then the procedure in rule 23.4(b) of Telstra's Constitution must be followed.

A recommendation to re-elect a Director at the end of their term is not automatic. Prior to each AGM, your Board will determine if it will recommend to the shareholders that they vote in favour of the re-election of the Directors due to stand for re-election. This decision is made by your Board, having regard to the Directors' annual performance reviews and any other matters it considers relevant.

The Nomination Committee may negotiate the retirement or resignation of individual Directors after consultation with the Board.

**Board composition**

Your Board's policy is that the Board needs to have an appropriate mix of skills, experience, expertise and diversity (including gender diversity) to be well equipped to help the Company navigate the range of challenges that we face.

The skills, experience and expertise which the Board considers to be particularly relevant include those in the areas of telecommunications, information technology, multimedia, advertising, retail and sales, infrastructure, Government relations, Australian and international business, finance and legal.

In respect of diversity, the Board considers that diversity includes differences that relate to gender, age, ethnicity and cultural background. It also includes differences in background and life experience, communication styles, interpersonal skills, education, functional expertise and problem solving skills.

Your Board has an appropriate mix of relevant skills, experience, expertise and diversity. This enables it to discharge its responsibilities and deliver the corporate objective, as well as seek new ways of driving performance through innovation and entrepreneurship.

Since 1 July 2010, one new non-executive Director has been appointed to the Telstra Board. Dr Nora Scheinkestel was appointed to the Board effective 12 August 2010 and her appointment was approved by shareholders at Telstra's 2010 AGM. Dr Scheinkestel has significant expertise in the financial sector, as well as broad experience as a director of large Australian companies operating in increasingly competitive markets.

In respect of Dr Scheinkestel's appointment, the Board undertook a formal selection process and engaged an executive search firm to assist in the process. The Board established criteria regarding the general qualifications and experience of a candidate to serve on the Board of a major public company like Telstra. In addition, it set criteria regarding the specific qualifications a candidate should possess to ensure the Board maintained the appropriate mix of skills, experience, expertise and diversity. The Board also undertook an assessment of whether a candidate satisfied the requirements of the Board's Charter.

# Corporate Governance Statement

Formal letters of appointment are provided to all new Directors setting out the key terms and conditions of their appointment.

All new Directors participate in a formal induction process co-ordinated by the Company Secretary. This induction process includes briefings on the Company's financial, strategic, operational and risk management position, the Company's governance framework and key developments in the Company and the industry and environment in which it operates.

Telstra also has in place a continuing education program for Directors which is included in the annual Board cycle.

A brief biography of each Director setting out their experience, expertise and membership of Telstra Board Committees, together with details of the year of initial appointment and re-election (where applicable), is included in the Directors' Report.

### Role of the Chairman

The Chairman must be an independent Director and is appointed by your Board. Telstra's Chairman, Catherine Livingstone, is an independent non-executive Director. She has been a Director of Telstra since 2000 and was elected Chairman in 2009.

The Chairman's principal responsibilities are to ensure that the Board fulfils its obligations under the Board Charter and as required under relevant legislation, and to provide appropriate leadership to your Board and Telstra. The Chairman's specific responsibilities include:

- representing the views of your Board to all shareholders and maintaining appropriate ongoing contact with major shareholders to ensure your Board understands their views;
- establishing the timetable and working with the CEO and Company Secretary to agree the agenda for Board meetings;
- chairing Board meetings, non-executive Directors' meetings and shareholder meetings;
- facilitating Board and non-executive Directors' meetings to ensure:
  - the discussions are conducted in an open and professional manner where Directors are encouraged to express their views, leading to objective, robust analysis and debate; and
  - the core issues facing Telstra are addressed;
- working with the CEO to ensure the CEO provides the Board with the information it requires to contribute effectively to the Board decision making process and to monitor the effective implementation of Board decisions;
- maintaining a regular dialogue and mentoring relationship with the CEO and senior management, serving as the primary link between your Board and management and providing continuity between Board meetings;
- guiding and promoting the ongoing effectiveness and development of your Board and individual Directors; and
- ensuring the meetings of shareholders are conducted in an open and proper manner with appropriate opportunity to ask questions.

### Director Independence

Your Board recognises the important contribution independent Directors make to good corporate governance. All Directors, whether independent or not, are required to act in the best interests of the Company and to exercise unfettered and independent judgment.

The Board, at least annually, assesses the independence of each non-executive Director, having regard to the specific considerations set out in the Board Charter. These considerations are consistent with those set out in the ASX Principles and Recommendations.

In our view, consistent with the ASX Principles and Recommendations, independent Directors must not be members of management and must be free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of the Director's unfettered and independent judgment and ability to act in the best interests of the Company. Materiality is assessed on a case-by-case basis from the perspective of both Telstra and the relevant Director and consideration is given to both qualitative and quantitative factors.

Your Board's current policy is that the CEO and the Chief Financial Officer (CFO) are the only executive Directors and that the non-executive Directors should be independent Directors, as defined in the Board Charter.

With the exception of the CEO and CFO, all Directors are non-executive Directors and have been determined by your Board to be independent. During fiscal 2011, no non-executive Director had any relationship that could materially interfere with, or be perceived to materially interfere with, his or her unfettered and independent judgement and ability to act in the best interests of the Company.

Your Board's Charter provides that if at any time during the year a Director ceases or may have ceased to be independent, he/she is required to advise the Chairman immediately. Where the Board determines a Director is no longer independent, an announcement will be made to the market.

# Corporate Governance Statement

### Board Meetings

Your Board meets regularly to discuss, among other things, strategic matters, business performance oversight, senior executive appointments, performance and remuneration, financial matters, risk management, compliance and relationships with stakeholders. It has scheduled meetings and meets on other occasions to deal with specific matters that need attention as required. Your Board liaises with senior management outside Board meetings where appropriate, and may consult with other Telstra employees and advisers and seek additional information.

Details of the number of meetings held by your Board during fiscal 2011 and attendance by Board members are set out in the Directors' Report.

### The Board and the Company Secretary

The Company Secretary plays an important role in supporting the effectiveness of the Board by monitoring that Board policy and procedures are followed, and co-ordinating the completion and despatch of Board agendas and materials in a timely manner. The Company Secretary reports directly to the Board through the Chairman and all Directors have access to the Company Secretary.

### Board access to management and independent professional advice

Directors have complete access to senior management through the Chairman, CEO or Company Secretary at any time. In addition to regular presentations by senior management to the Board and Board Committee meetings, Directors may seek briefings from senior management on specific matters.

Your Board has the authority to conduct or direct any investigation required to fulfil its responsibilities and has the ability to retain, at Telstra's expense, such legal, accounting or other advisers, consultants or experts as it considers necessary from time to time in the performance of its duties. All Committees of the Board have access to independent professional advice on the same basis.

In certain circumstances, each Director has the right to seek independent professional advice at Telstra's expense, within specified limits, or with the prior approval of the Chairman.

### Performance Evaluation

Your Board annually reviews its performance (including its performance against the requirements of its Charter), the performance of individual Committees and the performance of individual Directors (including the performance of the Chairman as Chairman of the Board).

In recent years, these performance reviews have been conducted both internally and externally, generally on an alternating basis. In line with this approach and on the basis that the fiscal 2010 review was undertaken with the assistance of an external facilitator, the fiscal 2011 Board performance review (including a review of Board Committee and individual Director performance) was conducted internally, led by the Chairman. The process comprised:

- a whole of Board discussion around what currently works well and areas for improvement;
- one-on-one review meetings between the Chairman and each Director; and
- a review of the Chairman's performance which was facilitated by the Chairman of the Audit Committee.

As noted above, your Board makes recommendations to you, the shareholders, regarding the re-election of Directors having regard to the outcome of these reviews.

During the year, the Board also implemented the recommendations arising from the fiscal 2010 performance reviews.

### Declaration of interests

Directors are required to take all reasonable steps to avoid actual, potential or perceived conflicts of interest and to be sensitive to situations in which these may arise. This is a matter for ongoing consideration in view of the dynamic and rapidly changing nature of Telstra's business.

The Corporations Act, Telstra's Constitution and the Board Charter require the Directors to disclose any conflicts of interest and, in certain circumstances, to abstain from participating in any discussion or voting on matters in which they have a material personal interest.

If a Director believes that he or she may have a conflict of interest or material personal interest in a matter, the Director is required to disclose the matter in accordance with the requirements of the Corporations Act and the Constitution, and must follow the procedures set out in the Board Charter to deal with such circumstances.

### Board Committees

Six standing Committees assisted our Board during fiscal 2011:

- Audit Committee;
- Nomination Committee;
- Remuneration Committee;
- Technology Committee;
- NBN (National Broadband Network) Committee; and

# Corporate Governance Statement

- NBN Due Diligence Committee.

The members of each Committee, their qualifications and their attendance at Committee meetings during the year are set out in the Directors' Report. Following each Committee meeting, your Board receives a report from that Committee on its activities.

Each Committee operates in accordance with a written Charter or document approved by your Board. Your Board appoints the members and the Chairman of each Committee. With the exception of the Technology and NBN related Committees, it is a Board requirement that only independent Directors can serve on Board Committees.

The role, function, Charter, performance and membership of each Committee are reviewed each year as part of your Board's annual evaluation process.

## Audit Committee

### *Role and responsibilities of the Audit Committee*

The Audit Committee:

- assists your Board in discharging its responsibilities by monitoring and advising on:
  - financial reporting including:
    - the integrity, truth and fairness of the view given by Telstra's financial statements;
    - the integrity of Telstra's financial systems and processes; and
    - the appropriateness of Telstra's accounting policies and practices and consistency with current and emerging accounting standards;
  - Telstra's overall risk management process and the management of specific risk areas as directed by your Board (refer to the section entitled "Risk Oversight and Management" below for further information);
  - the effectiveness and operation of Telstra's Financial Reporting Compliance Framework;
  - the effectiveness and operation of other material aspects of our internal control environment;
  - compliance with legal and regulatory requirements and Company policies;
  - the external audit, including the external auditor's qualifications, scope, independence and performance, and the policy regarding the performance of non-audit services by the external auditor;
  - the non-audit services disclosures to be made in the annual report, including the reasons for being satisfied that the auditor's independence was not compromised by the provision of these services;
    - the objectivity and performance of the internal audit function;
    - the structure and operation of our corporate governance framework and related disclosures;
- provides a forum for communication between your Board, management and both the internal and external auditors; and
- provides a conduit to your Board for external advice on audit, risk management and compliance matters.

During the 2011 fiscal year, the Audit Committee addressed its responsibilities under its Charter, which is available on our website.

### *Composition and membership of the Audit Committee*

The Audit Committee is comprised of at least three Board members, all of whom must be independent non-executive Directors. Each member is expected to:

- be financially literate (be able to read and understand financial statements) and have sufficient financial knowledge to allow them to discharge their duties and actively challenge information presented by management, internal and external auditors;
- have a reasonable knowledge of Telstra, the industries in which it operates and its risks and controls; and
- have the capacity to devote the required time and attention to prepare for, and attend, Committee meetings.

At least one member of the Audit Committee should have relevant qualifications and experience (that is, they should be a qualified accountant or other finance professional with experience of financial and accounting matters).

In addition, the Chairman of the Audit Committee must not be the Chairman of the Board and no Director may serve as a member of the Audit Committee if that Director serves on the Audit Committee of more than two other public companies, unless the Board determines such service does not impair the Director's ability to serve on the Committee.

### *Meetings of the Audit Committee*

Audit Committee meetings are held on a regular basis, as determined annually in advance by your Board, and scheduled to correspond with our financial reporting cycle. Special meetings may be convened as required.

Other members of your Board can attend Audit Committee meetings and the Audit Committee may ask management, the external auditor and others to attend meetings and provide any required advice.

# Corporate Governance Statement

The Audit Committee regularly meets with the internal auditor and the external auditor in the absence of management.

***Relationship with external auditor***

The Audit Committee oversees the relationship with the external auditor including:

- reviewing and agreeing on the terms of engagement for the external auditor prior to the commencement of each annual audit of the financial statements;
- reviewing the external auditor's proposed audit scope and audit approach, including materiality levels, for the current year in the light of Telstra's circumstances and changes in regulatory and other requirements; and
- approving the provision of recurring audit (and any non-audit) services as part of the annual approval of the audit plan.

The Audit Committee provided an annual, formal, written report detailing the nature and amount of any non-audit services rendered by the external auditor during the most recent fiscal year and an explanation of how the provision of those non-audit services are compatible with auditor independence. Details of amounts paid or payable to the auditor for non-audit services provided during the year are disclosed in Note 8 to the financial statements.

Telstra shareholders appointed Ernst & Young as the Company's external auditor at the 2007 AGM following the resignation of the Australian National Audit Office at the conclusion of T3. The Board, on recommendation of the Audit Committee, extended Ernst & Young's tenure as external auditor to the 2010 financial year. The Audit Committee offered the external audit to tender during fiscal 2010 and, following this process, the Board (on recommendation of the Audit Committee) reappointed Ernst & Young as the Company's external auditor. Ernst & Young is appointed as the Company's external auditor until the end of the 2013 fiscal year.

In accordance with the Corporations Act, the lead Ernst & Young partner on the audit is required to rotate at the completion of a 5 year term. This occurred on signing of the fiscal 2007 audit opinion. A rotation occurred after the fiscal 2011 half year accounts were signed as the lead partner retired from Ernst & Young. The Board undertook a process with Ernst & Young and agreed the new lead partner.

The external auditor attends the AGM and is available to answer your shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

**Nomination Committee**

***Role and responsibilities of the Nomination Committee***

The Nomination Committee monitors and advises on:

- Board composition and performance (including Board diversity);
- Director independence; and
- appointment of the CEO and CEO succession planning.

During the 2011 fiscal year, the Nomination Committee addressed its responsibilities under its Charter, which is available on our website.

***Composition and membership of the Nomination Committee***

The Nomination Committee is comprised of at least three independent Directors including the Chairman of the Board. Each member is expected to:

- have a reasonable knowledge of Telstra and the industries in which it operates; and
- have the capacity to devote the required time and attention to prepare for, and attend, Committee meetings.

***Meetings of the Nomination Committee***

Nomination Committee meetings are held on a regular basis, as determined annually in advance by the Board. Special meetings may be convened as required.

Other members of the Board can attend Nomination Committee meetings and the Committee can invite others, including any Telstra employees, to attend all or part of its meetings as it deems necessary or appropriate. However, if a person has a material personal interest in a matter that is being considered at a meeting, they must not be present for consideration of that matter.

The Board's policy and procedure for the selection, nomination and appointment of Directors is discussed in more detail in the sections above entitled "Board membership and size" and "Board composition".

**Remuneration Committee**

***Role and responsibilities of the Remuneration Committee***

The Remuneration Committee monitors and advises on:

- Board remuneration;
- CEO and Company Secretary performance and remuneration;
- the performance and remuneration of the executives who report directly to the CEO and any other members of the management team the Remuneration Committee determines should be subject to its supervision;

# Corporate Governance Statement

- remuneration strategies, practices and disclosures;
- employee share and option plans;
- management succession, capability and talent development;
- diversity (at all levels of the Company below Board level); and
- occupational health and safety (excluding those aspects which the Audit Committee has responsibility for under the Audit Committee Charter, in particular in relation to compliance and risk management).

The Committee also exercises the administrative powers delegated to it by your Board under Telstra's share option plans and, in certain circumstances, makes offers to employees under those plans.

During the 2011 fiscal year, the Remuneration Committee addressed its responsibilities under its Charter, which is available on our website.

***Composition and membership of the Remuneration Committee***

The Remuneration Committee is comprised of at least three Board members including the Chairman of the Board, all of whom must be independent non-executive Directors. Each member is expected to:

- be familiar with the legal and regulatory disclosure requirements in relation to remuneration;
- have adequate knowledge of executive remuneration issues, including executive retention and termination policies, and short term and long term incentive arrangements;
- have a reasonable knowledge of Telstra and the industries in which it operates; and
- have the capacity to devote the required time and attention to prepare for, and attend, Committee meetings.

Our Remuneration Committee structure complies with the Amended ASX Principles and Recommendations.

***Meetings of the Remuneration Committee***

Remuneration Committee meetings are held on a regular basis as determined annually in advance by your Board and scheduled to correspond with our remuneration review and reporting cycle. Special meetings may be convened as required.

Other members of your Board can attend Remuneration Committee meetings and the Remuneration Committee may invite other people, including any Telstra employees, to attend all or part of its meetings, as it deems necessary or appropriate. However, if a person has a material personal interest in a matter that is being considered at a meeting, he/she must not be present for consideration of that matter.

***Our Remuneration Framework***

Information in relation to Telstra's remuneration framework (including information regarding the remuneration strategy and policies and their relationship to Company performance), can be found in the Remuneration Report which forms part of the Directors' Report, together with details of the remuneration paid to:

- Board members; and
- senior executives who were the key management personnel of the Company during fiscal 2011.

The Remuneration Committee obtains external advice from independent remuneration consultants in determining Telstra's remuneration practices where considered appropriate.

Each year, your Board reviews the CEO's performance against agreed measures, broader expectations and other relevant factors. The CEO undertakes a similar exercise in relation to senior management. The results of the CEO's annual performance review of senior management are considered by your Board. The process for evaluating the performance of the CEO and senior executives is discussed in greater detail in our Remuneration Report (particularly in the context of determining levels of compensation and awards). In fiscal 2011, the performance of the CEO and key management personnel was reviewed in the manner set out in our Remuneration Report.

**Technology Committee**

The Technology Committee allows the Board to review technology developments which may be relevant to Telstra's business in greater detail than is possible at Board meetings. The Committee regularly reviews product development activities, including proposed new technology products and timelines to market. The Committee's primary purpose is educative and all Directors are encouraged to attend Committee meetings (which are scheduled to coincide with Board meetings).

During the 2011 fiscal year, the Technology Committee addressed its responsibilities under its Charter, which is available on our website.

**NBN Committee**

The NBN Committee was established during fiscal 2009. The role of the NBN Committee was to assist the Board in discharging its responsibilities by monitoring and advising on the formulation and implementation of the Company's strategy in relation to the Federal Government's NBN policy initiative and the associated regulatory issues, and other matters arising from, or in connection with, the NBN. The Committee ceased operation during the second half of fiscal 2011 and was superseded by the NBN Due Diligence Committee.

# Corporate Governance Statement

### NBN Due Diligence Committee

The NBN Due Diligence Committee was established during fiscal 2011. The role of the Committee is to assist the Board in discharging its responsibilities by co-ordinating and overseeing the due diligence process required in connection with the NBN related resolution proposed to be put to shareholders at Telstra's 2011 AGM.

### Risk Oversight and Management

#### *Management of opportunities and risks*

Telstra faces a variety of risks due to the complexity of its business and the dynamic business environment in which we operate. The effective management of risks enhances Telstra's ability to achieve its financial, customer and people goals and to meet its corporate responsibilities, thereby protecting and enhancing shareholder value. Telstra's commitment is to manage those risks that arise in the course of Telstra's business to an acceptable level, so as to maximise opportunities and minimise negative outcomes. Recognising this, Telstra continues to improve its approach for managing, monitoring and reporting risks related to the successful pursuit of its business objectives. Risks are monitored and reported regularly throughout the year by management and the Board as part of the strategic planning, business planning, budgeting and performance management processes.

This approach is supported by Telstra's Risk Management framework which includes the Telstra Risk Management Policy and Risk Management methodology and tools. The framework aligns with ISO 31000 Risk Management – Principles and Guidelines, the global standard for risk management, and is also supported by Telstra's Business Principles and a number of other policies that directly or indirectly seek to manage risks including: Credit Management Transactions; Regulatory Risk Management and Strategy Policy; Tax Risk Management and Assurance Policy; and Treasury Transactions.

Telstra regularly reviews its Risk Management framework to ensure that it continues to effectively promote and enable the identification, management and monitoring of risks across the Company.

#### *Risk management roles and responsibilities*

Risk management occurs at all levels of the Company. Your Board has ultimate responsibility for the risk management framework, including the processes for regular review and update of Telstra's material business risk profile and the policies, systems and processes that are used to manage risk.

The Audit Committee supports your Board in fulfilling these responsibilities by overseeing the design and implementation of Telstra's risk management framework, especially as it relates to operational, financial and compliance risks.

Telstra management has primary responsibility for assessing, managing and monitoring of risks related to the achievement of their business objectives. Management is responsible for ensuring that an effective risk management and internal control framework is implemented within their business. Each employee is empowered and expected to understand and manage the risks within their areas of authority when making decisions and undertaking day to day activities.

In addition, Telstra has groups which manage and report in specialised areas such as Compliance, Climate Change, Treasury, Insurance, Credit, and Regulatory risks.

Telstra's Risk Management and Assurance group provide tools and advice to the business to support them with their risk management accountabilities. They also support management, the Audit Committee and the Board by providing independent assurance on the effectiveness of selected business processes, risk mitigation and internal controls, as per the agreed annual Coordinated Assurance and Advisory Plan.

For the financial year ended 30 June 2011, the CEO and CFO have provided the Board with the certifications required by the Corporations Act and the ASX Principles and Recommendations. Specifically, your Board has received:

- reports from management as to the effectiveness of the Company's management of its material business risks;
- the declaration from the CEO and CFO required in accordance with section 295A of the Corporations Act that the Company's financial reports for the year ended 30 June 2011 presented a true and fair view of the Company's financial position and performance and were in accordance with relevant accounting standards; and
- assurance from the CEO and CFO that the section 295A declaration was founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

### Telstra Values, the Telstra Group Code of Conduct & Business Principles and other Company policies

Together with the Telstra Values and the Telstra Group Code of Conduct & Business Principles, we have a number of Company policies which operate to promote ethical and responsible decision making and behaviour. These provide guidance to our Directors, senior management and employees on the standards of ethical business and personal behaviour required of all of our officers and employees in performing their daily business activities. A mandatory training program for all employees is in place to reinforce these standards.

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The Telstra Values, Telstra Group Code of Conduct & Business Principles and some of our key Company policies (or summaries of them) are available on our website.

**Whistleblowing**

We have a Whistleblowing policy and a confidential whistleblowing service which provides our staff with an avenue to report suspected unethical, illegal or improper behaviour. The whistleblowing process is supported by an independent service provider which specialises in receiving sensitive reports or disclosures. All reports or disclosures are treated as confidential and can be made anonymously. Our Ethics Committee, which is made up of senior managers, monitors all reports and disclosures made under this process. This Committee also monitors all investigations, recommendations and the implementation of actions.

The Audit Committee oversees the whistleblowing program, receives reports from the Ethics Committee, and provides an escalation channel for the Ethics Committee where required.

**Anti Bribery & Anti Corruption**

Telstra has a zero tolerance approach to bribery and corruption. Telstra's policy on anti bribery and anti corruption states that employees and contractors of Telstra must show integrity and be honest and trustworthy in all their dealings with others. It provides that bribes, pay-offs, secret commissions, kick backs and any like payments (including facilitation payments) are strictly prohibited and staff should never make or accept, or agree to make or accept, such payments. The policy also provides that when staff give or receive a gift, prize, or hospitality, they must consider the implications of the giving or acceptance of that gift, prize or hospitality, to ensure that it cannot reasonably be considered a bribe, pay-off or kick-back, or be construed as being likely to improperly influence a business outcome. The policy aims to ensure that Telstra complies with applicable anti-bribery and anti-corruption laws and regulations.

In addition, Telstra has a policy in place regarding conflicts of interest and outside activities, which provides a process to manage conflicts of interest, and assist employees, contractors and managers to understand what Telstra considers to be a conflict of interest and how to deal with any actual, perceived or potential conflicts.

**Securities Trading**

Telstra's securities trading policy restricts the buying or selling of Telstra securities by Directors, the CEO, senior management and certain other designated employees to three "window" periods (between 24 hours and one month following the release of the annual results, the release of the half-yearly results and the close of the AGM) and at such other times as the Board permits. Trading during these window periods is subject to the overriding requirement that buying or selling of Telstra securities is not permitted at any time by any person who possesses price-sensitive information which is not generally available in relation to those securities. Closed periods apply at all other times under the policy.

In addition, Directors, the CEO, senior management and relevant employees must notify the Company Secretary before they, or their close relatives, buy or sell our securities. Changes to the interests of Directors in our securities are, as required by law, notified to the ASX.

The policy also prohibits Directors, senior management and other designated people from using Telstra shares as collateral in any financial transaction (including margin loan arrangements), engaging in any stock lending arrangements in relation to Telstra shares, and buying and selling (or otherwise dealing in) Telstra shares on a short-term trading basis.

Further, Directors, the CEO, senior management and relevant employees are prohibited from entering into arrangements which effectively operate to limit the economic risk of their security holdings in Telstra allocated under our incentive plans during the period the shares are held in trust on their behalf by the trustee or prior to the exercise of any security.

The policy specifies the types of trades which are excluded from the operation of the policy. It also expressly sets out the exceptional circumstances where otherwise prohibited trading may be permitted, with prior written clearance, and the procedure for obtaining such permission.

**Market disclosure**

Telstra has established procedures intended to ensure that it complies with its market disclosure obligations. In particular, a comprehensive continuous disclosure procedure is in place and is reviewed and updated on a regular basis. The aim of this procedure is to ensure that price-sensitive information is released in a timely fashion to the various stock exchanges on which Telstra's shares and debt securities are listed.

The continuous disclosure procedure provides that:

- Board approval and input is required in respect of announcements that relate to matters that are within the reserved powers of the Board (and responsibility for which has not been delegated to management) or matters that are

## Corporate Governance Statement

otherwise of fundamental significance to Telstra;

- where Board approval and input cannot be obtained due to the requirement for immediate disclosure to the market, to ensure compliance with the continuous disclosure laws, the CEO and CFO may authorise disclosure prior to Board approval and input;
- the CEO and CFO are responsible for determining whether a proposed announcement is required to be considered and approved by the Board;
- ultimate management responsibility for continuous disclosure rests with the CEO and the CFO;
- the responsibilities of the Continuous Disclosure Committee (the Committee), which is chaired by the Company Secretary, include:
    - ensuring there is an adequate system in place for the disclosure of all material information to the ASX;
    - advising the CEO and the CFO in relation to the disclosure of information reported to the Committee;
- the Committee's membership includes the Company Secretary, the General Counsel - Finance and Administration, the Deputy CFO, the Director - Investor Relations and a representative of Public Policy and Communications (or their delegates);
- senior management, including Group Managing Directors (other than the CFO) and their direct reports, all Group Financial Controllers and certain legal and regulatory counsel must immediately inform the Committee of any potentially price-sensitive information or proposal as soon as they become aware of it;
- where material information has originated in the office of the CEO or the CFO or has been reported directly to them, the CEO or CFO may, at their discretion, seek the advice of, or a recommendation from, the Committee in deciding whether to make or approve an ASX announcement in relation to that material information;
- if the matter is disclosable, an announcement is prepared and immediately sent via the Company Secretary's office electronically to all relevant stock exchanges.

Telstra has implemented several practices internally to keep the Committee informed about potentially disclosable matters and to reinforce the importance of its continuous disclosure obligations. These practices are reviewed regularly and include:

- every Director is made aware of our continuous disclosure obligations upon taking office and each member of senior management undertakes training with the General Counsel - Finance and Administration (or delegate), in relation to our continuous disclosure obligations;
- the Committee maintains a list of issues which, although not yet disclosable, are monitored in case they become disclosable;
- all proposed media releases and external speeches and presentations to be made by senior management are reviewed by internal legal counsel to determine whether they should be disclosed;
- a weekly email is distributed to all members of the senior management team which requires reporting of any potentially disclosable matters or a "nil response" if they have no matters to report;
- a specific information paper is prepared for each Board meeting summarising ASX announcements and details of significant matters considered by the Committee but judged not to be disclosable; and
- the Company Secretary maintains a record of all market announcements. The announcements are also posted on our website after market release is confirmed.

Telstra's Investor Relations Communication Policy governs communications and the provision of information to shareholders, brokers and analysts. The aim of this policy is to ensure that we provide investors and the financial community with appropriate and timely information whilst at the same time ensuring that Telstra fulfils its statutory reporting obligations under the Corporations Act and the ASX Listing Rules.

Telstra provides advance notification of significant group briefings, such as our results announcements, and we make them widely accessible through the use of webcasting. We also keep a summary record for internal use of the issues discussed at group or one-on-one briefings with investors and analysts.

### Legal and Regulatory Compliance

Telstra is committed to conducting its business in compliance with its legal and regulatory obligations. Your Board and the senior management team are committed to ensuring there is an appropriate compliance framework and controls in place to provide an appropriate level of confidence that the Company is operating in compliance with relevant laws, regulations and industry codes. This is achieved through the Compliance & Corporate Ethics Framework (C&CEF). Your Board has given the Audit Committee specific responsibility for reviewing Telstra's approach to achieving compliance with laws, regulations and associated industry codes in Australia and overseas, and for the general oversight of compliance issues. This oversight is facilitated by the preparation of regular compliance reports highlighting aspects of the C&CEF.

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The C&CEF brings together Telstra's business units and the individual subject matter specific compliance programs in an integrated, consistent and collaborative way. Telstra maintains a comprehensive program-based approach to compliance, which is a key element of the C&CEF. Subject matter experts work with the business units to help understand the many legal and regulatory obligations and responsibilities faced by the Company and translate them into appropriate practice. There are currently 15 programs under the C&CEF, including health and safety, environment, privacy, competition and consumer (formerly trade practices), diversity, disability, fraud, industry regulation, information security, operational separation, financial reporting, records management, whistleblowing, policy governance, and continuous disclosure.

This program-based approach at a corporate level is supported by a network of senior personnel appointed to the role of Business Unit Compliance Manager. They are, in turn, supported by other personnel at the business unit level with specific responsibility for the implementation of the compliance programs within their business unit.

### Political and Other Donations

Telstra does not make political donations. However, in line with other major publicly listed companies, we do pay fees to attend events organised by political parties where those events allow for discussion on major policy issues with key opinion leaders and policy makers.

We make donations and contribute funds to community and non-profit organisations as part of our approach to corporate citizenship. Further discussion of your Company's corporate citizenship is provided above in the section entitled "Corporate Citizenship & Sustainability".

### Diversity and Inclusion at Telstra

At Telstra, diversity includes differences that relate to gender, age, ethnicity, disability, sexual orientation and cultural background. It also includes differences in background and life experience, communication styles, interpersonal skills, education, functional expertise and problem solving skills.

Having a diverse range of employees better enables us to provide the best in service to our customers. It enables us to foster greater innovation, stronger problem solving capability, greater customer connection, increased morale, motivation and engagement.

Diversity and inclusion at Telstra are business imperatives. Our approach is based on three strategic pillars:

- our customers – to leverage diversity as a business driver;
- our communities – to be a leader in diversity and inclusion in the broader community;
- our people – to attract, recruit, engage and retain diverse talent, and embed inclusive practices within each part of our employee life-cycle.

Our diversity and inclusion framework has five core principles – meritocracy, fairness and equality, contribution to commercial success, that it's everyone's business, and that, at Telstra, it's a part of who we are.

Diversity and inclusion at Telstra is led by Telstra's Diversity Council, which is chaired by the CEO and has been in place since 2006.

On 30 June 2010, the ASX Corporate Governance Council released the Amended ASX Principles and Recommendations which included amendments in relation to diversity. While the changes do not take effect until the first financial year beginning on or after 1 January 2011 (in Telstra's case the financial year commencing 1 July 2011), Telstra has over the past year already taken steps to adopt key provisions of the Amended ASX Principles and Recommendations. Telstra continues to be an early-adopter of best practice corporate governance standards.

As disclosed in last year's Annual Report, these steps include:

- responsibility for diversity has been included in the Board Charter, the Nomination Committee Charter (Board diversity) and the Remuneration Committee Charter (diversity at all levels of the Company below Board level); and
- the Board has formally adopted policies in relation to diversity at Board level and at all levels below the Board, reflecting the principles and practices Telstra has had in place for a number of years – this provides the framework for measurable objectives to be set by the Board.

The Board has also now established measurable objectives for achieving diversity at all levels of the Company, as outlined below.

#### *FY12 Measurable Objectives*

The Board has established the following measurable objectives for achieving diversity at all levels of the Company in respect of fiscal 2012:

- that by the end of FY13, there will be 3 women on the Board, representing a female gender representation among non-executive Directors of at least 30%;
- 50% female representation in 2013 graduate intake;
- promotion rates for women to exceed their representation at Business Unit level;

# Corporate Governance Statement

- engagement of identified groups* equal to or greater than national benchmarks; and
- female representation for 30 June 2012 at 32% (Telstra) and 25% (Executive Management).

*Identified Groups are female employees, Indigenous employees, other culturally and linguistically diverse employees, employees with a disability, and gay, lesbian, bisexual, transgender and intersex employees.

Telstra has in place a range of initiatives to achieve these measurable objectives, and diversity and inclusion at Telstra in general, including in the areas of Board diversity, gender diversity, flexible work practices, Indigenous, disability, sexual orientation and gender identity.

### *Board diversity*

As noted above, the Board has set a measurable objective that by the end of FY13, there will be 3 women on the Board, representing a female gender representation among non-executive Directors of at least 30%.

As at 30 June 2011, there were 2 women on the Board (including the Chairman of the Board), representing a female gender representation among non-executive Directors of 22% (being 2 of 9 members). As noted earlier, Dr Nora Scheinkestel was appointed to the Board effective 12 August 2010.

There are a number of initiatives the Board has in place to meet its strategic imperative of ensuring the Company has a diverse Board and to achieve its measurable objective regarding Board diversity. These include:

- ensuring a diverse range of qualified candidates is considered for Board appointments;
- developing a pipeline of potential Board candidates;
- evolving a Board skills matrix and using the matrix to identify any gaps in the experience, skills and background, including gender and diversity generally, of Directors on the Board;
- participating in programs to assist in the development of a broader pool of skilled and experienced Board candidates, including support for the AICD ASX 200 Chairmen's Mentoring Program;
- including diversity as a regular agenda item for Nomination Committee meetings; and
- reporting on the use of professional intermediaries (such as external search firms) to identify and assess qualified candidates (as disclosed earlier in the section entitled "Board composition").

### *Gender diversity*

At Telstra, it is critical that gender is not a barrier to participation. Our approach to gender diversity is to involve both women and men in creating an inclusive environment. The achievements of Telstra Corporation Limited in fiscal 2011 include:

- development and launch of a segmented employment brand and website to increase the attraction of women into roles at Telstra;
- further closure of our gender pay equity gap through close analysis and deliberate action to correct differences in pay that cannot be explained by differences in length of service or levels of performance when comparing people doing the same jobs;
- piloting of a targeted sponsorship experience for identified high potential women in our Network Construction area;
- embedding of inclusive practice across the employee life-cycle, into the responsibilities of our middle and senior managers;
- participation by more than 450 Telstra women in My Mentor, a 12-week multimedia program that aims to improve strategic business skills, with modules covering personal branding, taking risks, career planning, increasing visibility and profile, influencing and negotiation, and integrating work and life;
- Telstra's continued support of our women participating in women's development events and programs, and partnering with organisations such as Catalyst, Sustaining Women in Business, Business Chicks, Women in Engineering, One Million Women, Chief Executive Women and Females in Information Technology and Telecommunications;
- Telstra men, including our CEO, continued as ambassadors and supporters of the White Ribbon Foundation campaign to eliminate violence against women;
- the expansion of Telstra's Women's Network, which now has more than 2,000 members across the Company, to become the Telstra Gender Equality Network (GEN) - the GEN now includes men so that they can actively participate as people who also champion gender equality at Telstra; and
- Telstra was a finalist in the 2010 Equal Opportunity for Women in the Workplace Agency's Business Achievement Awards for our Next Generation Gender Diversity program.

# Corporate Governance Statement

*Women in management roles at Telstra**

| | As at 30 June 2011 | | As at 30 June 2010 | |
|---|---|---|---|---|
| **Role** | **By Number** | **By Percentage** | **By Number** | **By Percentage** |
| Executive Management | 56 | 22.7% | 65 | 22.4% |
| Middle Management | 2,064 | 27.3% | 2,120 | 27.6% |
| Operational | 8,256 | 32.6% | 8,437 | 32.5% |
| **TOTAL** | 10,385 | 31.3% | 10,622 | 31.3% |

* Includes full time and part time staff paid by Telstra Corporation Limited and Sensis Pty Ltd only and excludes casual staff, all other controlled entity-paid staff and agency staff.

### *Work-life flexibility*

Telstra's approach to flexible work practices exceeds legislative requirements, and is underpinned by progressive leave policies including access to paid parental leave (which is additional to the Commonwealth funded scheme), personal (including carer's) leave, cultural leave, career break leave and the ability to purchase additional leave to enable employees to balance their work and personal commitments. Our approach is designed to facilitate the maintenance by our people of a healthy balance between work and other activities and interests.

In fiscal 2011, we continued to implement our leading policies on flexible work, requiring managers to consider all requests for flexible work, respond within a specified period and provide written advice of a refusal with clear reasons. Telstra's policy states that we will support flexible working arrangements unless the manager can show that a significant negative business impact will result from the arrangement. These amendments extend beyond the minimum requirements of the National Employment Standards to include all types of requests for flexible work arrangements.

### *Other Initiatives*

Our commitment to, and work in, other areas of Diversity and Inclusion during fiscal 2011 has also resulted in achievements in each of the following areas:

*Indigenous* – distribution of laptops to Indigenous children in remote communities through our partnership with One Laptop Per Child Australia; provision of $3.5 million through the Telstra Foundation to fund projects that will make a positive difference to the education outcomes of Indigenous students; continued connection of Indigenous customers with our Indigenous Hotline service to further promote appropriate, targeted and affordable telecommunications services; hosting of 14 new Indigenous trainees; launch of Welcome to Country and Acknowledgement of Country protocols for use at our corporate events and gatherings; and incorporation of suppliers accredited by the Australian Indigenous Minority Supplier Council into our procurement processes.

*Disability* – launch of Telstra's 5th Disability Action Plan, consolidating our commitment to customers and employees with a disability; commencement of our partnership with the National Disability Recruitment Co-ordinator and implementation of audit recommendations to ensure accessible and inclusive recruitment processes for applicants and new starters with a disability.

*Sexual Orientation and Gender Identity* – Telstra ranked 5th in the Top 10 employers for the inclusion of gay, lesbian, bisexual and transgender employees in the inaugural Australian Workplace Equality Index; continued community support through Midsumma, Sydney Mardi Gras, Aids Trust of Australia community activities.

Further information regarding Telstra's customer and community diversity and inclusion initiatives can be found in our Corporate Citizenship & Sustainability Report, which is available on our website at www.telstra.com.au/cr.

# Corporate Governance Statement

## Compliance with the ASX Principles and Recommendations

The table below is provided to facilitate your understanding of Telstra's compliance with the ASX Principles and Recommendations*.

| Recommendation | | Please refer to the following sections of the Corporate Governance Statement |
|---|---|---|
| **Recommendation 1.1:**<br>Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions. | ✓ | See "Role and Responsibilities of the Board".<br>See also the Board Charter including Appendix 1 which is available on our website. |
| **Recommendation 1.2:**<br>Companies should disclose the process for evaluating the performance of senior executives. | ✓ | See the Remuneration Report (in particular, page 70) which forms part of the Directors' Report. |
| **Recommendation 2.1:**<br>A majority of the board should be independent directors. | ✓ | See "Director Independence". |
| **Recommendation 2.2:**<br>The chair should be an independent director. | ✓ | See "Role of the Chairman". |
| **Recommendation 2.3:**<br>The roles of chair and chief executive officer should not be exercised by the same individual. | ✓ | See "Role of the Chairman". |
| **Recommendation 2.4:**<br>The board should establish a nomination committee. | ✓ | See "Nomination Committee".<br>See also the Nomination Committee Charter which is available on our website. |
| **Recommendation 2.5:**<br>Companies should disclose the process for evaluating the performance of the board, its committees and individual directors. | ✓ | See "Performance Evaluation". |
| **Recommendation 3.1:**<br>Companies should establish a code of conduct and disclose the code or a summary of the code as to:<br>• The practices necessary to maintain confidence in the company's integrity;<br>• The practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders; and<br>• The responsibility and accountability of individuals for reporting and investigating reports of unethical practices. | ✓ | See "Telstra Values, the Telstra Group Code of Conduct & Business Principles, and other Company Policies".<br>See also the Telstra Group Code of Conduct & Business Principles which are available on our website. |
| **Recommendation 3.2:**<br>Companies should establish a policy concerning trading in company securities by directors, senior executives and employees, and disclose the policy or a summary of that policy. | ✓ | See "Securities Trading". See also our securities trading policy which is available on our website. |
| **Recommendation 4.1:**<br>The board should establish an audit committee. | ✓ | See "Audit Committee". |
| **Recommendation 4.2:**<br>The audit committee should be structured so that it:<br>• consists only of non-executive directors;<br>• consists of a majority of independent directors;<br>• is chaired by an independent chair, who is not chair of the board; and<br>• has at least three members. | ✓ | See "Audit Committee". |

* The table includes all recommendations in the ASX Principles and Recommendations other than the "Guide to Reporting" recommendations.

# Corporate Governance Statement

| Recommendation | | Please refer to the following sections of the Corporate Governance Statement |
|---|---|---|
| **Recommendation 4.3**<br>The audit committee should have a formal charter. | ✓ | See "Audit Committee".<br>See also the Audit Committee Charter which is available on our website. |
| **Recommendation 5.1:**<br>Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies. | ✓ | See the "Market Disclosure" in "Telstra Values, the Telstra Group Code of Conduct & Business Principles, and other Company Policies". |
| **Recommendation 6.1:**<br>Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy. | ✓ | See "Shareholder Communications".<br>See also the Telstra Group Code of Conduct & Business Principles which are available on our website. |
| **Recommendation 7.1:**<br>Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies. | ✓ | See "Risk Oversight & Management".<br>See also the Telstra Group Code of Conduct & Business Principles which are available on our website. |
| **Recommendation 7.2:**<br>The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks. | ✓ | See "Risk Oversight & Management". |
| **Recommendation 7.3:**<br>The board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks. | ✓ | See "Risk Oversight & Management". |
| **Recommendation 8.1:**<br>The board should establish a remuneration committee. | ✓ | See "Remuneration Committee".<br>See also the Remuneration Committee Charter which is available on our website. |
| **Recommendation 8.2:**<br>Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives. | ✓ | See the Remuneration Report (in particular page 75) which forms part of the Directors' Report. |

# Shareholder Information

## Listing Information

### Markets in which our shares are traded

We are listed, and all our issued shares are quoted on the Australian Securities Exchange (**ASX**) and the New Zealand Stock Exchange (**NZX**).

### Markets on which our debt securities are listed

We also have debt securities listed on the ASX, the London Stock Exchange and the Swiss Stock Exchange.

### Distribution of securities and security holdings

The following table shows the number of listed shares on issue at 1 August 2011:

| Title of class | Identity of person or group | Amount owned | % |
|---|---|---|---|
| Listed Shares | Listed shareholders | 12,443,074,357 | 100.00 |

### Distribution of shares

The following table summaries the distribution of our listed shares as at 1 August 2011:

| Size of Holding | Number of Shareholders | % | Number of Shares | % |
|---|---|---|---|---|
| 1-1,000 | 678,471 | 48.87% | 392,305,126 | 3.15% |
| 1,001-2,000 | 247,069 | 17.80% | 360,234,177 | 2.90% |
| 2,001-5,000 | 266,722 | 19.21% | 852,893,534 | 6.85% |
| 5,001-10,000 | 113,334 | 8.16% | 794,815,722 | 6.39% |
| 10,001-100,000 | 79,606 | 5.73% | 1,847,909,579 | 14.85% |
| 100,001 and over | 3,062 | 0.22% | 8,194,916,219 | 65.86% |
| **Total** | **1,388,264** | **100.00%** | **12,443,074,357** | **100.00%** |

The number of shareholders holding less than a marketable parcel of shares was 37,442 holding 4,632,378 shares.

# Shareholder Information

### Substantial shareholders

As at 1 August 2011, we are not aware of any substantial shareholders.

The Future Fund Board of Guardians notified the Company that as at 23 March 2011, it had ceased to be a substantial shareholder.

### Twenty largest shareholders as at 1 August 2011

The following table sets out the Top 20 holders of our shares (when multiple holdings are grouped together):

| Shareholders | | Number of Shares | % of Issued Shares |
|---|---|---|---|
| 1 | HSBC Custody Nominees (Australia) Limited | 2,242,315,037 | 18.02% |
| 2 | National Nominees Limited | 1,711,690,352 | 13.76% |
| 3 | J P Morgan Nominees Australia Ltd | 1,504,480,902 | 12.09% |
| 4 | Citicorp Nominees Pty Limited | 492,416,447 | 3.96% |
| 5 | RBC Global Services Australia Nominees Pty Ltd | 297,670,956 | 2.39% |
| 6 | Cogent Nominees Pty Limited | 203,728,371 | 1.64% |
| 7 | AMP Life Limited | 115,061,060 | 0.92% |
| 8 | J P Morgan Nominees Australia Ltd (cash income A/C) | 106,411,123 | 0.86% |
| 9 | Citicorp Nominees Pty Limited | 77,094,746 | 0.62% |
| 10 | UBS Wealth Management Australia Nominees Pty Ltd | 56,361,439 | 0.45% |
| 11 | UBS Nominees P/L | 50,762,067 | 0.41% |
| 12 | Australian Foundation Investment Company Limited | 50,070,000 | 0.40% |
| 13 | Queensland Investment Corporation | 46,472,332 | 0.37% |
| 14 | Neweconomy Com Au Nominees Pty Limited | 46,418,851 | 0.37% |
| 15 | Australian Reward Investment Alliance | 38,503,246 | 0.31% |
| 16 | Telstra Growthshare Pty Ltd | 33,437,411 | 0.27% |
| 17 | Tasman Asset Management Ltd | 27,746,551 | 0.22% |
| 18 | UBS Nominees Pty Ltd | 26,370,000 | 0.21% |
| 19 | Argo Investments Limited | 26,004,800 | 0.21% |
| 20 | Questor Financial Services Limited | 22,068,983 | 0.18% |
| **Total** | | **7,175,084,674** | **57.66%** |

### Voting Rights

Shareholders (whether residents or non-residents of Australia) may vote at a meeting of shareholders in person, directly or by proxy, attorney or representative, depending on whether the shareholder is an individual or a company.

Subject to any rights or restrictions attaching to our shares, on a show of hands each shareholder present in person or by proxy, attorney or representative has one vote and, on a poll, has one vote for each fully paid share held. Presently, we have only one class of fully paid ordinary shares and these do not have any voting restrictions. If shares are not fully paid, on a poll the number of votes attaching to the shares is pro-rated accordingly.

# Directors' Report

In accordance with a resolution of the Board, the directors present their report on the consolidated entity (Telstra Group) consisting of Telstra Corporation Limited and the entities it controlled at the end of, or during the year ended, 30 June 2011. Financial comparisons used in this report are of results for the year ended 30 June 2011 compared with the year ended 30 June 2010.

## Principal activity

Our principal activity during the financial year was to provide telecommunications and information services for domestic and international customers. There has been no significant change in the nature of this activity during the year.

## Strategy

We are Australia's largest telecommunications and information services company. We offer a full range of products and services throughout Australia and various telecommunication services in certain overseas countries. We have the telecommunications networks, distribution channels and an integrated portfolio of assets - including BigPond®, Sensis® and FOXTEL - to deliver attractive services to all of our customers.

Our strategy is very clear:

- Focus on improving our customer satisfaction;
- Grow our customer base;
- Simplify our business; and
- Develop new growth businesses from our Network Applications and Services (NAS), Asian and Media assets.

Telstra must continue to prepare itself to compete in a restructured industry as competition intensifies and new telecommunications infrastructure, such as the NBN, is built. Our network and information technology investments, including the world class mobile (Next G®) and fixed core (Next IP™) networks, are providing us with the capability to streamline our processes and provide integrated telecommunication services that are simple and valued by our customers. This is differentiating us from our competitors and improving our capability to satisfy customer needs.

## Milestones

### *Customer satisfaction*

This year's achievements demonstrate real progress against our strategy. Telstra recorded a 3% improvement in our *customer satisfaction* rating in the year. While this reflects progress, it is a multi-year programme and remains the highest priority for the entire company. Customer service initiatives launched in the past year include:

- Weekend technician services, with around 80 thousand weekend appointments used by customers;
- 24/7 contact centres, with more than 5 million calls made to us after hours;
- Telstra.com improvements which have enabled more than 300 thousand customers to activate international roaming online;
- Consumer customers being able to book appointments online for a personal shopping experience in certain Telstra stores; and
- Improved online and mobile account self-serve options for bills and payments.

### *Customer growth*

We supported our initiative to *retain and grow our customer base* with significant in-year investment which has produced strong results with customer market share growth and lower churn. Of particular note is that we added 2 million mobile customers in Australia and Hong Kong, added 659 thousand new bundles, and sold 190 thousand T-Box® and 175 thousand T-Hub® units during the year. Other customer initiatives included:

- Continued expansion of Telstra's retail footprint so that it now includes 293 Telstra Stores and 80 Telstra Business Centres;
- Launching Australia's fastest 3G hotspot with the launch of the Telstra Ultimate Wi-Fi device; and
- Commencing the upgrade of our Next G network with LTE (Long Term Evolution) technology which will help provide customers with faster data speeds and higher quality mobile video conferencing.

### *Simplification*

Our initiatives to *simplify the business* continue to be implemented and we exceeded our fiscal 2011 target for productivity improvements through the delivery of improved processes. This included simplified mobile and fixed broadband plans and the implementation of a streamlined organisational structure involving the merger of the Telstra Consumer and Telstra Country Wide business units.

### *Growth*

The company has also highlighted that it sees *growth opportunities in NAS, our Asian and Media assets*. Our focus remains on organic growth, although we would consider small acquisitions if they create clear value for shareholders. The uptake of the T-Hub® and T-Box®, restructuring of our Reach network assets in Asia and significantly improved performance at CSL New World are indicators of the progress we are making in these areas.

Other growth initiatives over the year included:

- Announcing the $800 million investment in cloud computing capabilities;
- Acquisition of iVision to significantly improve our capabilities in video conferencing;
- Launching the Digital Business solution which combines high-speed fixed broadband and high-definition IP broadband telephony in a

# Directors' Report

seamless way for Australian small businesses; and

- Unveiling the FOXTEL on T-Box service.

**National Broadband Network (NBN)**

On 23 June Telstra signed conditional Definitive Agreements with NBN Co and the Commonwealth for Telstra's participation in the rollout of the NBN. Telstra continues to value these agreements and associated policy undertakings at approximately $11 billion in post-tax net present value terms (discounted to June 2010), consistent with the Financial Heads of Agreement announced in June 2010. The company has subsequently submitted a Structural Separation Undertaking and associated Migration Plan to the ACCC. The company is working closely with the ACCC with a view to obtaining acceptance of our Structural Separation Undertaking before the AGM.

Telstra is committed to giving shareholders an opportunity to vote on Telstra's participation in the NBN at the company's AGM on 18 October 2011. The approval of Telstra's shareholders is one of the key conditions which must be satisfied before these Agreements may be implemented.

We are pleased to have reached these important milestones and look forward to providing shareholders with an Explanatory Memorandum which will outline the basis for the Board's recommendation to shareholders.

**Financial performance**

***Results***

Net profit for the year was $3,250 million (2010: $3,940 million) down 17.5%. This result was after deducting:

- net finance costs of $1,135 million (2010: $963 million); and
- income tax expense of $1,307 million (2010: $1,598 million).

Earnings before interest, income tax expense, depreciation and amortisation (EBITDA) decreased by 6.4% to $10,151 million. Earnings before interest and income tax expense (EBIT) decreased by 12.4% to $5,692 million on a reported basis. This result reflects the impact of our strategic initiatives.

***Revenue***

Revenue (excluding finance income) increased by $176 million or 0.7% to $25,093 million (2010: $24,917 million).Total *Public Switched Telephony Network (PSTN)* revenue declined by 7.9% during the year to $5,370 million. This rate of decline is consistent with the 8.0% decline in fiscal 2010 and continues to highlight the structural shift away from PSTN driven by both lower usage and line loss. While usage continues to decline across all calling categories, with local calls falling 13.6% and national long distance declining 8.6%, PSTN line loss during the year was 3.3%, the lowest rate of decline in four years. This improvement reflects the impact of our bundled offers.

*Fixed retail broadband* revenue (including hardware) increased by 1.4% to $1,594 million. There was also continued net growth in fixed broadband customers in the second half with 158 thousand customers added for the year, our strongest performance in three years. Our bundled offers, some of which include the Telstra T-Box and T-Hub products and the improved value of our fixed broadband plans has driven the strong turnaround in fixed broadband momentum across fiscal 2011. Lower cancellations have been an important driver of the improvement, with the net cancellation rate in fixed broadband falling to 17.3% from 22.8% in the prior year.

*Wholesale broadband* revenues declined by 9.8% as the growth in Unconditioned Local Loop (ULL) uptake by competitors continued to be strong, with more than one million ULL services in operation for the first time. Line Spectrum Sharing (LSS) services declined for the first time, decreasing by 1.4% reflecting the shift to ULL by competitors.

Domestic *Mobile* revenue growth accelerated during the year to 10.7% as we began to see the benefits of growing our domestic customer base by 1.66 million services. In the second half mobile growth was 11.4%, improving from 10.0% in the first half. The improved momentum is testament to our network quality and the increased value of our mobile plans. During the second half we launched our very popular Freedom Connect™ plans which offer increased value to our customers. Mobile services revenue grew by 7.4% while mobile hardware revenue was up 35.5% to $1,160 million. We continue to believe improving mobile hardware revenue is a lead indicator of accelerating mobiles services revenue growth.

# Directors' Report

Our *IP Access and Data* business continued to focus on the migration to IP from legacy technologies with revenues declining slightly by 0.3% to $1,771 million. Within this category, IP Access revenue grew 16.2% in the year to $970 million. Our IP business continued to produce significant contract wins during the year. We continue to believe there is good potential in leveraging our IP access customer relationships to provide more IP based network applications and services to customers such as cloud computing, video conferencing, IP telephony and managed data networks.

Our *Network Applications and Services (NAS)* revenue grew 10.7% this year to $1,144 million and remains a strategic growth driver for Telstra. This was driven by strong growth in unified communications and managed data networks. To support the development of this business Telstra announced an $800 million investment in cloud computing, the acquisition of iVision Pty Ltd on 31 March 2011 and has also announced a new Applications and Ventures Group.

In March 2011, *Sensis* launched a digital strategy for long term profitable growth. This strategy is designed to help Australian buyers and sellers benefit from the rapidly evolving digital environment. In particular, this strategy seeks to empower small business advertisers with competitive marketing solutions. Sensis' revenue declined by 6.4% to $1,787 million and EBITDA declined by 9.4% to $993 million. Contributing to the decline in performance was the impact of the floods throughout the east coast of Australia and the investment associated with the deployment of the new strategy.

*Telstra International* is focussed on Asia and is predominantly made up of the Asian Reach network assets, the CSL New World mobile business in Hong Kong and a number of China online businesses. CSL New World grew income by 5.8% to $819 million after driving improved operating momentum into the business through the year including the addition of 352 thousand new customers. Improvements included strong growth in smart phones sales and the launch of new rate plans focussing on customer needs. In local currency, revenues grew strongly by 19% including service revenue growth of 7.4%. EBITDA declined by 9.1% due to a one off adjustment relating to a favourable dispute settlement included in the last fiscal year. Excluding this adjustment, underlying EBITDA rose by 4.5%.

***Operating Expenses***

Operating Expenses (before depreciation and amortisation) in the year increased by 6.8% or $970 million to $15,154 million. This expenditure was in-line with our expectations as we undertook a number of strategic initiatives in 2011 to improve customer service, acquire customers and simplify the business. Including depreciation and amortisation, expenses rose by 5.8%. This expense total includes an impairment reversal on the restructure of the Reach network assets of $147 million and the impairment in the carrying value of China online businesses, Octave and LMobile of $133 million and $27 million respectively.

Labour expenses in the year increased by 5.9% to $3,924 million. Salary costs increased by 2.1% in the year and redundancy charges were up 75% to $224 million as we undertook the reorganisation and the simplification of our business. Salary costs in the second half were impacted by network restoration costs associated with natural disasters of $27 million.

Directly Variable Costs (DVCs) or Goods and Services Purchased increased by 15.4% to $6,183 million largely as a result of our strategic initiatives to grow customer numbers. Mobile hardware cost of goods sold increased by 46.9% or $426 million to $1,335 million. Postpaid mobile subsidies increased by $33 million or 5.5% to $631 million.

Other expenses decreased by 1.4% or $70 million to $5,047 million with much of the decrease a result of lower impairment charges this fiscal year offset by our initiatives to simplify the business.

Depreciation and amortisation has increased by 2.6% from the prior year to $4,459 million. The higher depreciation in fiscal 2011 was primarily due to higher communications plant and other plant and equipment depreciation. This increase was driven by asset additions and improvements predominantly within the core network data, core network transport, core content-IP products, mobile access and fixed access assets. This was partially offset by land and buildings depreciation which decreased due to the retirement of exchange sites during the year in line with our divestment program.

Amortisation expense increased by 10.9% or $99 million predominantly due to software additions and improvements to our asset base comprising customer relations, network operations and work flow management applications and our billing systems.

**Cash flow and financial condition**

We reported a strong free cashflow position with free cashflow of $5,477 million generated in the year, a decrease of $748 million or 12.0% from fiscal 2010. Importantly, we continue to invest in the business with accrued capital expenditure of $3,410 million in the year, or 13.6% of sales revenue.

# Directors' Report

This cash position, combined with our borrowing program, will continue to support our ongoing operating and investing activities within our target financial parameters.

Our net debt at 30 June 2011 was $13,595 million, down $331 million from 30 June 2010. The decrease is due to strong free cashflow being used for net repayments of borrowings, resulting in net debt gearing of 52.5%. A number of successful refinancings in the year has also lengthened our debt maturity profile. In 2012 Telstra has approximately $2 billion of long term debt to refinance.

Our credit rating at 30 June 2011 is consistent with the prior year. Our credit ratings are as follows:

| | Long term | Short term | Outlook |
|---|---|---|---|
| Standard & Poors | A | A1 | Negative |
| Moodys | A2 | P1 | Under review for possible downgrade |
| Fitch | A | F1 | Negative |

### Dividends, investor returns and other key ratios

Our basic earnings per share decreased 16.9% from 31.4 cents per share to 26.1 cents per share in fiscal 2011. Other relevant measures of return include the following:

- Return on average assets - 15.9% (2010: 17.3%); and
- Return on average equity - 26.1% (2010: 30.9%).

Return on average assets and return on average equity are lower in fiscal 2011 primarily due to the decreased profit in fiscal 2011.

On 11 August 2011, the directors resolved to pay a final fully franked dividend of 14 cents per ordinary share ($1,738 million), bringing dividends per share for fiscal 2011 to 28 cents per share. The record date for the final dividend will be 26 August 2011 with payment being made on 23 September 2011. Shares will trade excluding entitlement to the dividend on 22 August 2011.

Dividends paid during the year were as follows:

| Dividend | Date resolved | Date paid | Fully Franked Dividend per share | Total dividend ($ million) |
|---|---|---|---|---|
| Final dividend for the year ended 30 June 2010 | 12 Aug 2010 | 24 Sep 2010 | 14 cents | 1,737 |
| Interim dividend for the year ended 30 June 2011 | 10 Feb 2011 | 25 March 2011 | 14 cents | 1,738 |

### Corporate Citizenship

Over the last 12 months we have continued to demonstrate our leadership as a good corporate citizen. Telstra continues to play a unique role supporting Australia and Australians through good and bad times.

Our major contributions in the past year include:

***Telecommunication Services***

- Assisting one million low income customers every month through our *Access for Everyone* programs; and
- Providing over 114 thousand fixed lines at special rates to our charity and not for profit customers;

***Corporate Programs***

- Contributing over $1 million in donations from Telstra and our employees for disaster relief appeals;
- Providing more than 28 thousand older Australians with face to face training on how to use mobile phones and the internet via our *Telstra Connected Seniors* program;
- Providing thousands of Australians affected by natural disasters in Queensland, New South Wales, Victoria, South Australia and Western Australia with Telstra assistance packages; and
- Recognising more than 4 thousand women through the Telstra Business Women's Awards nomination process;

***Telstra Foundation***

- Contributing almost $3 million to support social innovation, cyber safety and Indigenous community development programs via the Telstra Foundation;
- Recognising 62 Indigenous artists through the *Telstra Art Award* selection process; and
- Distributing 625 *Telstra's Kids Fund* grants to grass-roots organisations across the country to the value of $750,000.

### Significant changes in the state of affairs

There were no significant changes in the state of affairs of our company during the financial year ended 30 June 2011.

### Business strategies, likely developments and prospects

The directors believe, on reasonable grounds, that we would be likely to be unreasonably prejudiced if the directors were to provide more information than there is in this report or the financial report about:

- the business strategies, likely developments and future prospects of our operations; or
- the expected results of those operations in the future.

# Directors' Report

We do note, however, that in the last year, the Federal and State Governments have enacted and/or proposed a number of legislative reforms which affect our business operations. We are managing the impact of these reforms as and when they occur.

**Outlook**

Over the past year Telstra has recorded a turnaround in operational results, with strong customer growth, lower churn, a return to revenue growth and higher market share in fixed broadband and mobile.

In fiscal 2012, the strategic initiatives will continue to bear fruit. The year will see productivity and other benefits from a continuing simplification programme.For 2012, we expect Telstra to return to full year earnings growth with low single digit revenue growth and low single digit EBITDA growth on the back of strong second half performance in fiscal 2011. Capex to sales will continue to be around 14% of sales with free cashflow of between $4.5 and $5.0 billion. The NBN is not expected to have a material impact on Telstra's financial results in 2012.

| Guidance Summary* | |
|---|---|
| **Measure** | **Fiscal 2012 Guidance** |
| Total Revenue | Low single digit growth |
| EBITDA | Low single digit growth |
| Capex/sales | 14% |
| Free cashflow | $4.5 - $5.0 billion |
| Dividend | 28 cents fully franked |

** Guidance assumes wholesale product price stability, and excludes any further impairments to investments and any proceeds on the sale of businesses.*

As announced in November 2010, it is also the company's intention to maintain a 28 cent fully franked dividend for fiscal 2012, subject to the Board's normal approval process for dividend declaration and there being no unexpected material events. The directors also remain committed to a broader review of capital management after shareholders have voted on our proposed participation in the rollout of the NBN and subject to global financial market conditions.

**Events occurring after the end of the financial year**

The directors are not aware of any matter or circumstance that has arisen since the end of the financial year that, in their opinion, has significantly affected or may significantly affect in future years, Telstra's operations, the results of those operations or the state of Telstra's affairs, other than the following:

- Our 50% jointly controlled entity, FOXTEL, announced on 11 July 2011 that it had entered into definitive agreements with AUSTAR and Liberty Global to acquire all of the issued shares in AUSTAR. The transaction remains subject to a number of approvals including from the Foreign Investment Review Board, ACCC, AUSTAR minority shareholders and the court. The transaction will be funded by a combination of FOXTEL bank debt and shareholder debt contributions in the form of subordinated shareholder notes. Our contribution will be up to $450 million. The final amount will be determined following the satisfaction of the conditions precedent.
- On 21 July 2011, we sold our 64.4% shareholding in Adstream (Aust) Pty Ltd for a total consideration of $24 million. Payment is deferred for a period of up to two years and is subject to commercial rates of interest. The disposal of our share of net assets of $24 million will have a minimal profit or loss impact.
- On 6 July 2011, Telstra announced changes to its organisational structure. Effective 1 August 2011, the entire sales and retail customer service workforce was unified in a single business unit, Telstra Customer Sales and Service, responsible for sales and services to all segments including consumer, business, enterprise and government customers. A new business unit, Applications and Ventures Group, was also created to invest and partner with other companies and government agencies to provide a new range of digital services for business and consumers, including health and education sectors.

**Details of directors and executives**

Changes to the directors of Telstra Corporation Limited during the financial year and up to the date of this report were:

- Nora L Scheinkestel was appointed as a non-executive Director effective 12 August 2010.

Information about our directors and senior executives is provided as follows and forms part of this report:

- names of directors and details of their qualifications, experience, special responsibilities and directorships of other listed companies are given on pages 62 to 66;
- number of Board and Committee meetings and attendance by Directors at these meetings is provided on page 67;
- details of director shareholdings in Telstra are shown on page 67; and
- details of director and senior executive remuneration is detailed in the Remuneration Report on pages 69 to 83.

**Company Secretary**

The qualifications and experience of our Company Secretary are detailed on page 66 and form part of this report.

The current Company Secretary, Carmel Mulhern, has been appointed the Group General Counsel effective 1 January 2012. Damien Coleman who is currently General Counsel, Finance and Administration, will succeed Ms Mulhern in the Company Secretary role on that date.

# Directors' Report

### Directors' and officers' indemnity

*Constitution*

Telstra's constitution provides for it to indemnify each officer, to the maximum extent permitted by law, for any liability incurred as an officer of Telstra or a related body corporate. It also provides for Telstra to indemnify each officer, to the maximum extent permitted by law for legal costs and expenses incurred in defending civil or criminal proceedings.

If one of Telstra's officers or employees is asked by Telstra to be a director or other officer of a company which is not related to it, Telstra's constitution provides for it to indemnify the officer or employee for any liability he or she incurs. This indemnity only applies if the liability was incurred in the officer's or employee's capacity as an officer of that other company. Telstra's constitution also allows it to indemnify employees and outside officers in some circumstances. The terms "officer", "employee" and "outside officer" are defined in Telstra's constitution.

*Deeds of indemnity in favour of directors, officers and employees*

Telstra has also executed deeds of indemnity in favour of (amongst others):

- directors of the Telstra Entity (including past directors);
- secretaries and executive officers of the Telstra Entity (other than Telstra Entity directors) and directors, secretaries and executive officers of Telstra's wholly owned subsidiaries;
- directors, secretaries and executive officers of a related body corporate of the Telstra Entity (other than a wholly owned subsidiary) while the director, secretary or executive officer was also an employee of the Telstra Entity or a director or employee of a wholly owned subsidiary of the Telstra Entity (other than Telstra Entity directors); and
- certain employees of Telstra in particular circumstances.

Each of these deeds provides an indemnity as permitted under Telstra's constitution and the Corporations Act 2001. The deeds in favour of directors of the Telstra Entity also give directors certain rights of access to Telstra's books and require it to maintain insurance cover for the directors.

Additionally, Telstra has executed an indemnity in favour of employees (including executive officers other than directors) in respect of certain liabilities incurred in the formulation, entering into or carrying out, of a Telstra Sale Scheme (as defined in the Telstra Corporation Act 1991 (Cwth)). The indemnity is subject to an exclusion for liabilities arising out of conduct involving a lack of good faith. Although all Telstra Sale Schemes conducted by the Commonwealth Government have been completed, the indemnity will remain in place while it is possible for claims to arise under a Telstra Sale Scheme.

It is intended that a deed of indemnity be executed in favour of certain employees, not otherwise covered by an indemnity or directors' and officers' insurance, in respect of certain liabilities which may be incurred as part of the NBN transaction.

*Directors' and officers' insurance*

Telstra maintains a directors' and officers' insurance policy that, subject to some exceptions, provides worldwide insurance cover to past, present or future directors, secretaries or executive officers of the Telstra Entity and its subsidiaries. Telstra has paid the premium for the policy. The directors' and officers' insurance policy prohibits disclosure of the premium payable under the policy and the nature of the liabilities insured.

### Environmental regulation and performance

Telstra's operations are subject to significant environmental regulation under Commonwealth, State and Territory law, particularly with regard to:

- the impact of the installation and maintenance of telecommunications infrastructure;
- energy and water efficiency;
- reporting of a range of environmental matters including energy use and greenhouse gas emissions;
- packaging of products;
- procurement of services;
- site contamination and pollution; and
- waste management.

Telstra is subject to the Energy Efficiency Opportunities Act 2006 (Cwlth). Telstra registered on 31 March 2007 and has submitted annual public and bi-annual government reports to the Department of Resource Energy and Tourism, meeting all legislative requirements. The next reports are due by 31 December 2011.

Telstra is required to report on its greenhouse gas emissions, energy consumption and energy production under the National Greenhouse and Energy Reporting Act 2007 (Cwlth). Telstra registered by 31 August 2009 and has reported to the Department of Climate Change and Energy Efficiency annually. The next report is due 31 October 2011.

Telstra has well established procedures to monitor and manage compliance with existing environmental regulations and new regulations as they come into force. Telstra has not been fined or prosecuted for, or convicted of, any significant breaches of environmental regulation during the financial year.

# Directors' Report

Telstra notes the Australian Government's announcement on 10 July 2011 that it intends to legislate to introduce a carbon pricing system from 1 July 2012. The system will require companies with operations that emit greenhouse gas emissions above a certain threshold to purchase carbon emissions permits, at an initial price of $23 for each tonne of carbon dioxide equivalent greenhouse gas they emit.

Telstra is currently in the process of assessing the potential impacts of the proposed system on its business. Based on the information currently available, it appears unlikely that Telstra will be directly liable under the system to purchase emission permits. However, Telstra may experience an indirect cost impact from the system as a result of the impacts on electricity prices and other parts of Telstra's supply chain. Telstra is currently reviewing the Government's announcement and will undertake an assessment of its likely implications for Telstra once the final detail of the system is settled, but Telstra does not believe it will be material for the company.

**Non-audit services**

During fiscal 2011,Telstra's auditor Ernst & Young has been employed on assignments additional to its statutory audit duties. Details of the amounts paid or payable to Ernst & Young for audit and non-audit services provided during the year are detailed in note 8 to the financial statements.

The directors are satisfied that the provision of non-audit services during fiscal 2011 is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001 (the Act), and that the nature and scope of each type of non-audit service provided did not compromise the auditor independence requirements of the Act for the following reasons:

- all recurring audit engagements are approved by the Audit Committee each year through the Audit Committee's approval of the annual audit plan;
- additional audit and non-audit services up to $100,000 require approval from the Chief Financial Officer which is communicated to the Audit Committee at the next meeting;
- additional audit and non-audit services between $100,000 and $250,000 require approval from the Chairman of the Audit Committee; services greater than $250,000 require approval from the Audit Committee;
- fees earned from non-audit work undertaken by Ernst & Young are capped at 1.0 times the total audit fee; and
- the provision of non-audit services by Ernst & Young is monitored by the Audit Committee via semi-annual reports to the Audit Committee.

Ernst & Young is specifically prohibited from performing any of the following services:

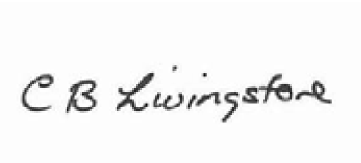
- bookkeeping services and other services related to preparing our accounting records of financial statements;
- financial information system design and implementation services;
- appraisal or valuation services, fairness opinions, or contribution in kind reports;
- actuarial services;
- internal audit services;
- management or human resources functions;
- temporary staff assignments;
- broker or dealer, investment advisor, or investment banking services; and
- legal services or expert services unrelated to the audit.

A copy of the auditors' independence declaration is set out on page 68 and forms part of this report.

**Rounding of amounts**

The Telstra Entity is a company of the kind referred to in the Australian Securities and Investments Commission Class Order 98/100, dated 10 July 1998 and issued pursuant to section 341(1) of the Corporations Act 2001. As a result, amounts in this report and the accompanying financial report have been rounded to the nearest million dollars ($m), except where otherwise indicated.

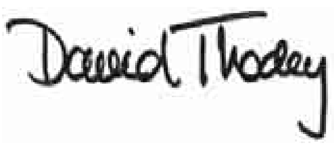
This report is made on 11 August 2011 in accordance with a resolution of the directors.



Catherine B Livingstone AO

Chairman

11 August 2011



David I Thodey

Chief Executive Officer and Executive Director

11 August 2011

# Directors' Report

**Directors' profiles**

As at 11 August 2011, our Directors were as follows:

| Name | Age | Position | Year of initial appointment | Year last re-elected [(1)] |
|---|---|---|---|---|
| Catherine B Livingstone . . . | 55 | Chairman, Non-executive Director | 2000 | 2008 |
| David I Thodey . . . . . . . | 57 | Chief Executive Officer, Executive Director | 2009 | - |
| John V Stanhope . . . . . . | 60 | Executive Director | 2009 | - |
| Geoffrey A Cousins . . . . . | 68 | Non-executive Director | 2006 | 2009 |
| Russell A Higgins . . . . . . | 61 | Non-executive Director | 2009 | - |
| John P Mullen . . . . . . . . | 56 | Non-executive Director | 2008 | - |
| Nora L Scheinkestel . . . . . | 51 | Non-executive Director | 2010 | - |
| John M Stewart . . . . . . . | 62 | Non-executive Director | 2008 | - |
| John W Stocker . . . . . . . | 66 | Non-executive Director | 1996 | 2009 |
| Steven M Vamos . . . . . . | 53 | Non-executive Director | 2009 | - |
| John D Zeglis . . . . . . . . | 64 | Non-executive Director | 2006 | 2009 |

*(1) Other than the CEO, directors may not hold office for more than three years or beyond the third annual general meeting (AGM) following their appointment (whichever is the later) without re-election. A director appointed to fill a casual vacancy must stand for election at the next AGM.*

A brief biography for each of the directors as at 11 August 2011 is presented below:

**Catherine B Livingstone** – AO, BA (Hons), Hon DSc (Murdoch), Hon DBus (Macquarie), FCA, FTSE, FAICD

Ms Livingstone joined Telstra as a non-executive Director in November 2000 and was appointed as Chairman in May 2009. She is the Chairman of the Nomination Committee and a member of the Remuneration, Audit, Technology and NBN Due Diligence Committees. She was Chairman of the NBN Committee whilst it was operative.

**Experience:**

Ms Livingstone is a Chartered Accountant and has held several finance and general management roles predominantly in the medical devices sector. Ms Livingstone was the Chief Executive of Cochlear Limited (1994 – 2000).

**Directorships of other listed companies - current:**

Director, Macquarie Bank Limited (2003 - ), Macquarie Group Limited (2007 - ) and WorleyParsons Ltd (2007 - ).

**Directorships of listed companies - past three years:**

Nil

**Other:**

Current: Director, Future Directions International Pty Ltd (2007 - ); Member, New South Wales Innovation Council (2007 - ) and the Royal Institution of Australia (2009 - ).

Former: Chairman, CSIRO (2001 - 2006); Chairman and Director, Australian Business Foundation (2000 – 2005); Director, Goodman Fielder Ltd (2000 – 2003), Rural Press Limited (2000 – 2003), Macquarie Graduate School of Management Pty Ltd (2007 - 2008) and Sydney Institute (1998 – 2005). Previously, also Member, Department of Accounting and Finance Advisory Board Macquarie University, Business/ Industry/Higher Education Collaboration Committee (BIHECC) and Federal Government's National Innovation System Review Panel.

**David I Thodey** - BA, FAICD

Mr Thodey became Chief Executive Officer and an executive director in May 2009.

**Experience:**

Mr Thodey joined Telstra in April 2001 as Group Managing Director of Telstra Mobiles. He was appointed to the position of Group Managing Director Telstra Enterprise and Government in December 2002 and was responsible for the company's corporate, government and large business customers in Australia, TelstraClear in New Zealand and Telstra's International sales division.

Before joining Telstra, Mr Thodey was Chief Executive Officer of IBM Australia/New Zealand and previously held several senior executive positions in marketing and sales with IBM across Asia Pacific. He holds a Bachelor of Arts in Anthropology and English from Victoria University in New Zealand. Mr Thodey attended the Kellogg Post-Graduate School General Management Program at Northwestern University in Chicago.

**Directorships of other listed companies - current:**

Nil

**Directorships of listed companies - past three years:**

Nil

# Directors’ Report

**Other:**

Current: Chairman of Sensis Pty Ltd (2009 – ).

Former: Chairman, TelstraClear New Zealand (2003 – 2009); Chairman, Basketball Australia (2008 - 2010).

**John V Stanhope -** B Com (Economics and Accounting), FCPA, FCA, FAICD, FAIM

Mr Stanhope was appointed as an executive Director in May 2009. He was appointed to the role of Chief Financial Officer (CFO) and Group Managing Director, Finance & Administration in October 2003. In July 2011 Mr Stanhope’s title changed to Chief Financial Officer and Group Managing Director Finance.

On 29 June 2011 Mr Stanhope announced his retirement from the Company as CFO and Director effective 31 December 2011.

**Experience:**

Since joining Telstra in 1967, Mr Stanhope has held a number of operational roles and a range of senior financial management positions, including Director, Finance. In this role, which he assumed in 1995, he contributed to the T1 and T2 share sales, cost reduction programs, growth strategies, debt raising, capital management and organisational restructures.

In his current role as CFO and GMD Finance, Mr Stanhope is responsible for finance; treasury; taxation, risk management and assurance; investor relations; corporate security and investigations, NBN Engagement and Telstra Clear. He also managed Telstra's involvement in the Federal Government's T3 sale of Telstra shares.

**Directorships of other listed companies - current:**

Director, AGL Energy Limited (2009 - ).

**Directorships of listed companies - past three years:**

Nil

**Other:**

Current: Chairman, TelstraClear Ltd (2009 - ); Director, TelstraClear Ltd (2001 - ), CSL New World Mobility Ltd (2004 - ), Telstra Super Pty Ltd (1996 - ), Sensis Pty Ltd (1998 - ), , Sequel Limited (2008 - ), Octave Investments Holdings Limited (2009 - ), Dotad Media Holdings Limited (2010 - ), Foxtel Management Pty Ltd (2010 - ), Foxtel Cable Television Pty Ltd (2010 - ) and Melbourne International Jazz Festival (2009 - ); Member, Financial Reporting Council (2006 - ).

Former: Soufun Holdings Ltd (2007 - 2010) and Reach Ltd (2004 – 2007); Business Coalition for Tax Reform (2003 - 2010), G100 (2002 - 2011).

**Geoffrey A Cousins**

Mr Cousins joined Telstra as a non-executive Director in November 2006. He is a member of the Nomination and Remuneration Committees.

**Experience:**

Mr Cousins has more than 26 years experience as a company director. Mr Cousins was previously the Chairman of George Patterson Australia and is a former Director of Publishing and Broadcasting Limited, the Seven Network, Hoyts Cinemas group and NM Rothschild & Sons Limited. He was the first Chief Executive of Optus Vision and before that held a number of executive positions at George Patterson, including Chief Executive of George Patterson Australia.

**Directorships of other listed companies - current:**

Nil

**Directorships of listed companies - past three years:**

Nil

**Other:**

Current: Chairman, St. James Ethics Foundation (2010 - ).

Former: Chairman, Cure Cancer Australia (2004 - 2007), Director, Insurance Australia Group Ltd (2000 - 2007), The Starlight Foundation (1988 - 1994) and Museum of Contemporary Art (1990 – 1994); Director, Globe International Limited (2001 - 2003), Sydney Theatre Company Ltd (1990 – 1996), St George Foundation Ltd (1989 – 1995) and The Smith Family (1988 – 1994); President, The Shore Foundation Ltd (1992 – 1994).

Mr Cousins was previously a consultant to the Prime Minister.

**Russell A Higgins** - AO, BEc, FAICD

Mr Higgins joined the Telstra Board as a non-executive Director in September 2009. He is a member of the Audit and NBN Due Diligence Committees. He was a member of the NBN Committee whilst it was operative.

**Experience:**

Mr Higgins is an experienced company director who has worked at very senior levels of both government and private sectors. He is Chairman of the Global Carbon Capture and Storage Institute, a global initiative to accelerate the worldwide development of carbon capture and storage technologies. From 2003 to 2004, he was Chairman of the then Prime Minister’s Energy Task Force. Prior to that he was Secretary of the Department of Industry, Science and Resources.

**Directorships of other listed companies - current:**

Director, APA Group (2004 - ) and Ricegrowers Limited (SunRice) (2005 - ).

# Directors' Report

**Directorships of listed companies - past three years**:

Nil

**Other:**

Current: Chairman, Global Carbon Capture and Storage Institute (2009 - ); Chair, CSIRO Energy Transformed Flagship Advisory Committee (2005 - ); Director, St. James Ethics Foundation (2010 - ).

Former: Chairman, Snowy Hydro-Electric Scheme (1992 - 1997), CRC for Coal in Sustainable Development (2004 - 2008), APEC Energy Working Group (1993 - 1997); Director, Australian Biodiesel Group (2006 - 2007), Export Finance and Insurance Corporation (1997 - 2002), CSIRO (1997 - 2002), Austrade (1997 - 2002), Australian Tourist Commission (1997 - 2002) and Australian Sports Commission (1997 - 2002).

**John P Mullen**

Mr Mullen joined Telstra as a non-executive Director in July 2008. He is the Chairman of the Remuneration Committee and a member of the Nomination Committee.

**Experience:**

Mr Mullen has worked for over two decades in a multitude of senior positions with different multinationals. His corporate experience includes 10 years with the TNT Group, with two years as its Chief Operating Officer. From 1991 to 1994, he held the position of Chief Executive Officer of TNT Express Worldwide, based in the Netherlands. Mr Mullen joined Deutsche Post World Net (DPWN) as an Advisor in 1994, becoming Chief Executive Officer of DHL Express Asia Pacific in 2002 and Joint Chief Executive Officer, DHL Express in 2005. From 2006 to 2009, Mr Mullen was Global Chief Executive Officer, DHL Express. On 14 February 2011 Mr Mullen was appointed as the new Managing Director and Chief Executive Officer of Asciano Ltd.

**Directorships of other listed companies - current:**

Chief Executive Officer and Executive Director, Asciano Ltd (2011 - ).

**Directorships of listed companies - past three years:**

Director, Brambles Limited (2009 - 2011), MAp Airports Limited (2010 - 2011), Deutsche Post World Net, Board of Management, Germany (2005 - 2009) and Embarq Corporation USA (2006 - 2009).

**Other:**

Current: Member, Australian Graduate School of Management (2005 - ).

Former: Chairman, National Foreign Trade Council (Washington DC) (2008 - 2010); Director, International Swimming Hall of Fame (USA) (2005 – 2008).

**Nora L Scheinkestel** - LLB(Hons), PhD, FAICD

Dr Scheinkestel joined Telstra as a non-executive Director in August 2010. She is a member of the Audit Committee and Chairman of the NBN Due Diligence Committee.

**Experience:**

Dr Nora Scheinkestel is an experienced company director having served in a wide range of industry sectors and in the public, government and private spheres. Dr Scheinkestel is also an Associate Professor at the Melbourne Business School at Melbourne University and a member of the Takeovers Panel. Dr Scheinkestel's executive background is as a senior banking executive in international and project financing, responsible for the development and financing of major projects in Australasia and South East Asia. Her current consulting practice assists government, corporate and institutional clients in areas such as corporate governance, strategy and finance. In 2003, Dr Scheinkestel was awarded a centenary medal for services to Australian society in business leadership.

**Directorships of other listed companies - current:**

Director, AMP Limited (2003 - ), Orica Limited (2006 - ) and Pacific Brands Limited (2009 - ).

**Directorships of listed companies - past three years:**

Director, PaperlinX Ltd (2000 - 2009).

**Other:**

Current: AMP Capital Investors Limited (2004 - ) and AMP Bank Limited (2006 - ).

Former: Chairman, South East Water Limited (2002 - 2005) and Energy21 and Stratus Networks Gas Group (1997 - 1999); Director, IOOF Funds Management (1998 - 2001), Medical Benefits Fund of Australia Ltd (1997 - 2001), Hydro Tasmania (2001 - 2004), City West Water Ltd (1995 - 2002), Docklands Authority (1998 - 2003), Newcrest Mining Limited (2000 - 2007), Mayne Pharma Limited (2005 - 2007), Mayne Group Limited (2005) and North Limited (1996 - 2000).

# Directors' Report

**John M Stewart** - BA, FCIB, ACII

Mr Stewart joined Telstra as a non-executive Director in April 2008. He is a member of the Audit Committee.

**Experience:**

Mr Stewart has had a long and successful career in the finance industry since he first joined Woolwich PLC in 1977. Mr Stewart was appointed to the Board of Woolwich in 1995 and became Chief Executive in 1996. Following Woolwich's acquisition by Barclays PLC in October 2000, Mr Stewart was appointed Deputy Chief Executive Officer and became a member of the Barclays Group Board and Group Executive Committee. In August 2003, he joined the Group comprising National Australia Bank (NAB), the Clydesdale & Yorkshire banks in the UK, the Bank of New Zealand, and nabCapital, as Chief Executive, Europe and Principal Board Member. In February 2004, Mr Stewart was appointed Group Chief Executive Officer of NAB and retired from the NAB effective 31 December 2008.

**Directorships of other listed companies - current:**

Chairman, Legal & General Group plc (2010 - ); Director, Bank of England (2009 - ).

**Directorships of Listed companies - past three years:**

Director and Chief Executive Officer, National Australia Bank (2004 - 2008).

**Other:**

Former: Chair, Australian Bankers' Association (2007 – 2008); Director, Business Council of Australia (2006 - 2008); Executive Director, Barclays PLC (2000 - 2003); Group CEO, Woolwich PLC (1996 - 2000); Member, Scottish Enterprise's International Advisory Board (2006 - 2009) and the Federal Attorney General's Business-Government Advisory Group on national security. Mr Stewart was also a member of a former Prime Minister's Task Group on Emissions Trading.

**John W Stocker** - AO, MB.BS, BMedSc, PhD, FRACP, FTSE

Dr Stocker joined Telstra as a non-executive Director in October 1996. He is Chairman of the Audit Committee and a member of the Technology and NBN Due Diligence Committees. He was a member of the NBN Committee whilst it was operative.

**Experience:**

Dr Stocker has had a distinguished career in pharmaceutical research and extensive experience in management of research and development, and its commercialisation including in his roles as Chief Executive of CSIRO (1990 - 1995) and subsequently, as Chief Scientist for the Commonwealth of Australia (1996 - 1999).

**Directorships of other listed companies - current:**

Director, Nufarm Limited (1998 - ).

**Directorships of listed companies - past three years:**

Chairman, Sigma Pharmaceuticals Ltd (2005 - 2010).

**Other:**

Current: Principal, Foursight Associates Pty Ltd (1996 - ).

Former: Chairman, Grape and Wine Research and Development Corporation (1997 – 2004), Sigma Company Ltd (1998-2005), CSIRO (2007 - 2010) and The Australian Wine Research Institute Ltd (2009 - 2010); Director, Cambridge Antibody Technology Group plc (1995 - 2006), Circadian Technologies Ltd (1996 - 2008).

**Steven M Vamos** - BEng (Hons)

Mr Vamos joined the Telstra Board as a non-executive Director in September 2009. He is also a member of the Remuneration and Nomination Committees and was a member of the NBN Committee whilst it was operative.

**Experience:**

Mr Vamos has over 30 years experience in the information technology, internet and online industry. He led Microsoft Australia and New Zealand from 2003 to January 2007 before moving to the United States to become the company's online business head of worldwide Sales and International Operations. Previously, he was Chief Executive Officer of ninemsn. Mr Vamos also worked for Apple Computer in the 1990s after spending 14 years in senior management roles at IBM Australia. He is the founding President of the Society for Knowledge Economics (SKE), a not-for-profit think tank that encourages new and better practices in leadership and management.

**Directorships of other listed companies - current:**

Nil

**Directorships of listed companies – past three years:**

Nil

**Other:**

Current: President, Society for Knowledge Economics (2005 - ); Director, eGeneration Investments Pty Limited (1999 - ).

Former: Chief Executive Officer, ninemsn (1998 – 2002); Vice President, Australia and New Zealand, Microsoft (2003 - 2007).

# Directors' Report

**John D Zeglis -** BSc Finance, JD Law

Mr Zeglis joined Telstra as a non-executive Director in May 2006. He is a Chairman of the Technology Committee.

**Experience:**

Mr Zeglis has a legal background, and became partner with the law firm Sidley & Austin in 1978. He was General Counsel of AT&T from 1986 - 1998. His qualifications include a BSc in Finance from the University of Illinois, and a JD in Law from Harvard.

Mr Zeglis has had a long and distinguished career in the US telecommunications sector. He joined AT&T in 1984, and was elected as President of AT&T in 1998 and Chairman and Chief Executive Officer of the AT&T Wireless Group in 1999. He continued as CEO of AT&T Wireless until retiring in November 2004 following the company's sale to Cingular Wireless.

**Directorships of other listed companies - current:**

Director, Helmerich & Payne Corporation (1989 - ).

**Directorships of listed companies - past three years:**

Nil

**Other:**

Current: Director, The Duchossois Group (including AMX) (2011 - ) and State Farm Automobile Insurance (2004 - ).

Former: Director, Georgia Pacific Corporation (2001 - 2005); Sara Lee Corporation (1998 - 2000); and Illinois Power Company (1992 - 1996).

**Company secretary**

**Carmel C Mulhern** - BA, LLB, LLM, FCIS

Ms Mulhern was appointed company secretary of Telstra Corporation Limited on 7 September 2007.

Ms Mulhern joined Telstra in July 2000 as Corporate Counsel and was appointed General Counsel Finance and Administration in 2001. In those roles, she has been responsible for Telstra's continuous disclosure compliance, preparation of the annual report and all legal aspects of the annual general meeting and annual financial results announcements. She played a key role in the T2 and T3 floats, Telstra's first off-market share buy-back, and the introduction of a dividend reinvestment plan. Before joining Telstra, Ms Mulhern was a senior associate in a leading national law firm and associate to justices of the High Court of Australia and Supreme Court of Victoria.

# Directors' Report

### Directors' meetings

Each director attended the following Board and committee meetings during the year as a member of the Board or relevant committee:

| | Board | | Committees (1) | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | Audit | | Nomination | | Remuner-ation | | Technology | | NBN/NBN DDC | |
| | a | b | a | b | a | b | a | b | a | b | a | b |
| C B Livingstone(5)(6) | 18 | 18 | 7 | 7 | 3 | 3 | 6 | 6 | 2 | 2 | 10 | 10 |
| D I Thodey(5) . . . | 18 | 18 | - | - | - | - | - | - | - | - | 5 | 5 |
| J V Stanhope(5)(6) . | 18 | 18 | - | - | - | - | - | - | - | - | 10 | 9 |
| G A Cousins . . . | 18 | 17 | - | - | 3 | 3 | 6 | 6 | - | - | - | - |
| R A Higgins(5)(6) . . | 18 | 18 | 7 | 7 | - | - | - | - | - | - | 10 | 8 |
| J P Mullen . . . . | 18 | 17 | - | - | 3 | 3 | 6 | 6 | - | - | - | - |
| J M Stewart. . . . | 18 | 18 | 7 | 7 | - | - | - | - | - | - | - | - |
| J W Stocker(5)(6) . . | 18 | 18 | 7 | 7 | - | - | - | - | 2 | 2 | 10 | 10 |
| S M Vamos(3)(5) . . | 18 | 18 | 1 | 1 | 3 | 3 | 6 | 6 | - | - | 5 | 5 |
| J D Zeglis . . . . | 18 | 18 | - | - | - | - | - | - | 2 | 2 | - | - |
| N L Scheinkestel(2)(4)(6). | 16 | 16 | 1 | 1 | - | - | - | - | - | - | 5 | 5 |

*Column a: number of meetings held while a member.*
*Column b: number of meetings attended.*

*(1) Committee meetings are open to all non-executive Directors to attend in an ex officio capacity.*
*(2) Appointed as non-executive Director effective 12 August 2010.*
*(3) Resigned from the Audit Committee effective 30 September 2010.*
*(4) Appointed to the Audit Committee on 15 May 2011.*
*(5) Was a member of the NBN Committee which ceased operation on 1 March 2011.*
*(6) Is a member of the NBN Due Diligence Committee, which commenced on 29 March 2011.*

### Director shareholdings in Telstra

As at 11 August 2011:

**Directors**

| | Number of shares held | | |
|---|---|---|---|
| | Direct Interest | Indirect Interest | Total |
| Catherine B Livingstone . . . . . . . . . . | - | 125,000 | 125,000 |
| David I Thodey . . . . . . . . . . . . . . | 118,523 | 486,190 | 604,713 |
| John V Stanhope . . . . . . . . . . . . . | 277,227 | 165,291 | 442,518 |
| Geoffrey A Cousins . . . . . . . . . . . . | 10,000 | 21,765 | 31,765 |
| Russell A Higgins . . . . . . . . . . . . . | 5,320 | 35,193 | 40,513 |
| John P Mullen . . . . . . . . . . . . . . . | - | 26,159 | 26,159 |
| Nora L Scheinkestel . . . . . . . . . . . . | - | 30,000 | 30,000 |
| John M Stewart . . . . . . . . . . . . . . | 25,000 | 9,031 | 34,031 |
| John W Stocker . . . . . . . . . . . . . . | 18,114 | 163,614 | 181,728 |
| Steven M Vamos. . . . . . . . . . . . . . . | - | 40,000 | 40,000 |
| John D Zeglis . . . . . . . . . . . . . . . | 66,500 | 37,493 | 103,993 |

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**Auditor's Independence Declaration to the Directors of Telstra Corporation Limited**

In relation to our audit of the financial report of Telstra Corporation Limited for the financial year ended 30 June 2011, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the Corporations Act 2001 or any applicable code of professional conduct.

Ernst & Young

SJ Ferguson
Partner
Melbourne, Australia
11 August 2011

# Remuneration Report

Dear Shareholder,

Telstra is pleased to present its Remuneration Report (the Report) for fiscal 2011.

Telstra and its Remuneration Committee (the Committee) work to create compensation programs that link employees' pay with company performance and the creation of shareholder value. In designing these programs, we take into account feedback from institutional and retail investors, government agencies, community leaders, proxy advisors, and external remuneration and legal consultants. Based on results documented in this Report, as well as our historical Remuneration Reports, we feel we have succeeded in aligning pay to performance – in both prosperous and challenging market environments.

This year, the Committee's key focus was continuing to strengthen the ties between company performance, shareholder interests, and remuneration. Telstra has embarked on a journey to significantly improve the satisfaction levels of all our customers. Improved customer satisfaction increases customer loyalty and retention which, in turn, enhance critical shareholder measures such as Revenue, Free Cashflow, EBITDA, and Earnings per Share. To assist with attaining our customer satisfaction goals and reinforcing their importance, we have amended our incentive plans. All participants in the fiscal 2011 Short Term Incentive (STI) plan, including the CEO and Senior Executives, have a significant portion of their target STI tied to customer satisfaction objectives.

To further align executive remuneration with shareholder interests, Telstra reinstated its STI deferral policy effective 1 July 2010. The previous deferral was suspended while the taxation treatment of deferred remuneration was being reviewed by the Federal Government. With clarity in place on the taxation issue, Senior Executives are now required to defer 25% of their STI award into Telstra shares over a period of one and two years with a risk of forfeiture for certain types of departures from the company. As an early adopter of progressive remuneration practices, Telstra has included a clawback provision in the STI deferral giving the Committee discretion to reduce or eliminate deferred awards in the event of misconduct or fraud at the corporate or individual level.

The design principles of the fiscal 2011 Long Term Incentive (LTI) plan have remained consistent with the fiscal 2009 and 2010 plans but the Committee has adjusted the composition of at-risk remuneration for Senior Executives. Information and analysis from our external advisors showed that Telstra's LTI grants had gradually moved towards the high end of the market when compared to other large Australian corporations. Although Telstra's grants did not increase during this period, the market shifted towards more conservative LTI awards following the global economic downturn. To better align with market practice and reduce any potential that the larger equity grants could encourage excessive risk taking, we have rebalanced the incentive amounts for the LTI and STI plans. Details of these changes, along with the STI deferral policy, are described in the Report.

Considering the changes to LTI and STI award opportunities, together with the re-establishment of the STI deferral policy, the Committee is confident that our executive remuneration programs strike the appropriate balance between the focus on near-term and long-term goals, more closely align pay with shareholder interests, and treat executives fairly for their contributions to achieving our objectives.

Finally, you will notice a few new names in our list of Senior Executives. With the appointment of some very talented external staff, we believe we have strengthened the executive team and created an excellent combination of new thought leadership and critical institutional knowledge.

On behalf of the Board, I invite you to review the full Report.

John Mullen

Chairman, Remuneration Committee

# Remuneration Report

## 1. Introduction

The Directors of Telstra Corporation Limited (the Company) present the Remuneration Report (the Report), prepared in accordance with section 300A of the Corporations Act 2001, for the Telstra Group for the year ended 30 June 2011 (fiscal 2011).

The information provided in this Report has been audited as required by section 308(3C) of the Corporations Act 2001. This Report forms part of the Directors' Report.

## 2. Key Management Personnel (KMP)

KMP comprise the Directors of the Company and Senior Executives. The term "Senior Executives" refers to:

- The Chief Executive Officer; and
- All other executives who fall within the definition of Key Management Personnel of the Group (being those persons with authority and responsibility for planning, directing and controlling the activities of the Company and the Group, directly or indirectly).

The Senior Executives disclosed in this Report are as follows:

| Name | Most Recent KMP Position Title |
|---|---|
| David Thodey | Chief Executive Officer (CEO) |
| Bruce Akhurst | Group Managing Director (GMD) - Sensis |
| Gordon Ballantyne | GMD - Telstra Consumer and Country Wide |
| Nerida Caesar | Former GMD - Telstra Enterprise and Government |
| Paul Geason | GMD - Telstra Enterprise and Government and former GMD - Telstra Wholesale |
| Kate McKenzie | GMD - Telstra Innovation, Products and Marketing |
| Brendon Riley | Chief Operations Officer - Telstra Operations |
| Michael Rocca | Former Chief Operations Officer – Telstra Operations |
| Deena Shiff | GMD - Telstra Business |
| John Stanhope | CFO and GMD - Finance and Administration |

The Senior Executives in the above table include the five highest paid Company and Group executives for the fiscal 2011 year.

Tables 7.1 (Senior Executives) and 7.2 (Non-executive Directors) provide details of the period during which an individual has held a particular KMP position (or more than one position) during fiscal 2011.

## 3. Principles and Structure of Senior Executive Remuneration

### 3.1 Key Principles

The key principles of our remuneration philosophy are to:

- Implement best practice programs to help drive the achievement of our strategic and financial objectives;
- Reinforce Telstra's values and cultural priorities;
- Link a significant component of at-risk remuneration to annual performance results and the creation of long term shareholder value; and
- Provide market competitive remuneration to attract, motivate and retain highly skilled Senior Executives.

Total Remuneration comprises fixed remuneration, short term incentives and long term incentives. The aggregate value of these components creates the overall structure by which Telstra measures the competitiveness of our executive remuneration position versus the market.

### 3.2 Fixed Remuneration

Fixed remuneration is made up of base salary (including salary sacrifice benefits and applicable fringe benefits tax) and superannuation.

The level of fixed remuneration is set based on the Senior Executive's responsibilities, performance, qualifications and experience. Telstra benchmarks its Senior Executives' fixed remuneration against organisations within the ASX 20 and also against international telecommunications firms. During fiscal 2011 the Remuneration Committee received market data from Ernst & Young. Ernst & Young were engaged by and reported directly to the Remuneration Committee. The information did not include a remuneration recommendation (as defined in the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011) which came in effect on 1 July 2011.

Additional information is obtained from publicly disclosed remuneration sources and the Remuneration Committee considers various inputs before making decisions on KMP remuneration.

### 3.3 Short Term Incentive Plan (STI)

3.3.1 STI Plan Design

The STI is an annual "at-risk" component of remuneration for the Senior Executives and is delivered in cash and deferred shares. Senior Executives are paid an annual STI only when they have met thresholds linked to Telstra's financial performance, customer satisfaction and individual key performance indicators. The performance measures of the STI plan operate independently of each other.

For all Senior Executives (other than for Sensis), the fiscal 2011 performance measures of the STI Plan were Free Cashflow, EBITDA, Total Income, Customer Satisfaction and Individual Accountabilities.

For the GMD - Sensis, the above Company measures comprise 20 per cent of the STI Plan with the remainder covering Sensis Revenue, Sensis EBITDA, and Individual Accountabilities.

These performance measures were selected for the STI Plan as they are seen as a critical link between achieving

# Remuneration Report

outcomes of the business strategy and increasing shareholder value. Financial measures for fiscal 2011 were set in accordance with Telstra's financial plan and strategy.

The objective of the Customer Satisfaction measure is to provide a reward mechanism for achieving increased customer loyalty and retention.

Actual Customer Satisfaction scores are undertaken by third party research companies and the results audited by Telstra's internal Risk Management and Assurance Group.

The Customer Satisfaction score is defined as the average customer survey results for Telstra Consumer and Country Wide, Telstra Business and Telstra Enterprise and Government using a three month average score over 1 April to 30 June 2011.

For the GMD Sensis, the Customer Satisfaction measure is specific to the Sensis business unit, and for the GMD Wholesale the Customer Satisfaction measure is specific to the Wholesale business unit.

Individual performance measures are set at the beginning of the year and are based on individual contribution to the achievement of Telstra strategy.

Depending on the role they perform, each Senior Executive has a maximum STI opportunity ranging from 150 per cent to 200 per cent of their fixed remuneration where stretch targets are met. However, if threshold performance is not met, the STI payment is nil.

At the end of each fiscal year, the Board reviews the Company's audited financial results and the results of the other performance measures. The Board then assesses performance against each measure to determine the percentage of STI that is payable.

The Remuneration Committee exercised its discretion to amend STI targets (as outlined in 3.5) during the final assessment of the results on 27 July 2011 to reflect accounting impacts and the effect of the natural disasters on Telstra's performance in fiscal 2011.

The adjustment for accounting changes affected the financial results negatively but the adjustments for the natural disasters affected both the financial and customer satisfaction measures positively.

Overall the STI outcome increased from 39.1% of potential maximum to 46.5% of potential maximum.

The Board believes the methods of assessing the financial and customer satisfaction measures are appropriate and provide a rigorous assessment of Telstra's performance.

STI payment results for fiscal 2011, compared to fiscal 2010, as a percentage of the maximum award were as follows:

| **Name** | **Fiscal 2011** | **Fiscal 2010 (1)** |
|---|---|---|
| David Thodey | 49.0% | 21.7% |
| Bruce Akhurst | 44.0% | 8.6% |
| Gordon Ballantyne | 49.0% | n/a |
| Nerida Caesar | n/a | 21.7% |
| Paul Geason | 59.1% | 44.4% |
| Kate McKenzie | 46.5% | 19.2% |
| Brendon Riley | 46.5% | n/a |
| Michael Rocca | n/a | 21.7% |
| Deena Shiff | 44.0% | 21.7% |
| John Stanhope | 48.9% | 21.7% |
| **Average Total:** | **48.4%** | **22.6%** |

*(1) Prior year comparative information has been restated to reflect the fiscal 2011 Senior Executives.*

The table below details the fiscal 2011 results and payout percentage for the STI Plan.

| **Measure** | **Result** | **Outcome (% of maximum)** |
|---|---|---|
| Total Income (1) | Above Gateway | 42.5% |
| EBITDA (2) | Above Target | 62.0% |
| Free Cashflow (3) | Above Target | 67.0% |
| Customer Satisfaction (4) | Above Gateway | 37.5% |
| Sensis Income (5) | Gateway Missed | 0% |
| Sensis EBITDA Contribution(6) | Above Target | 62.0% |
| Sensis Customer Satisfaction (7) | Stretch Achieved | 100.0% |
| Wholesale Customer Satisfaction (8) | Stretch Achieved | 100.0% |

*(1) Total Income is Total Telstra Income excluding profit or loss on Land and Building disposals.*
*(2) EBITDA is Earnings Before Interest, Tax, Depreciation and Amortisation (excluding profit or loss on Land and Building disposals, Redundancy and Restructuring provision).*
*(3) Free Cashflow is Free Cashflow (excluding CAPEX for Investment and Spectrum; and proceeds from Land and Building disposals).*
*(4) Customer Satisfaction is the average result for Consumer and Country Wide, Business and Enterprise and Government customer satisfaction results using a three month average score for 1 April 2011 to 30 June 2011 for Consumer and Country Wide and Business and second half of the financial year for Enterprise and Government.*
*(5) Sensis Income is Sensis External Income.*
*(6) Sensis EBITDA Contribution is Sensis External Income less Sensis External Expenses (before Depreciation and Amortisation).*
*(7) Sensis Customer Satisfaction is measured using the average customer score for the Yellow and White Pages campaigns for the period February to April 2011.*
*(8) Wholesale Customer Satisfaction is measured annually using a Customer Value Analysis Survey which rates the overall performance of Telstra Wholesale (overall performance excluding price).*

The graph below demonstrates the link between actual STI payments and Total Revenue growth.

In this example, STI payments as a percentage of the maximum STI opportunity align to the direction of Telstra's total revenue percentage growth over the previous four fiscal years.

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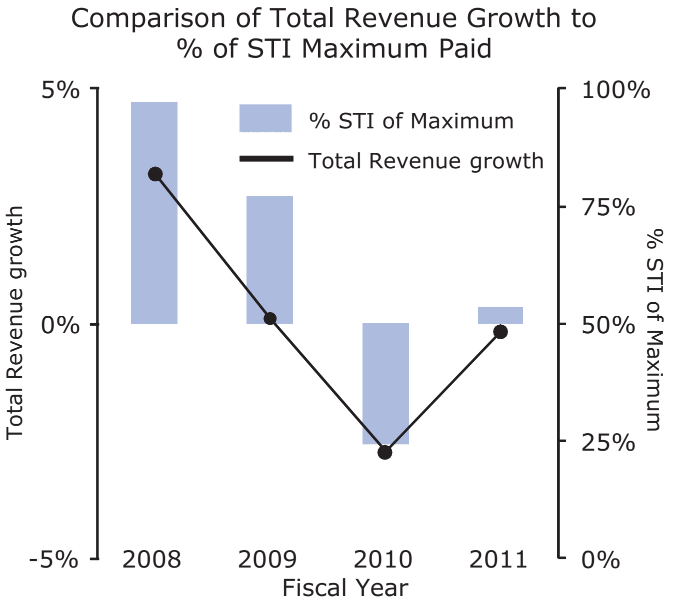


3.3.2 STI Deferral

In fiscal 2011, Telstra re-introduced an STI deferral program for its Senior Executives.

Senior Executives are required to defer 25 per cent of their actual STI payment into Telstra shares. The deferral period for 50 per cent of the shares deferred is 12 months from the date of deferral. The deferral period for the remaining 50 per cent of the shares deferred is 24 months from the date of deferral. The date of deferral is 19 August 2011.

During the deferral period, senior executives earn dividends on deferred shares.

If a Senior Executive departs Telstra for any reason other than a Permitted Reason prior to an exercise date, entitlements to deferred shares are forfeited. A Permitted Reason is defined as death, total and permanent disablement, or redundancy.

Deferred shares may be forfeited if a clawback event occurs. A clawback event includes circumstances where a Senior Executive has engaged in fraud or gross misconduct, where the financial results that led to the shares being granted are subsequently shown to be materially misstated, or where there has been a significant and unintended reduction in the financial performance of the Telstra Group. The decision to clawback deferred shares is at the discretion of the Board.

**3.4 Long Term Incentive (LTI) Plan**

3.4.1 Fiscal 2011 LTI Plan

Telstra's Senior Executives (and other invited senior management employees) participate in the fiscal 2011 LTI Plan (the Plan). The equity instruments under the Plan are offered at no cost. However, the performance measures of Relative Total Shareholder Return (RTSR) and Free Cashflow Return on Investment (FCF ROI) must be satisfied in order for participants to realise any reward.

The design of the fiscal 2011 LTI plan is aimed at ensuring that Telstra maintains a combination of absolute (FCF ROI) and relative (RTSR) performance measures. Performance is measured over a three year period ending on 30 June 2013. An additional one year holding lock is placed on any vested shares before they can be traded.

The LTI is provided through restricted shares. Allocations of restricted shares are split 50 per cent to RTSR and 50 per cent to FCF ROI, with each performance measure operating independently of the other. Senior Executives earn restricted shares based on performance against these objectives. Vesting of the restricted shares is outlined below.

After 30 June 2013, the Board will review the Company's audited financial results to determine the percentage of restricted shares that vest. No reward is available under the Plan for performance below target for either RTSR or FCF ROI.

The Remuneration Committee sought feedback from shareholders and engaged Ernst & Young - an external, independent remuneration consulting firm during 2010 as part of the design process for the fiscal 2011 LTI Plan.

3.4.1.1 Vesting of Restricted Shares

Until the restricted shares vest, an executive has:

- No legal or beneficial interest in the underlying shares;
- No entitlement to receive dividends from the shares; and
- No voting rights in relation to the shares.

If a performance hurdle is satisfied, a specified number of restricted shares will vest and the executive will be the beneficial owner of an equivalent number of restricted trust shares. Any restricted shares that vest are subject to a further restriction period which prevents any participant from trading or disposing of their vested restricted shares. The restriction period expires after 30 June 2014. The trustee holds the restricted trust shares in trust until the shares are transferred to the executive at the end of the restriction period (unless the shares are forfeited). This restriction period is designed to further strengthen the link between executive and shareholder interests by ensuring executives remain focussed on long term generation of shareholder value.

There is no retesting of restricted shares and any restricted shares that do not vest following the performance period will lapse.

At the end of fiscal 2013, the Board will review the Company's audited financial results and the results of the other performance measures to determine the percentage of restricted shares that vest. If a Senior Executive resigns, retires (for a non-medical related reason) or is terminated for misconduct prior to 30 June

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2014, any unvested restricted shares will lapse on cessation of employment and any vested restricted shares will be forfeited (unless the Board determines otherwise).

In the event of cessation for reasons such as redundancy, death, total and permanent disablement, medical related retirement or separation by mutual agreement, a pro rata amount of unvested restricted shares will lapse based on the remaining performance period. The portion relating to the Senior Executive's completed service may still vest at the end of the performance period subject to meeting the performance measures of the Plan. A Senior Executive who ceases employment in these circumstances will retain any vested restricted shares held by them at this time (subject to the restriction period described below).

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 give notice that restricted shares (that have not lapsed) have vested.

3.4.1.2 Relative Total Shareholder Return (RTSR)

RTSR measures the performance of an ordinary Telstra share (including the value of any cash dividends and other shareholder benefits paid during the period) relative to the other companies in the RTSR comparator group over the plan period.

The restricted shares related to RTSR will only vest where the growth in Telstra's shareholder value is at least at the 50$^{th}$ percentile of the comparator group for the performance period. At the 50$^{th}$ percentile, 25 per cent of restricted shares vest, increasing in a straight line to 100 per cent of restricted shares vesting at the 75$^{th}$ percentile of the comparator group.

To ensure an appropriate match of Telstra Senior Executives against global peers, the comparator group consists of large market capitalisation telecommunications firms in developed economies.

In addition to Telstra, the entire comparator group for the fiscal 2011 LTI Plan is: AT&T Inc; Belgacom Group; Bell Canada Enterprises Inc; BT Group plc; Deutsche Telekom AG; France Telecom SA; Koninklijke KPN N.V.; KT Corporation; Nippon Telegraph & Telephone Corp; NTT DoCoMo Inc; Portugal Telecom SGPS SA; Qwest Communications International Inc; Singapore Telecommunications Ltd; SK Telecom Co Ltd; Sprint Nextel Corporation; Swisscom AG; Telekom Austria AG; Telecom Italia Sp.A.; Telecom Corporation of New Zealand Ltd; Telefonica S.A.; Telenor ASA; TeliaSonera AB; Verizon Communications Inc and Vodafone Group plc. The Board has discretion to add or change members of the comparator group under the Plan terms.

Qwest Communications International Inc was acquired by CenturyLink during fiscal 2011 and the board determined that they be excluded from any current or future performance testing.

3.4.1.3 Free Cashflow Return on Investment (FCF ROI)

Free Cashflow (FCF) is the average annual Free Cashflow of Telstra (less finance costs) over the performance period.

FCF ROI, as determined by the Board, is calculated by dividing the average annual Free Cashflow over the entire three year performance period by Telstra's average investment over the same three year period (which is the average of the sum of net debt and shareholders' funds as at 30 June 2010 and 30 June 2013).

The target and stretch performance measures for FCF ROI are detailed in the table below:

| Performance Period | Test Date | FCF ROI (at Target) | FCF ROI (at Stretch) |
|---|---|---|---|
| 1 July 2010 to 30 June 2013 | 30 June 2013 | 14.9% | 16.4% |

The number of restricted shares that will vest is calculated as follows:

- If Target level performance is achieved, 50 per cent of the FCF ROI allocation of restricted shares will vest;
- If Stretch performance level is achieved, 100 per cent of the FCF ROI allocation of restricted shares will vest;
- If the result achieved is between Target and Stretch, the number of vested restricted shares for that period is scaled proportionately between 50 per cent and 100 per cent; and
- No restricted shares will vest if FCF ROI is below Target.

3.4.2 LTI Plans vesting in fiscal 2011

Section 5 of this Report provides full details of vesting events that occurred during fiscal 2011 for all relevant LTI plans.

### 3.5 Variation Guidelines

The Remuneration Committee may, in its absolute discretion, vary or amend STI and/or LTI targets in circumstances where an event occurs that has an unexpected consequence on the results of the respective plans' performance measures. Examples may include:

- Regulatory and accounting changes;
- Legislative changes; and
- Significant business developments such as acquisitions, divestitures, or material changes in Telstra's strategic business plan.

### 3.6 National Broadband Network (NBN) and Remuneration

Performance measures for future STI and LTI plans will be developed using the most up to date forecasts for the financial impacts of the NBN agreements. If historical STI and LTI performance measures are affected by the

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NBN agreements, the Committee may use its discretion to amend incentive plans based on Telstra's Variation Guidelines.

### 3.7 Retention Incentives

In exceptional circumstances, Telstra has put in place structured retention plans. These are designed to protect the Company from the loss of employees who possess specific skill sets considered critical to the business and where Telstra is vulnerable to losing key personnel. Such retention plans are not restricted to Senior Executives. No Senior Executive is currently covered by a retention incentive.

### 3.8 Executive Share Ownership Policy

Telstra's Executive Share Ownership Policy requires Senior Executives to acquire and retain a number of shares equivalent in value to a minimum of 100 per cent of their fixed remuneration by the later of 30 June 2015 or within five years of first appointment to Senior Executive level.

### 3.9 Restrictions and Governance

Directors, Senior Executives and other designated people are prohibited from using Telstra shares as collateral in any financial transaction (including margin loan arrangements) or any stock lending arrangement.

Directors, Senior Executives and other relevant employees are prohibited from entering into arrangements which effectively operate to limit the economic risk of their security holdings in Telstra allocated under incentive plans. The prohibition is in place during the period the shares are held in trust on their behalf by the trustee or prior to the exercise of any security. This ensures Senior Executives are not permitted to hedge against Telstra's LTI plans.

Directors, Senior Executives and other relevant employees are required to confirm that they comply with this policy restriction on an annual basis; this enables the Company to monitor and enforce the policy.

## 4. Chief Executive Officer (CEO) Remuneration

### 4.1 CEO Remuneration Mix

The structure of the CEO's remuneration package is consistent with the principles and structure of Telstra's remuneration for other Senior Executives as detailed in Section 3 of this Report.

The CEO's fixed remuneration (referred to as "Total Fixed Remuneration" in his service agreement) is $2.3 million per annum.

The fiscal 2011 annual STI opportunity for the CEO was 100 per cent of fixed remuneration at target performance and 200 per cent of fixed remuneration at stretch performance.

The fiscal 2011 annual LTI opportunity for the CEO was 100 per cent of fixed remuneration at target performance and 200 per cent of fixed remuneration at stretch performance.

Details of the CEO's total remuneration are provided in table 7.1 of this Report.

For fiscal 2012, the Board has approved an increase of 6% in Mr Thodey's fixed remuneration taking it to $2,438,000 effective as of 1 October 2011. The STI and LTI opportunity as a percentage of fixed remuneration remains unchanged.

### 4.2 CEO Separation Arrangements

Table 7.8 of this Report provides details of the CEO's termination arrangements.

## 5. Linking Remuneration and Company Performance

The table in section 5.1 provides a summary of the key financial results for Telstra over the past five financial years. The tables in sections 5.2 to 5.4 provide a summary of how those results have impacted the remuneration outcomes for Senior Executives.

### 5.1 Financial Performance

Details of the Group's performance, share price, and dividends over the past five years are summarised in the table below:

| Performance Measure | Fiscal 2011 $m | Fiscal 2010 $m | Fiscal 2009 $m | Fiscal 2008 $m | Fiscal 2007 $m |
|---|---|---|---|---|---|
| **Earnings** | | | | | |
| Sales revenue | 24,983 | 24,813 | 25,371 | 24,657 | 23,673 |
| EBITDA | 10,151 | 10,847 | 10,948 | 10,416 | 9,861 |
| Net profit available to Telstra | 3,231 | 3,883 | 4,073 | 3,692 | 3,253 |
| **Shareholder value** | | | | | |
| Share price ($) (1)(2) | 2.89 | 3.25 | 3.39 | 4.24 | 4.59 |
| Total dividends paid/declared per share (cents) | 28.0 | 28.0 | 28.0 | 28.0 | 28.0 |

*(1) The share prices displayed were as at 30 June for the respective fiscal year.*
*(2) The closing share price for fiscal 2006 was $3.68.*

### 5.2 Average STI Payment as a Percentage of Maximum Payment

The average STI payment for Senior Executives as a percentage of maximum is shown in the following table:

| Performance Measure | Fiscal 2011 | Fiscal 2010 | Fiscal 2009 | Fiscal 2008 | Fiscal 2007 |
|---|---|---|---|---|---|
| STI Received | 48.4% | 22.7% | 50.9% | 81.9% | 78.5% |

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### 5.3 Detailed Results of LTI Plans as at 30 June 2011

The fiscal 2008 LTI plan reached its final testing point on 30 June 2011.

In addition, the fiscal 2009 LTI plan reached its interim test point on 30 June 2011 in accordance with the Terms of that Plan.

The Board assesses each measure that is required to be tested as at that time to determine if the performance hurdles have been achieved. The following tables show the results of the Board's assessment and the percentage of options and restricted shares that have vested as a result.

5.3.1 Fiscal 2008 LTI Plan final testing as at 30 June 2011

| Measure - Fiscal 2008 LTI | % of total allocation tested at 30 June 2010 | % vested |
|---|---|---|
| Total Shareholder Return | 20% | 0% |
| Return On Investment | 20% | 0% |

5.3.2 Fiscal 2009 LTI Plan interim testing as at 30 June 2011

| Measure - Fiscal 2009 LTI | % of total allocation tested at 30 June 2011 | % vested |
|---|---|---|
| Relative Total Shareholder Return | 15% | 0% |
| Return On Investment | 15% | 0% |

Refer to section 7.4 for further details of Telstra's Long Term Incentive Plans.

### 5.4 Remuneration Mix of Senior Executives

In fiscal 2011, Telstra realigned the balance of STI and LTI for its Senior Executives to better align with market practice and reduce any potential to encourage risk taking associated with larger equity instrument grants.

The tables below show a comparison of the fiscal 2010 and fiscal 2011 remuneration mix based on the target level of reward for Senior Executives as at 30 June for each respective fiscal year.

In accordance with the tables in Section 7 of this Report, the variable components of STI and LTI plans will only vest (and provide a reward to a Senior Executive) if the performance measures of the relevant Plans are achieved.

5.4.1 – Chief Executive Officer

| Component | Fiscal 2011 | Fiscal 2010 |
|---|---|---|
| Fixed Remuneration | 33.33% | 35.7% |
| Short Term Incentive | 33.33% | 28.6% |
| Long Term Incentive | 33.33% | 35.7% |
| Total | 100.00% | 100.00% |

5.4.2 – Other Senior Executives – (Chief Financial Officer, GMD Sensis, GMD Telstra Consumer and Country Wide, GMD Chief Operations Officer, GMD Telstra Business and GMD Telstra Enterprise and Government)

| Component | Fiscal 2011 | Fiscal 2010 |
|---|---|---|
| Fixed Remuneration | 35.7% | 35.7% |
| Short Term Incentive | 35.7% | 28.6% |
| Long Term Incentive | 28.6% | 35.7% |
| Total | 100.0% | 100.0% |

5.4.3 – Other Senior Executives – (GMD Telstra Innovation, Products and Marketing and GMD Wholesale).

| Component | Fiscal 2011 | Fiscal 2010 |
|---|---|---|
| Fixed Remuneration | 44.4% | 45.4% |
| Short Term Incentive | 33.3% | 27.3% |
| Long Term Incentive | 22.2% | 27.3% |
| Total | 100.0% | 100.0% |

For the positions of GMD Telstra Innovation, Products and Marketing and the GMD Wholesale, the realignment of STI and LTI resulted in a five per cent increase in total at target reward opportunity when expressed as a percentage of fixed remuneration.

Table 7.1 details the time in each position held by each Senior Executive in fiscal 2011.

## 6. Non-executive Director Remuneration

### 6.1 Remuneration Policy and Strategy

Telstra's non-executive Directors are remunerated in accordance with Telstra's Constitution which provides for:

- An aggregate pool of fees, set and varied only by approval of a resolution of shareholders at the annual general meeting (AGM);
- The total non-executive Director fees not exceeding the current annual limit of $3 million per annum, as approved by shareholders at the AGM in November 2007; and
- The Board determining how fees are allocated among the Directors within the fee pool, based on independent advice and market practice.

### 6.2 Remuneration Structure

Telstra's non-executive Directors are remunerated with set fees. This enables them to maintain their independence and impartiality when making decisions about the future direction of the Company. Non-

# Remuneration Report

executive Director fee levels do not incorporate an at-risk component.

The Board has established guidelines to encourage non-executive Directors to hold Telstra shares equivalent to at least 50 per cent of their annual fees. Such shares are to be acquired over a five year period from the later of 1 July 2009 or the date of appointment, to align the remuneration structure with the interests of our shareholders.

All Board and permanent Committee fees, including superannuation, paid to non-executive Directors in fiscal 2011 remain within the approved fee pool. Section 3.9 of this Report provides details on Restrictions and Governance as they apply to non-executive Directors.

Board and Committee fees are set out in the table below. Committee fees do not apply to the position of Chairman of the Telstra Board.

| **Board Fees** | **Chairman** | **Non-executive Director** |
|---|---|---|
| Board (fiscal 2011) | $679,800 | $226,600 |
| **Committee Fees** | **Committee Chair** | **Committee Member** |
| Audit Committee | $70,000 | $35,000 |
| Remuneration Committee | $50,000 | $25,000 |
| Nomination Committee | - | $7,000 |
| Technology Committee | $7,000 | $7,000 |

In fiscal 2011, selected non-executive Directors provided services to the Telstra Board NBN (National Broadband Network) Committee and the NBN Due Diligence Committee that were over and above their regular Committee obligations. As allowed under the company's constitution, fees for services rendered in relation to the NBN Committee and NBN Due Diligence Committee were paid out of the funds of the Company and not the Directors' Fee Pool.

As disclosed in the fiscal 2010 Remuneration Report, the Board approved a 3 per cent increase to the non-executive Director base fee and an increase to the Remuneration Committee fee structure effective 12 August 2010. No increase is proposed for fiscal 2012.

Table 7.2 provides full details of non-executive Director remuneration for fiscal 2011.

### 6.3 Components of the Total Remuneration Package (TRP)

Each year, non-executive Directors allocate their total remuneration between the following two primary components:

| **Cash** | **Superannuation** |
|---|---|
| Minimum 30 per cent of TRP as cash. | Minimum superannuation guarantee applies. |

### 6.4 Equity Compensation – Directshare

The Company also operates the Directshare Plan. Directors may nominate a percent of TRP as Telstra shares through the Directshare plan. The Growthshare Trustee retains discretion to determine whether to accept the Director's application for the relevant percentage to be received as Directshares. Participation in this plan is optional.

The shares are allocated to the participating non-executive Director at market price. To preserve non-executive Director independence and impartiality, there are no performance hurdles in respect of this Plan.

### 6.5 Retirement Benefits

Superannuation contributions, in accordance with legislation and Telstra policy, are included as part of each non-executive Director's total remuneration. Non-executive Directors may choose to increase the proportion of their remuneration taken as superannuation, subject to legislative requirements.

Telstra does not provide retirement benefits for non-executive Directors other than superannuation contributions.

Table 7.2 provides full details of non-executive Director remuneration for fiscal 2011.

### 6.6 Other

In June 2011, the Board approved an arms-length consulting agreement between Telstra and eGeneration Investments Pty Limited, of which Steve Vamos, a non-executive Director, is a director and shareholder.

The agreement is limited in terms of time commitment (200 hours at $450 per hour) and scope (services in relation to aspects of the Company's media strategy only).

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## 7. Remuneration Tables and Data

### 7.1 Senior Executives remuneration (main table)

| | | Short Term Employee Benefits | | | | Post-employment Benefits | Termination Benefits | Other Long Term Benefits | Equity Settled Share-based Payments | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Name | Year | Salary and Fees (1) ($) | Short Term Incentives (cash) (2) ($) | Non-monetary Benefits (3) ($) | Other (4) ($) | Superannuation (5) ($) | Termination Benefits ($) | Accrued Long Service Leave ($) | Short Term Incentive Shares (6) ($) | Accounting Value of Other Equity (at risk) (7) (8) ($) | Total ($) |
| David Thodey | **2011** | **2,058,875** | **1,688,775** | **7,609** | **-** | **39,755** | **-** | **52,466** | **562,925** | **694,516** | **5,104,921** |
| | 2010 | 1,961,748 | 696,000 | 10,856 | - | 38,252 | - | 50,000 | - | 435,745 | 3,192,601 |
| Bruce Akhurst | **2011** | **1,055,979** | **880,099** | **11,029** | **-** | **273,271** | **-** | **33,231** | **293,366** | **387,479** | **2,934,454** |
| | 2010 | 1,041,113 | 179,744 | 10,586 | - | 270,887 | - | 32,800 | - | 390,058 | 1,925,188 |
| Gordon Ballantyne (9) | **2011** | **1,084,801** | **807,675** | **42,765** | **600,000** | **15,199** | **-** | **27,500** | **269,225** | **-** | **2,847,165** |
| | 2010 | - | - | - | - | - | - | - | - | - | - |
| Nerida Caesar (10) | **2011** | **471,738** | **-** | **15,648** | **-** | **8,536** | **-** | **12,007** | **-** | **53,123** | **561,052** |
| | 2010 | 785,539 | 278,400 | 8,296 | 64,000 | 14,461 | - | 20,000 | - | 130,927 | 1,301,623 |
| Paul Geason (11) | **2011** | **731,546** | **586,937** | **10,471** | **-** | **15,199** | **-** | **18,669** | **195,646** | **124,190** | **1,682,658** |
| | 2010 | 635,539 | 345,150 | 5,921 | 39,000 | 14,461 | - | 16,250 | - | 36,429 | 1,092,750 |
| Kate McKenzie | **2011** | **827,426** | **466,387** | **9,372** | **-** | **60,699** | **-** | **22,203** | **155,462** | **147,923** | **1,689,472** |
| | 2010 | 209,900 | 52,054 | 4,985 | 10,140 | 15,442 | - | 5,634 | - | -426,313 | -128,158 |
| Brendon Riley(12) | **2011** | **365,563** | **258,275** | **17,281** | **1,000,000** | **5,122** | **-** | **9,267** | **86,092** | **-** | **1,741,600** |
| | 2010 | - | - | - | - | - | - | - | - | - | - |
| Michael Rocca (13) | **2011** | **981,640** | **-** | **12,826** | **-** | **254,046** | **2,561,158** | **30,892** | **-** | **434,382** | **4,274,944** |
| | 2010 | 958,189 | 420,210 | 11,259 | 1,096,600 | 249,311 | - | 30,188 | - | 361,084 | 3,126,841 |
| Deena Shiff | **2011** | **838,090** | **699,382** | **14,801** | **-** | **213,816** | **-** | **26,298** | **233,127** | **306,636** | **2,332,150** |
| | 2010 | 859,569 | 356,700 | 10,520 | 82,000 | 165,431 | - | 25,625 | - | 306,951 | 1,806,796 |
| John Stanhope | **2011** | **1,401,026** | **1,048,729** | **14,318** | **-** | **15,199** | **-** | **35,406** | **349,576** | **410,001** | **3,274,255** |
| | 2010 | 1,365,539 | 480,240 | 16,785 | 110,400 | 14,461 | - | 34,500 | - | 296,481 | 2,318,406 |
| **TOTAL KMP AND TOP 5 HIGHEST PAID EXECUTIVES** | **2011** | **9,816,684** | **6,436,259** | **156,120** | **1,600,000** | **900,842** | **2,561,158** | **267,939** | **2,145,419** | **2,558,250** | **26,442,671** |
| | 2010 | 7,817,136 | 2,808,498 | 79,208 | 1,402,140 | 782,706 | - | 214,997 | - | 1,531,362 | 14,636,047 |

*(1) Includes salary, salary sacrifice benefits (excluding salary sacrifice superannuation which is included under Superannuation) and fringe benefits tax.*
*(2) Short term incentive relates to performance in fiscal 2010 and fiscal 2011 respectively and is based on actual performance for Telstra and the individual. Where a Senior Executive was not a KMP for the entire fiscal 2011 year, only the portion of the STI relating to period as KMP for fiscal 2011 is shown.*
*(3) Includes the benefit of interest-free loans under TESOP97 and TESOP99 (which have not been expensed as they were issued prior to 7 November 2002 and were therefore included in the exemption permitted under AASB 1 "First-time Adoption of Australian Equivalents to International Financial Reporting Standards"), the value of personal home security services provided by Telstra and the value of the personal use of products and services related to Telstra employment and the value of personal travel costs.*
*(4) Includes a sign-on bonus for Gordon Ballantyne and a sign-on bonus for Brendon Riley.*
*(5) Represents company contributions to superannuation as well as any additional superannuation contributions made through salary sacrifice by Senior Executives.*
*(6) This includes the value of STI shares allocated under the fiscal 2011 STI plan whereby 25 per cent of the STI payment was provided as restricted shares to be distributed over 2 years at 12 month intervals. In relation to fiscal 2010, there were no restricted incentive shares provided under the fiscal 2010 STI plan.*
*(7) In accordance with AASB 2, the accounting value represents a portion of the fair value of options and restricted shares that had not yet fully vested as at the commencement of the financial year. This value includes an assumption that options and restricted shares will vest at the end of the vesting period. The amount included as remuneration is not related to, nor indicative of the benefit (if any) that may ultimately be realised by each Senior Executive should the options become exercisable or the restricted shares become restricted trust shares. The accounting value includes the negative amount for options and restricted shares forfeited or lapsed during the year that failed to satisfy non-market (ie non-TSR and non RTSR) performance targets. Refer to table 7.5 for further information.*

# Remuneration Report

*(8) As required under AASB 2, accounting expense that was previously recognised as remuneration has been reversed in fiscal 2011 and fiscal 2010. For fiscal 2011, this has occurred for the fiscal 2008 and fiscal 2009 LTI plans that failed to satisfy non-market (ie non-TSR and non-RTSR) performance targets, resulting in equity instruments lapsing. For market based hurdles (ie TSR and RTSR) an accounting value is recorded above, however the relevant KMP received no value from those equity instruments that lapsed.*

*(9) Gordon Ballantyne does not have any equity settled share-based payments as part of his remuneration.*

*(10) Nerida Caesar qualifies as a KMP for the period 1 July 2010 up to the date of her cessation on 21 January 2011. As a result, the table above only includes remuneration during her period of service as a KMP.*

*(11) Paul Geason qualifies as a KMP for the period 1 July 2010 to 21 January 2011 in his capacity as GMD Telstra Wholesale and for the period 22 January 2011 to 30 June 2011 in his capacity as GMD Telstra Enterprise and Government.*

*(12) Brendon Riley qualifies as a KMP for the period 28 February 2011, when he was appointed as Chief Operations Officer, to 30 June 2011. As a result, he does not have equity settled share-based payments as part of his remuneration. The table above only includes remuneration during his period of service as a KMP.*

*(13) Michael Rocca qualifies as a KMP for the period 1 July 2010 to 27 February 2011 during which time he was Chief Operations Officer, however his remuneration disclosed in the above table is up to 29 June 2011 as he falls within the five highest paid Company and Group executives for fiscal 2011. Mr Rocca's Termination Payment is based on his contract of employment dated 14 August 2002 which pre-dates the termination benefits provisions of the Corporations Act which became effective 24 November 2009 and Mr Rocca's contract of employment has not been extended, renewed or varied since that date. Mr Rocca's termination payments are comprised of $65,056 payment in lieu of notice, a termination payment equivalent to 12 months fixed remuneration of $1,249,763 and a pro-rata payment based on the target STI opportunity.*

# Remuneration Report

### 7.2 Non-executive Director Remuneration

| | | Short Term Employee Benefits | | Post-employment Benefits | Equity Settled Share-based Payments | |
|---|---|---|---|---|---|---|
| Name | Year | Salary and Fees (1) ($) | Non-monetary Benefits (2) ($) | Superannuation ($) | Directshare ($) | Total ($) |
| Catherine B Livingstone Chairman | **2011** | **662,323** | **5,870** | **15,199** | **-** | **683,392** |
| | 2010 | 645,539 | - | 14,461 | - | 660,000 |
| Geoffrey A Cousins Director | **2011** | **242,066** | **-** | **15,199** | **-** | **257,265** |
| | 2010 | 232,539 | - | 14,461 | - | 247,000 |
| Russell A Higgins Director | **2011** | **249,692** | **367** | **15,199** | **-** | **265,258** |
| | 2010 | 206,870 | - | 13,732 | - | 220,602 |
| John P Mullen (3) Director | **2011** | **281,690** | **1,028** | **-** | **-** | **282,718** |
| | 2010 | 250,647 | 760 | - | - | 251,407 |
| John M Stewart Director | **2011** | **258,259** | **-** | **2,582** | **-** | **260,841** |
| | 2010 | 225,552 | - | 37,856 | - | 263,408 |
| John W Stocker Director | **2011** | **291,692** | **150** | **15,199** | **-** | **307,041** |
| | 2010 | 324,164 | 528 | 14,461 | - | 339,153 |
| Steven M Vamos Director | **2011** | **241,290** | **1,955** | **26,118** | **-** | **269,363** |
| | 2010 | 207,983 | - | 18,684 | - | 226,667 |
| Nora L Sheinkestel (4) Director | **2011** | **218,048** | **-** | **13,450** | **-** | **231,498** |
| | 2010 | - | - | - | - | - |
| John D Zeglis (3) Director | **2011** | **232,841** | **-** | **-** | **-** | **232,841** |
| | 2010 | 198,019 | - | - | 28,981 | 227,000 |
| Total | **2011** | **2,677,901** | **9,370** | **102,946** | **-** | **2,790,217** |
| | 2010 | 2,291,313 | 1,288 | 113,655 | 28,981 | 2,435,237 |

*(1) Includes fees for membership on Board Committees. The fees also includes additional fees for services provided in relation to the NBN Committee and the NBN Due Diligence Committee. This includes an amount of $4,050 for John Stocker, Russell Higgins and Steve Vamos.*
*(2) These payments relate to telecommunications and other services and equipment provided to non-executive Directors to assist them in performing their duties. From time to time, Telstra may also make products and services available to non-executive Directors without charge to allow them to familiarise themselves with Telstra's products and services and with recent technological developments.*
*(3) John Mullen and John Zeglis had no superannuation component due to their respective off shore and non-resident status for superannuation purposes.*
*(4) Nora Scheinkestel qualifies as a KMP from 12 August 2010, when she was appointed as a non-executive Director of the Company.*

# Remuneration Report

### 7.3 STI Payments (cash and shares)

| Name | Year | Maximum Potential STI (1) ($) | Current Year Grant of STI (2) (3)(4) ($) | % of the Maximum Potential | % Forfeited | Total Grant of STI ($) |
|---|---|---|---|---|---|---|
| David Thodey | **2011** | **4,600,000** | **2,251,700** | **49.0%** | **51.0%** | **2,251,700** |
| | 2010 | 3,200,000 | 696,000 | 21.7% | 78.3% | 696,000 |
| Bruce Akhurst | **2011** | **2,670,000** | **1,173,465** | **44.0%** | **56.0%** | **1,173,465** |
| | 2010 | 2,099,200 | 179,744 | 8.6% | 91.4% | 179,744 |
| Gordon Ballantyne | **2011** | **2,200,000** | **1,076,900** | **49.0%** | **51.0%** | **1,076,900** |
| | 2010 | - | - | - | - | - |
| Nerida Caesar | **2011** | **-** | **-** | **-** | **-** | **-** |
| | 2010 | 1,280,000 | 278,400 | 21.7% | 78.3% | 278,400 |
| Paul Geason | **2011** | **1,323,869** | **782,583** | **59.1%** | **40.9%** | **782,583** |
| | 2010 | 780,000 | 345,150 | 44.4% | 55.6% | 345,150 |
| Kate McKenzie | **2011** | **1,338,750** | **621,849** | **46.5%** | **53.5%** | **621,849** |
| | 2010 | 270,411 | 52,045 | 19.2% | 80.8% | 52,054 |
| Brendon Riley | **2011** | **741,370** | **344,367** | **46.5%** | **53.5%** | **344,367** |
| | 2010 | - | - | - | - | - |
| Michael Rocca | **2011** | **-** | **-** | **-** | **-** | **-** |
| | 2010 | 1,932,000 | 420,210 | 21.7% | 78.3% | 420,210 |
| Deena Shiff | **2011** | **2,121,750** | **932,509** | **44.0%** | **56.0%** | **932,509** |
| | 2010 | 1,640,000 | 356,700 | 21.7% | 78.3% | 356,700 |
| John Stanhope | **2011** | **2,856,600** | **1,398,305** | **48.9%** | **51.1%** | **1,398,305** |
| | 2010 | 2,208,000 | 480,240 | 21.7% | 78.3% | 480,240 |

*(1) The maximum potential STI refers to the maximum potential STI specific to fiscal 2011 and fiscal 2010 respectively, where the Senior Executive was a KMP, adjusted for any variation in fixed remuneration throughout fiscal 2011 and fiscal 2010 that impacts the maximum potential STI available.*

*(2) The current year grant of STI is pro rata adjusted to reflect the STI component that relates to the Senior Executive's tenure as a KMP. Accordingly any STI component awarded that relates to a period of time where the Senior Executive was not a KMP is excluded from this table.*

*(3) There were no restricted incentive shares provided under the fiscal 2010 STI plan.*

*(4) The STI for fiscal 2011 and fiscal 2010 was approved by the Board on 11 August 2011 and 12 August 2010 respectively. For fiscal 2011, the restricted shares, which represent 25% of the STI award, vest in equal parts over one and two years on the anniversary of their allocation date, subject to the Senior Executive's continued employment. Refer to Note 27 of the financial statements for further details. For fiscal 2010, there were no restricted incentive shares provided under the fiscal 2010 STI plan.*

*(5) The grant date for both the cash and the equity component of the fiscal 2011 STI will be subsequent to the date of this Report.*

# Remuneration Report

### 7.4 Summary of LTI Plans as at 30 June 2011

As at 30 June 2011 the vesting status of all LTI equity plans is as follows:

| Plan | Type of Instrument Granted | Performance Period | Result (1) | Future Financial Years in which Grants Vest | Accounting Value Yet to Vest (2) | |
|---|---|---|---|---|---|---|
| | | | | | Min ($) | Max ($) |
| Growthshare 2008 | Options | 30% of the plan had a test point at 30 June 2009. | 15% (of the 30%) related to the ROI performance measures for the entire plan vested. | No further testing. | n/a | n/a |
| | | 30% of the plan had a test point at 30 June 2010. | 0% vested. | | | |
| | | 40% of the plan was tested at 30 June 2011 as follows: | | | | |
| | | 1/07/2007 – 30/06/2011 in respect of TSR (20% of the total plan) | 0% vested. | | | |
| | | 1/07/2007 – 30/06/2011 in respect of ROI (20% of the total plan) | 0% vested. | | | |
| Growthshare 2009 | Options | 1/07/2008 – 30/06/2012 | 30% of the plan was tested at 30/06/2010 of which 0% vested. | Options and restricted shares may vest subject to plan performance measures in fiscal 2012. | n/a | n/a |
| | Restricted Shares | 1/07/2009 – 30/06/2012 | 30% of the plan was tested at 30/06/2011 of which 0% vested. | | nil | 323,633 |
| Growthshare 2010 | Restricted Shares | 1/07/2009 – 30/06/2012 | The first and only test point of the plan is 30/06/2012. | Restricted shares that may vest in fiscal 2012 are subject to a further one year restriction period that ends on 21 August 2013. | nil | 929,208 |
| Growthshare 2011 | Restricted Shares | 1/07/2010 – 30/06/2013 | The first and only test point of the plan is 30/06/2013. | Restricted shares that may vest in fiscal 2013 are subject to a further one year restriction period that ends on 20 August 2014. | nil | 5,202,975 |

*(1) 85% of the Growthshare 2008 LTI plan and 37.5% of the Growthshare 2009 LTI plan expired as at 30 June 2011. Refer to Note 27 of the financial statements for further information.*
*(2) The values included in the above table have been calculated by applying option valuation methodologies as described in Note 27 to the financial statements.*

# Remuneration Report

### 7.5 Accounting value of all LTI instruments

| Name | Year | Accounting Value of LTI Equity Allocations (1) (2) (3) | | | | Accounting Value as a % of Total Remuneration (4) |
|---|---|---|---|---|---|---|
| | | Options ($) | Performance rights ($) | Restricted shares ($) | Total ($) | (%) |
| David Thodey | **2011** | **49,113** | **-** | **645,403** | **694,516** | **13.6%** |
| | 2010 | 323,982 | (154,108) | 265,871 | 435,745 | 13.6% |
| Bruce Akhurst | **2011** | **52,909** | **-** | **334,570** | **387,479** | **13.2%** |
| | 2010 | 349,107 | (166,758) | 207,709 | 390,058 | 20.3% |
| Gordon Ballantyne | **2011** | **-** | **-** | **-** | **-** | **-** |
| | 2010 | - | - | - | - | - |
| Nerida Caesar | **2011** | **20,453** | **-** | **32,670** | **53,123** | **9.5%** |
| | 2010 | 44,313 | - | 86,614 | 130,927 | 10.1% |
| Paul Geason | **2011** | **-** | **-** | **124,190** | **124,190** | **7.4%** |
| | 2010 | - | - | 36,429 | 36,429 | 3.3% |
| Kate McKenzie | **2011** | **6,510** | **-** | **141,413** | **147,923** | **8.8%** |
| | 2010 | (252,376) | (67,917) | (106,020) | (426,313) | - |
| Brendon Riley | **2011** | **-** | **-** | **-** | **-** | **-** |
| | 2010 | - | - | - | - | - |
| Michael Rocca | **2011** | **241,359** | **-** | **193,023** | **434,382** | **10.2%** |
| | 2010 | 317,415 | (147,496) | 191,165 | 361,084 | 11.5% |
| Deena Shiff | **2011** | **41,017** | **-** | **265,619** | **306,636** | **13.1%** |
| | 2010 | 259,834 | (115,156) | 162,273 | 306,951 | 17.0% |
| John Stanhope | **2011** | **38,951** | **-** | **371,050** | **410,001** | **12.5%** |
| | 2010 | 251,916 | (147,038) | 191,603 | 296,481 | 12.8% |

*(1) The value of each instrument is calculated by applying valuation methodologies as described in note 27 to the financial statements and is then amortised over the relevant vesting period. The values included in the table relate to the current year amortised value of all LTI instruments detailed in the Equity Settled Share Based Payments section in the remuneration table 7.1. Refer to note 27 to the financial statements for details on employee share plans.*
*(2) When a vesting scale is used, the table reflects the maximum achievable allocation.*
*(3) As required under AASB 2, accounting expense that was previously recognised as remuneration has been reversed in fiscal 2011 and fiscal 2010. For fiscal 2011, this has occurred for the fiscal 2008 and fiscal 2009 LTI plans that failed to satisfy non-market (ie non-TSR and non-RTSR) performance targets, resulting in equity instruments lapsing. For market based hurdles, (ie TSR and RTSR) an accounting value is recorded above, however the relevant KMP received no value from those equity instruments that lapsed.*
*(4) Total Remuneration is the sum of short term employee benefits, post employment benefits, termination benefits, other long term benefits and equity settled share based payments as detailed in table 7.1 of this Report.*

### 7.6 Number of equity instruments granted, vested and exercised during fiscal 2011

| Name | Restricted Shares Granted (1) | Restricted Shares Vested (2) | Deferred Incentive Shares Granted and Vested (3) | Performance Rights Exercised |
|---|---|---|---|---|
| David Thodey | 1,355,932 | - | - | 9,525 |
| Bruce Akhurst | 724,068 | - | - | 10,307 |
| Gordon Ballantyne | - | - | - | - |
| Nerida Caesar | - | - | - | - |
| Paul Geason | 242,924 | - | - | - |
| Kate McKenzie | 302,544 | - | - | 15,007 |
| Brendon Riley | - | - | - | - |
| Michael Rocca | - | - | - | 9,095 |
| Deena Shiff | 575,390 | - | - | 7,029 |
| John Stanhope | 774,672 | - | - | 9,078 |

*(1) Restricted shares granted during fiscal 2011 relate to the LTI plan for fiscal 2011.*
*(2) There were no restricted shares that vested during fiscal 2011.*
*(3) The allocation of incentive shares under the fiscal 2011 STI plan were made subsequent to the reporting date of 30 June 2011, therefore they have not been included in the table above.*

# Remuneration Report

### 7.7 Value of options, performance rights and restricted shares granted, exercised and lapsed/forfeited in fiscal 2011

| Name | Granted during period (1) ($) | Exercised (2) ($) | Expired/Forfeited Value Foregone (3) (4) ($) |
|---|---|---|---|
| David Thodey | 2,366,101 | 26,860 | 182,517 |
| Bruce Akhurst | 1,263,499 | 29,065 | 196,603 |
| Gordon Ballantyne | - | - | - |
| Nerida Caesar | - | - | - |
| Paul Geason | 423,902 | - | 20,454 |
| Kate McKenzie | 527,939 | 42,017 | 69,679 |
| Brendon Riley | - | - | - |
| Michael Rocca | - | 25,647 | - |
| Deena Shiff | 1,004,056 | 19,821 | 153,597 |
| John Stanhope | 1,351,803 | 26,870 | 144,755 |

*(1) The grant date of the fiscal 2011 LTI plan was 17 February 2011. The fair value of the RTSR and FCF ROI restricted shares granted in fiscal 2011 at the grant date is $1.06 and $2.43 respectively. The fair value reflects the valuation approach required by AASB 2 using a Monte Carlo simulation option pricing model, as explained in Note 27 to the financial statements.*

*(2) Each equity instrument was exercised for one fully paid Telstra share by paying the prescribed exercise price of $1 in total for all of the performance rights exercised on a particular day. The values reflect the market value at the date of exercise after deducting any exercise price paid.*

*(3) The value of equity instruments that have lapsed during the year represents the value foregone and is calculated at the date the equity instruments lapsed using an option pricing model and after deducting any exercise price that would have been payable. The expiry date of the restricted shares that expired during fiscal 2011 was 30 June 2011.*

*(4) As the options granted under the fiscal 2008 and fiscal 2009 LTI plans had an exercise price that was greater than the market price of Telstra shares (ie were out of the money), there was no value associated with these lapsed options.*

### 7.8 KMP Contract Details

The key terms and conditions of service contracts for current Senior Executives are summarised below. There are no individual contracts for services with our non-executive Directors.

| Name | Term of Agreement | Fixed Remuneration at end of fiscal 2011 | Additional Conditions | Notice Period (1) | Termination Payment (2)(3) |
|---|---|---|---|---|---|
| David Thodey | Ongoing | $2,300,000 | (4) | 6 months | 12 months |
| Bruce Akhurst | Ongoing | $1,335,000 | Nil | 6 months | 12 months |
| Gordon Ballantyne | Fixed Term | $1,100,000 | (5) | 6 months | (6) |
| Paul Geason | Ongoing | $825,000 | Nil | 6 months | 12 months |
| Kate McKenzie | Ongoing | $892,500 | Nil | 6 months | 12 months |
| Brendon Riley | Ongoing | $1,100,000 | Nil | 6 months | 12 months |
| Deena Shiff | Ongoing | $1,060,875 | Nil | 6 months | 12 months |
| John Stanhope | Ongoing | $1,482,300 | Nil | 6 months | 12 months |

*(1) Upon notice being given, Telstra can require the Senior Executive to work through the notice period or terminate employment immediately by providing payment in lieu of notice.*

*(2) Payment is calculated on fixed remuneration as at date of termination. There will be no payment if termination is a result of serious misconduct or redundancy in cases where Telstra's redundancy policy overrides the termination provisions of the service contract.*

*(3) All KMP contracts with an effective date on or after 24 November 2009 are subject to the Executive Termination Provisions of the Corporations Act that became effective from that date. This includes contracts for Gordon Ballantyne and Brendon Riley.*

*(4) In relation to David Thodey's contract, if the Board forms the view that the CEO is not performing to the standard required of a CEO, Telstra may terminate by providing four months written notice.*

*(5) Due to the fixed term nature (four years) of Gordon Ballantyne's employment, his contract allows for participation in a cash based LTI plan to a stretch value of $4,579,548 in lieu of participation in Telstra equity LTI plans. Any payment under this plan is subject to the same terms and performance criteria as Telstra's fiscal 2011 LTI plan that applies to other Senior Executives in this Report. If the performance criteria for Free Cashflow Return On Investment and Relative Total Shareholder Return are not met then this is nil payment opportunity under this cash based LTI plan.*

*(6) If Telstra terminates Gordon Ballantyne's employment, his contract allows for a termination payment that is the lesser of 12 months fixed remuneration or the period from the termination date to the original completion date of his contract.*

# Telstra Corporation Limited and controlled entities

Australian Business Number (ABN): 33 051 775 556

## Financial Report

as at 30 June 2011

# Income Statement

for the year ended 30 June 2011

| | Note | Telstra Group Year ended 30 June 2011 $m | 2010 $m |
|---|---|---|---|
| **Income** | | | |
| Revenue (excluding finance income) | 6 | **25,093** | 24,917 |
| Other income | 6 | **211** | 112 |
| | | **25,304** | 25,029 |
| **Expenses** | | | |
| Labour | | **3,924** | 3,707 |
| Goods and services purchased | | **6,183** | 5,360 |
| Other expenses | 7 | **5,047** | 5,117 |
| | | **15,154** | 14,184 |
| Share of net (profit) from jointly controlled and associated entities | 26 | **(1)** | (2) |
| | | **15,153** | 14,182 |
| Earnings before interest, income tax expense, depreciation and amortisation (EBITDA) | | **10,151** | 10,847 |
| Depreciation and amortisation | 7 | **4,459** | 4,346 |
| Earnings before interest and income tax expense (EBIT) | | **5,692** | 6,501 |
| Finance income | 6 | **127** | 67 |
| Finance costs | 7 | **1,262** | 1,030 |
| Net finance costs | | **1,135** | 963 |
| **Profit before income tax expense** | | **4,557** | 5,538 |
| Income tax expense | 9 | **1,307** | 1,598 |
| **Profit for the year** | | **3,250** | 3,940 |
| **Attributable to:** | | | |
| Equity holders of Telstra Entity | | **3,231** | 3,883 |
| Non-controlling interests | | **19** | 57 |
| | | **3,250** | 3,940 |
| **Earnings per share (cents per share)** | | **cents** | cents |
| Basic | 3 | **26.1** | 31.4 |
| Diluted | 3 | **26.1** | 31.3 |

The notes following the financial statements form part of the financial report.

# Statement of Comprehensive Income

for the year ended 30 June 2011

| | | Telstra Group | |
|---|---|---|---|
| | | Year ended 30 June | |
| | | 2011 | 2010 |
| | Note | $m | $m |
| **Profit for the year** | | | |
| Attributable to equity holders of Telstra Entity | | **3,231** | 3,883 |
| Attributable to non-controlling interests | | **19** | 57 |
| | | **3,250** | 3,940 |
| **Foreign currency translation reserve** | | | |
| Reserves recognised on equity accounting our interest in jointly controlled and associated entities | 26 | **-** | (1) |
| Translation of financial statements of non-Australian controlled entities | | **(328)** | (88) |
| Income tax on movements in the foreign currency translation reserve | | **(42)** | (9) |
| Transfer of foreign currency balances to income statement on disposal of SouFun | | **11** | - |
| Transfer of income tax on foreign currency balances to income statement on disposal of SouFun | | **4** | - |
| | | **(355)** | (98) |
| **Cash flow hedging reserve** | | | |
| Changes in fair value of cash flow hedges | | **(845)** | (1,041) |
| Changes in fair value transferred to other expenses | | **238** | 793 |
| Changes in fair value transferred to goods and services purchased | | **93** | 129 |
| Changes in fair value transferred to finance costs | | **267** | 199 |
| Changes in fair value transferred to property, plant and equipment | | **3** | 12 |
| Income tax on movements in the cash flow hedging reserve | | **73** | (28) |
| | | **(171)** | 64 |
| **Retained profits** | | | |
| Actuarial gain/(loss) on defined benefit plans | 24 | **182** | (157) |
| Income tax on actuarial gain/(loss) on defined benefit plans | | **(54)** | 46 |
| | | **128** | (111) |
| **Non-controlling interests** | | | |
| Translation of financial statements of non-Australian controlled entities | | **(49)** | (9) |
| Actuarial gain/(loss) on defined benefit plans | 24 | **1** | (1) |
| | | **(48)** | (10) |
| **Total other comprehensive income** | | **(446)** | (155) |
| **Total comprehensive income for the year** | | **2,804** | 3,785 |
| Total comprehensive income attributable to equity holders of Telstra Entity | | **2,833** | 3,738 |
| Total comprehensive income attributable to non-controlling interests | | **(29)** | 47 |

The notes following the financial statements form part of the financial report.

# Statement of Financial Position

as at 30 June 2011

| | | Telstra Group As at 30 June | |
|---|---|---|---|
| | Note | **2011 $m** | 2010 $m |
| **Current assets** | | | |
| Cash and cash equivalents | 20 | **2,630** | 1,936 |
| Trade and other receivables | 10 | **4,137** | 3,981 |
| Inventories | 11 | **283** | 295 |
| Derivative financial assets | 17(f) | **83** | 173 |
| Current tax receivables | | **4** | 3 |
| Prepayments | | **275** | 218 |
| Assets classified as held for sale | 12 | **41** | 579 |
| Total current assets | | **7,453** | 7,185 |
| **Non current assets** | | | |
| Trade and other receivables | 10 | **340** | 217 |
| Inventories | 11 | **22** | 17 |
| Investments - accounted for using the equity method | 26 | **2** | 17 |
| Investments - other | | **1** | 1 |
| Property, plant and equipment | 13 | **21,790** | 22,894 |
| Intangible assets | 14 | **7,627** | 8,028 |
| Derivative financial assets | 17(f) | **285** | 592 |
| Non current tax receivables | | **382** | 321 |
| Deferred tax assets | 9 | **-** | 3 |
| Defined benefit assets | 24 | **11** | 7 |
| Total non current assets | | **30,460** | 32,097 |
| **Total assets** | | **37,913** | 39,282 |
| **Current liabilities** | | | |
| Trade and other payables | 15 | **4,093** | 3,843 |
| Provisions | 16 | **394** | 389 |
| Borrowings | 17(a) | **1,990** | 2,540 |
| Derivative financial liabilities | 17(f) | **634** | 384 |
| Current tax payables | | **404** | 335 |
| Revenue received in advance | | **1,018** | 1,102 |
| Liabilities classified as held for sale | 12 | **5** | 89 |
| Total current liabilities | | **8,538** | 8,682 |
| **Non current liabilities** | | | |
| Other payables | 15 | **177** | 248 |
| Provisions | 16 | **696** | 727 |
| Borrowings | 17(a) | **12,178** | 12,370 |
| Derivative financial liabilities | 17(f) | **1,799** | 1,518 |
| Deferred tax liabilities | 9 | **1,730** | 1,927 |
| Defined benefit liability | 24 | **205** | 464 |
| Revenue received in advance | | **298** | 338 |
| Total non current liabilities | | **17,083** | 17,592 |
| **Total liabilities** | | **25,621** | 26,274 |
| **Net assets** | | **12,292** | 13,008 |
| **Equity** | | | |
| Share capital | 19 | **5,610** | 5,590 |
| Reserves | | **(843)** | (312) |
| Retained profits | | **7,307** | 7,418 |
| Equity available to Telstra Entity shareholders | | **12,074** | 12,696 |
| Non-controlling interests | | **218** | 312 |
| **Total equity** | | **12,292** | 13,008 |

The notes following the financial statements form part of the financial report.

## Statement of Cash Flows

for the year ended 30 June 2011

| | | Telstra Group | |
|---|---|---|---|
| | | Year ended 30 June | |
| | | **2011** | 2010 |
| | **Note** | **$m** | $m |
| **Cash flows from operating activities** | | | |
| Receipts from customers (inclusive of goods and services tax (GST)) | | **27,389** | 27,128 |
| Payments to suppliers and to employees (inclusive of GST) | | **(17,860)** | (16,218) |
| Net cash generated by operations | | **9,529** | 10,910 |
| Income taxes paid | | **(1,511)** | (1,219) |
| **Net cash provided by operating activities** | 20 | **8,018** | 9,691 |
| **Cash flows from investing activities** | | | |
| Payments for: | | | |
| - property, plant and equipment | | **(2,342)** | (2,718) |
| - intangible assets | | **(909)** | (877) |
| Capital expenditure (before investments) | | **(3,251)** | (3,595) |
| - shares in controlled entities (net of cash acquired) | 20 | **(36)** | (95) |
| Total capital expenditure | | **(3,287)** | (3,690) |
| Proceeds from: | | | |
| - sale of property, plant and equipment | | **16** | 24 |
| - sale of intangible assets | | **-** | 2 |
| - sale of shares in controlled entities (net of cash disposed) | 20 | **288** | 11 |
| - sale of businesses | | **14** | 1 |
| - sale of associates | | **23** | - |
| Proceeds from finance lease principal amounts | | **74** | 66 |
| Repayment of loans to jointly controlled and associated entities | | **2** | - |
| Interest received | | **122** | 66 |
| Settlement of hedges in net investments | | **96** | (6) |
| Dividends received | | **41** | - |
| Distributions received from FOXTEL Partnership | 6 | **70** | 60 |
| **Net cash used in investing activities** | | **(2,541)** | (3,466) |
| **Operating cash flows less investing cash flows** | | **5,477** | 6,225 |
| **Cash flows from financing activities** | | | |
| Proceeds from borrowings | | **2,340** | 1,777 |
| Repayment of borrowings | | **(2,536)** | (2,676) |
| Repayment of finance lease principal amounts | | **(61)** | (55) |
| Staff repayments of share loans | | **8** | 9 |
| Finance costs paid | | **(1,135)** | (1,042) |
| Dividends paid to equity holders of Telstra Entity | 4 | **(3,475)** | (3,474) |
| Dividends paid to non-controlling interests | | **(14)** | (20) |
| **Net cash used in financing activities** | | **(4,873)** | (5,481) |
| **Net increase in cash and cash equivalents** | | **604** | 744 |
| Cash and cash equivalents at the beginning of the year | | **2,105** | 1,381 |
| Effects of exchange rate changes on cash and cash equivalents | | **(72)** | (20) |
| **Cash and cash equivalents at the end of the year** | 20 | **2,637** | 2,105 |

The notes following the financial statements form part of the financial report.

# Statement of Changes in Equity

for the year ended 30 June 2011

**Telstra Group**

| | | Reserves | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Share capital $m | Foreign currency transla- tion (i) $m | Cash flow hedging (ii) $m | Consolid- ation fair value (iii) $m | General reserve (iv) $m | Retained profits $m | Non- controll- ing interests $m | Total $m |
| **Balance at 1 July 2009** | 5,576 | (384) | 93 | 14 | 4 | 7,115 | 263 | 12,681 |
| Profit for the year | - | - | - | - | - | 3,883 | 57 | 3,940 |
| Other comprehensive income | - | (98) | 64 | - | - | (111) | (10) | (155) |
| Total comprehensive income for the year | - | (98) | 64 | - | - | 3,772 | 47 | 3,785 |
| Dividends | - | - | - | - | - | (3,474) | (10) | (3,484) |
| Non-controlling interests on acquisitions | - | - | - | - | - | - | 12 | 12 |
| Transfers to retained profits | - | - | - | (5) | - | 5 | - | - |
| Amounts repaid on share loans provided to employees | 9 | - | - | - | - | - | - | 9 |
| Share-based payments | 5 | - | - | - | - | - | - | 5 |
| **Balance at 30 June 2010** | 5,590 | (482) | 157 | 9 | 4 | 7,418 | 312 | 13,008 |
| Profit for the year | **-** | **-** | **-** | **-** | **-** | **3,231** | **19** | **3,250** |
| Other comprehensive income | **-** | **(355)** | **(171)** | **-** | **-** | **128** | **(48)** | **(446)** |
| Total comprehensive income for the year | **-** | **(355)** | **(171)** | **-** | **-** | **3,359** | **(29)** | **2,804** |
| Dividends | **-** | **-** | **-** | **-** | **-** | **(3,475)** | **(14)** | **(3,489)** |
| Non-controlling interests on disposals | **-** | **-** | **-** | **-** | **-** | **-** | **(51)** | **(51)** |
| Transfers to retained profits | **-** | **-** | **-** | **(5)** | **-** | **5** | **-** | **-** |
| Amounts repaid on share loans provided to employees | **8** | **-** | **-** | **-** | **-** | **-** | **-** | **8** |
| Share-based payments | **12** | **-** | **-** | **-** | **-** | **-** | **-** | **12** |
| **Balance at 30 June 2011** | **5,610** | **(837)** | **(14)** | **4** | **4** | **7,307** | **218** | **12,292** |

(i) The foreign currency translation reserve is used to record exchange differences arising from the conversion of the non-Australian controlled entities' financial statements into Australian dollars. This reserve is also used to record our percentage share of exchange differences arising from equity accounting our non-Australian investments in jointly controlled and associated entities.

(ii) The cash flow hedging reserve represents, where a hedge qualifies for hedge accounting, the effective portion of gains or losses on remeasuring the fair value of the hedge instrument. These gains or losses are transferred to the income statement when the hedged item affects income, or in the case of forecast transactions, are included in the measurement of the initial cost of property, plant and equipment or inventory.

(iii) The consolidation fair value reserve represents our share of the fair value adjustments to TelstraClear Limited's net assets upon acquisition of a controlling interest. The reserve balance is amortised over the useful life of the underlying revalued assets.

(iv) The general reserve represents other items we have taken directly to equity.

# Notes to the Financial Statements

## 1. Basis of preparation

In this financial report, we, us, our, Telstra and the Telstra Group - all mean Telstra Corporation Limited, an Australian corporation and its controlled entities as a whole. Telstra Entity is the legal entity, Telstra Corporation Limited. Telstra Entity is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Stock Exchange.

Our financial or fiscal year ends on 30 June. Unless we state differently the following applies:

- year, fiscal year or financial year means the year ended 30 June;
- reporting date means the date 30 June; and
- 2011 means fiscal 2011 and similarly for other fiscal years.

The financial report of the Telstra Group for the year ended 30 June 2011 was authorised for issue in accordance with a resolution of the Telstra Board of Directors on 11 August 2011.

The principal accounting policies used in preparing the financial report of the Telstra Group are set out in note 2 to our financial statements.

### 1.1 Basis of preparation of the financial report

This financial report is a general purpose financial report, prepared by a for-profit entity, in accordance with the requirements of the Australian Corporations Act 2001, Accounting Standards applicable in Australia and other authoritative pronouncements of the Australian Accounting Standards Board. This financial report also complies with International Financial Reporting Standards and Interpretations published by the International Accounting Standards Board.

Both the functional and presentation currency of the Telstra Entity and its Australian controlled entities is Australian dollars. The functional currency of certain non Australian controlled entities is not Australian dollars. As a result, the results of these entities are translated to Australian dollars for presentation in the Telstra Group financial report.

This financial report is prepared in accordance with historical cost, except for some categories of investments and some financial instruments which are recorded at fair value. Cost is the fair value of the consideration given in exchange for net assets acquired.

In preparing this financial report, we are required to make judgements and estimates that impact:

- income and expenses for the year;
- the reported amounts of assets and liabilities; and
- the disclosure of off balance sheet arrangements, including contingent assets and contingent liabilities.

We continually evaluate our judgements and estimates. We base our judgements and estimates on historical experience, various other assumptions we believe to be reasonable under the circumstances and, where appropriate, practices adopted by international telecommunications companies. Actual results may differ from our estimates.

### 1.2 Clarification of terminology used in our income statement

Under the requirements of AASB 101: "Presentation of Financial Statements", we must classify all of our expenses (apart from any finance costs and our share of net profit/loss from jointly controlled and associated entities) according to either the nature (type) of the expense or the function (activity to which the expense relates). We have chosen to classify our expenses using the nature classification as it more accurately reflects the type of operations we undertake.

Earnings before interest, income tax expense, depreciation and amortisation (EBITDA) reflects our profit for the year prior to including the effect of net finance costs, income taxes, depreciation and amortisation. We believe that EBITDA is a relevant and useful financial measure used by management to measure the company's operating performance.

Our management uses EBITDA and earnings before interest and income tax expense (EBIT), in combination with other financial measures, primarily to evaluate the company's operating performance before financing costs, income tax and non-cash capital related expenses.

In consideration of the capital intensive nature of our business, EBITDA is a useful supplement to net profit in understanding cash flows generated from operations that are available for payment of income taxes, debt servicing and capital expenditure. In addition, we believe EBITDA is useful to investors because analysts and other members of the investment community largely view EBITDA as a key and widely recognised measure of operating performance.

EBIT is a similar measure to EBITDA, but takes into account the effect of depreciation and amortisation.

### 1.3 Rounding

All dollar amounts in this financial report (except where indicated) have been rounded to the nearest million dollars ($m) for presentation. This has been done in accordance with Australian Securities and Investments Commission (ASIC) Class Order 98/100, dated 10 July 1998, issued under section 341(1) of the Corporations Act 2001. Telstra is an entity to which this class order applies.

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements

### 2.1 Changes in accounting policies

The following accounting policy changes occurred during the year ended 30 June 2011.

#### (a) Impairment - Non financial assets

AASB 2009-5: "Further Amendments to Australian Accounting Standards arising from the Annual Improvement Project" became applicable from 1 July 2010. Except for the following amendments, there was no impact as a result of AASB 2009-5:

- AASB 136: "Impairment of Assets" has been amended so that the allocation of goodwill to a cash generating unit (CGU) for the purposes of impairment testing can no longer be allocated to a CGU that is larger than an operating segment. As such, goodwill previously allocated to our Telstra Entity (ubiquitous network) CGU, is now allocated and tested at the lower operating segment level. There has been no impairment identified for this goodwill for the year ended 30 June 2011, as disclosed in note 21 to our financial statements; and
- AASB 107: "Statement of Cash Flows" has been amended so that only expenditures that result in a recognised asset in the statement of financial position are eligible to be classified as investing activities in the statement of cash flows. As such, acquisition costs paid on the acquisition of controlled entities and recognised as an expense during the year, have been disclosed as cash flows arising from operating activities. Refer to the statement of cash flows and note 20.

#### (b) Australian Additional Disclosures

In addition to the above change, we have elected to early adopt and apply AASB 1054: "Australian Additional Disclosures" and AASB 2011-1: "Amendments to Australian Standards arising from the Trans-Tasman Convergence Project" in our financial report for the year ended 30 June 2011.

AASB 1054 and AASB 2011-1 were issued by the AASB in May 2011 and relocate the Australian-specific disclosure requirements, relating to audit fees, the franking account and reconciliation of net operating cash flow to profit or loss, from various accounting standards to AASB 1054. In addition, AASB 1054 requires the financial statements to state whether they have been prepared by a for-profit or not-for-profit entity.

AASB 2011-1 also removes three Australian disclosure requirements with the aim of harmonising Australian and New Zealand financial reporting standards and makes consequential changes to a number of accounting standards and interpretations as a result of AASB 1054. Both standards are applicable to annual reporting periods beginning on or after 1 July 2011, however early adoption is permitted.

The main changes to our disclosures for the year ended 30 June 2011 from early adopting these standards are as follows:

- Dividends - the requirement to disclose the impact on the franking account for dividends proposed or declared before the accounts are authorised for issue has also been removed. Refer to note 4;
- Audit Fee disclosures - the requirement to separately disclose the amount of each of the non-audit services provided by the auditor has been removed. The audit fee disclosure now aggregates the amount of all non-audit services. Refer to note 8; and
- Expenditure commitments - the requirement to disclose time bands for capital commitments and other expenditure commitments have been removed. Refer to note 22 and note 30.

#### (c) Other

Other accounting standards that are applicable for the year ended 30 June 2011 are as follows:

- AASB 2009-8: "Amendments to Australian Accounting Standards - Group Cash-settled Share-based Payment Transactions";
- AASB 2009-10: "Amendments to Australian Accounting Standards - Classification of Rights Issues";
- AASB Interpretation 19: "Extinguishing Financial Liabilities with Equity Instruments";
- AASB 2009-13: "Amendments to Australian Accounting Standards arising from Interpretation 19";
- AASB 2010-1: "Amendments to Australian Accounting Standards - Limited exemption from comparative AASB 7 Disclosures for first-time adopters"; and
- AASB 2010-3: "Amendments to Australian Accounting Standards arising from the Annual Improvements project".

These new accounting standards do not have any material impact on our financial results.

### 2.2 Principles of consolidation

The consolidated financial report includes the assets and liabilities of the Telstra Entity and its controlled entities as a whole as at the end of the year and the consolidated results and cash flows for the year. The effect of all intragroup transactions and balances are eliminated in full from our consolidated financial statements.

An entity is considered to be a controlled entity where we are able to dominate decision making, directly or indirectly, relating to the financial and operating policies of that entity so as to obtain benefits from its activities.

Where we do not control an entity for the entire year, results and cash flows for those entities are only included from the date on which control commences, or up until the date on which there is a loss of control.

Non-controlling interests in the results and equity of controlled entities are shown separately in our income statement, statement of comprehensive income and statement of financial position.

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.2 Principles of consolidation (continued)

We account for the acquisition of our controlled entities using the acquisition method of accounting. This involves recognising the acquiree's identifiable assets, liabilities and contingent liabilities at their fair value at the date of acquisition. Any excess of the fair value of acquisition over our interest in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities is recognised as goodwill.

The financial statements of controlled entities are prepared for the same reporting period as the Telstra Entity, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies.

### 2.3 Foreign currency translation

(a) Transactions and balances

Foreign currency transactions are converted into the relevant functional currency at market exchange rates applicable at the date of the transactions. Amounts payable or receivable in foreign currencies at reporting date are converted into the relevant functional currency at market exchange rates at reporting date. Any currency translation gains and losses that arise are included in our income statement. Where we enter into a hedge for a specific expenditure commitment or for the construction of an asset, hedging gains and losses are accumulated in other comprehensive income over the period of the hedge and are transferred to the carrying value of the asset upon completion, or included in the income statement at the same time as the discharge of the expenditure commitment.

The consolidated financial statements are presented in Australian dollars, which is the functional and presentation currency of Telstra Corporation Limited.

(b) Financial reports of foreign operations that have a functional currency that is not Australian dollars

Our operations include subsidiaries, associates, and jointly controlled entities, the activities and operations of which are in an economic environment where the functional currency is not Australian dollars. The financial statements of these entities are translated to Australian dollars (our presentation currency) using the following method:

- assets and liabilities are translated into Australian dollars using market exchange rates at reporting date;
- equity at the date of investment is translated into Australian dollars at the exchange rate current at that date. Movements post-acquisition (other than retained profits/accumulated losses) are translated at the exchange rates current at the dates of those movements;
- income statements are translated into Australian dollars at average exchange rates for the year, unless there are significant identifiable transactions, which are translated at the exchange rate that existed on the date of the transaction; and
- currency translation gains and losses are recorded in other comprehensive income.

Refer to note 18 for details regarding our accounting policy for derivative financial instruments and foreign currency monetary items that are used to hedge our net investment in entities which have a functional currency not in Australian dollars.

### 2.4 Cash and cash equivalents

Cash and cash equivalents include cash at bank and on hand, bank deposits, bills of exchange and promissory notes that are held for the purposes of meeting short term cash commitments rather than investment purposes.

Bank deposits are recorded at amounts to be received. Bills of exchange and promissory notes are classified as 'available-for-sale' financial assets and are held at fair value. The carrying amount of these assets approximates their fair value due to the short term to maturity.

### 2.5 Trade and other receivables

Trade and other receivables are considered financial assets. They are initially recorded at the fair value of the amounts to be received and are subsequently measured at amortised cost using the effective interest method. These financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and we have transferred substantially all the risks and rewards of ownership.

An allowance for doubtful debts is raised to reduce the carrying amount of trade receivables, based on a review of outstanding amounts at reporting date. The allowance for doubtful debts is based on historical trends and management's assessment of general economic conditions. An allowance for doubtful debts is raised when management considers there is a credit risk, insolvency risk or incapacity to pay a legally recoverable debt. Bad debts specifically provided for in previous years are eliminated against the allowance for doubtful debts. In all other cases, bad debts are eliminated directly against the carrying amount and written off as an expense in the income statement.

### 2.6 Inventories

Our finished goods include goods available for sale, and material and spare parts to be used in constructing and maintaining the telecommunications network. We value inventories at the lower of cost and net realisable value.

For the majority of inventory items, we assign cost using the weighted average cost basis. For materials used in the production of directories the 'first in first out' basis is used for assigning cost.

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.6 Inventories (continued)

Net realisable value of items expected to be sold is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs incurred in marketing, selling and distribution. It approximates fair value less costs to sell. We calculate net realisable value of inventories by making certain price assumptions to project selling prices into the future and assumptions about technologies at reporting date.

Net realisable value of items expected to be consumed, for example used in the construction of another asset, is the net value expected to be earned through future use.

### 2.7 Construction contracts

#### (a) Valuation

We record construction contracts in progress at cost (including any profits recognised) less progress billings and any provision for foreseeable losses. Cost includes:

- both variable and fixed costs directly related to specific contracts;
- amounts which are attributable to contract activity in general and which can be allocated to specific contracts on a reasonable basis; and
- costs expected to be incurred under penalty clauses, warranty provisions and other variances.

Where a significant loss is estimated to be made on completion, a provision for foreseeable losses is brought to account and recorded against the gross amount of construction work in progress.

#### (b) Recognition of revenue and profit

Revenue and profit is recognised on an individual project basis using the percentage of completion method. The percentage of completion is calculated based on estimated costs of completion. Refer to note 2.17(d) for further details.

Profits are recognised when:

- the stage of contract completion can be reliably determined;
- costs to date can be clearly identified; and
- total contract revenues to be received and costs to complete can be reliably estimated.

#### (c) Disclosure

The construction work in progress balance is recorded in current inventories after deducting progress billings. Where progress billings exceed the balance of construction work in progress, the net amount is shown as a current liability within trade and other payables.

### 2.8 Investments

#### (a) Jointly controlled and associated entities

(i) Jointly controlled entities

A jointly controlled entity is a contractual arrangement (in the form of an entity) whereby two or more parties take on an economic activity which is governed by joint control. Joint control involves the contractually agreed sharing of control over an entity where two or more parties must consent to all major decisions. Our interests in jointly controlled entities, including partnerships, are accounted for using the equity method of accounting in the Telstra Group financial statements.

Under the equity method of accounting, we adjust the initial recorded amount of the investment for our share of:

- profits or losses after tax for the year since the date of investment;
- reserve movements since the date of investment;
- unrealised profits or losses;
- dividends or distributions received; and
- deferred profit brought to account.

Where the equity accounted amount of our investment in an entity falls below zero, we suspend the equity method of accounting and record the investment at zero. When this occurs, the equity method of accounting does not recommence until our share of profits and reserves exceeds the cumulative prior years share of losses and reserve reductions.

Where we have long term assets that in substance form part of our investment in equity accounted interests and the equity accounted amount of the investment falls below zero, we reduce the value of these long term assets in proportion with our cumulative losses.

(ii) Associated entities

Where we hold an interest in the equity of an entity, generally of between 20% and 50%, and are able to significantly influence the decisions of the entity, that entity is an associated entity. Associated entities are accounted for using the equity method of accounting in the Telstra Group financial statements.

#### (b) Jointly controlled assets

A jointly controlled asset involves the joint control of one or more assets acquired and dedicated for the purpose of a joint venture. The assets are used to obtain benefits for the venturers. Where the asset is significant we record our share of the asset. We record income and expenses based on our percentage ownership interest of the jointly controlled asset.

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.8 Investments (continued)

#### (c) Listed securities and investments in other corporations

Our investments in listed securities and in other corporations are classified as 'available-for-sale' financial assets and are measured at fair value at each reporting date. Fair values are calculated on the following basis:

- for listed securities traded in an organised financial market, we use the current quoted market bid price at reporting date; and
- for investments in unlisted entities whose securities are not traded in an organised financial market, we establish fair value by using valuation techniques, including reference to discounted cash flows and fair values of recent arms length transactions involving instruments that are substantially the same.

We remeasure the fair value of our investments in listed securities and other corporations at each reporting date. Any gains or losses are recognised in other comprehensive income until we dispose of the investment, or we determine it to be impaired, at which time we transfer all cumulative gains and losses to the income statement. Purchases and sales of investments are recognised on settlement date, being the date on which we receive or deliver an asset.

### 2.9 Impairment

#### (a) Non-financial assets

Our tangible and intangible assets (excluding inventories, assets arising from construction contracts, current and deferred tax assets, defined benefit assets and financial assets) are measured using the cost basis and are written down to recoverable amount where their carrying value exceeds recoverable amount.

Assets with an indefinite useful life are not subject to amortisation and are tested on an annual basis for impairment, or where an indication of impairment exists. Assets that are subject to amortisation are reviewed for impairment wherever events or changes in circumstances indicate that the carrying amount may not be recoverable.

The recoverable amount of an asset is the higher of its fair value less costs to sell or its value in use. Value in use represents the present value of the future amount expected to be recovered through the cash inflows and outflows arising from the asset's continued use and subsequent disposal. We recognise any reduction in the carrying value as an expense in the income statement in the reporting period in which the impairment loss occurs.

In determining value in use, we apply management judgement in establishing forecasts of future operating performance, as well as the selection of growth rates, terminal rates and discount rates. These judgements are applied based on our understanding of historical information and expectations of future performance.

The expected net cash flows included in determining recoverable amounts of our assets are discounted to present values using a market determined, risk adjusted, discount rate. When determining an appropriate discount rate, we use the weighted average cost of capital (WACC) as an initial point of reference, adjusted for specific risks associated with each different category of assets assessed.

For assets that do not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit (CGU) to which that asset belongs and for goodwill, cannot be allocated to a CGU that is larger than an operating segment. Our CGUs are determined according to the lowest level of aggregation for which an active market exists and the assets involved generate largely independent cash inflows.

We apply management judgement to establish our CGUs. We have determined that assets which form part of our ubiquitous telecommunications network work together to generate net cash flows. No one item of telecommunications equipment is of any value without the other assets to which it is connected in order to achieve the delivery of products and services. As a result, we have determined that the ubiquitous telecommunications network is a single CGU. We have referred to this CGU as the Telstra Entity CGU in our financial report.

The Telstra Entity CGU excludes the hybrid fibre coaxial (HFC) cable network, which we consider not to be integrated with the rest of our telecommunications network. Refer to note 21 for further details.

#### (b) Financial assets

At each reporting date we assess whether there is objective evidence to suggest that any of our financial assets are impaired.

For listed securities and investments in other corporations, we consider the financial asset to be impaired when there has been a significant or prolonged decline in the fair value of the financial asset below its acquisition cost. At this time, all revaluation losses in relation to impaired financial assets that have been accumulated within other comprehensive income are recognised in the income statement.

For financial assets held at cost or amortised cost, we consider the financial asset to be impaired when there is objective evidence as a result of one or more events that the present value of estimated discounted future cash flows is lower than the carrying value. Any impairment losses are recognised immediately in the income statement.

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.10 Property, plant and equipment

(a) Acquisition

Items of property, plant and equipment are recorded at cost and depreciated as described in note 2.10(b). The cost of our constructed property, plant and equipment is directly attributable in bringing the asset to the location and condition necessary for its intended use and includes:

- the cost of material and direct labour;
- an appropriate proportion of direct and indirect overheads; and
- where we have an obligation for removal of the asset or restoration of the site, an estimate of the cost of restoration or removal if that cost can be reliably estimated.

Management judgement is required in the assessment of the types of costs that are directly attributable to the construction of our property, plant and equipment. Satisfying the directly attributable criteria requires an assessment of those unavoidable costs that, if not incurred, would result in the property, plant and equipment not being constructed.

We capitalise borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset. In fiscal 2011, we revised the methodology for calculating our capitalised interest adjustment to reflect our new process for identifying capital expenditure related to incomplete projects. This change has decreased the amount of capitalised interest that would have been recorded in our property, plant and equipment by $30 million for fiscal 2011.

We review our property, plant and equipment assets and property, plant and equipment under construction on a regular basis to ensure that the assets are still in use and that the projects are still expected to be completed. Refer to note 7 for details of impairment losses recognised on our property, plant and equipment.

Where settlement of any part of the cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of acquisition. The unwinding of this discount is recorded within finance costs.

We account for our assets individually where it is practical, feasible and in line with commercial practice. Where it is not practical and feasible, we account for assets in groups. Group assets are automatically removed from our financial statements on reaching the group life. Therefore, any individual asset may be physically retired before or after the group life is attained. This is the case for certain communication assets as we assess our technologies to be replaced by a certain date.

(b) Depreciation

Items of property, plant and equipment, including buildings and leasehold property, but excluding freehold land, are depreciated on a straight line basis to the income statement over their estimated service lives. We start depreciating assets when they are installed and ready for use.

The service lives of our significant items of property, plant and equipment are as follows:

| | Telstra Group | |
|---|---|---|
| | As at 30 June | |
| | **2011** | 2010 |
| **Property, plant and equipment** | **Service life (years)** | Service life (years) |
| Buildings | | |
| Buildings | **52-53** | 53-55 |
| Fitouts | **10-20** | 10-20 |
| Leasehold improvements | **5-40** | 7-40 |
| Communication assets | | |
| Network land and buildings | **10-58** | 5-55 |
| Network support infrastructure | **3-52** | 4-52 |
| Access fixed | **3-30** | 4-30 |
| Access mobile | **3-17** | 4-16 |
| Content/IP products - core | **4-10** | 5-10 |
| Core network - data | **3-8** | 4-8 |
| Core network - switch | **2-25** | 5-23 |
| Core network - transport | **5-30** | 6-30 |
| Specialised premise equipment | **3-8** | 3-8 |
| International connect | **11-21** | 6-15 |
| Managed service | **3-12** | 9-10 |
| Network control layer | **2-13** | 3-11 |
| Network product | **2-9** | 3-9 |
| Other plant and equipment | | |
| IT equipment | **3-5** | 3-5 |
| Motor vehicles/trailer/caravan/huts | **5-15** | 3-15 |
| Other plant and equipment | **2-20** | 2-20 |

The service lives and residual values of our assets are reviewed each year. We apply management judgement in determining the service lives of our assets. This assessment includes a comparison with international trends for telecommunications companies and, in relation to communication assets, includes a determination of when the asset may be superseded technologically or made obsolete.

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.10 Property, plant and equipment (continued)

(b) Depreciation (continued)

We have performed an assessment on the impact on service lives that the National Broadband Network (NBN) may have, in terms of whether entry into the Definitive Agreements (DAs) on 23 June 2011 with NBN Co Limited (NBN Co) and the Commonwealth Government requires any acceleration of depreciation or asset retirement in fiscal 2011. As part of the assessment, various discussions with internal technical experts involved in the assessment of the rollout of the NBN have been held, focusing on an analysis by broad technology categories of our major communication assets. The assessment also considered the written down values for each category of asset and its weighted average remaining service life (WARSL) in comparison with the timeline of the proposed rollout of the NBN. Our assessment shows that the WARSL for the existing network assets impacted by the disconnection obligations that will apply under the DAs, if they come into full force and effect, falls within the anticipated NBN roll out period of 10 years. Therefore, the impact of the DAs on depreciation expense is expected to be minimal.

Further, the DAs remain subject to a number of conditions precedent that need to be satisfied or waived for the DAs to come into full force and effect, including Telstra shareholder approval of the DAs, and ACCC acceptance of Telstra's structural separation undertaking and approval of Telstra's draft migration plan. The conditions precedent also require the location and details of certain infrastructure required by NBN Co to be confirmed via an agreed initial rollout plan and ordering processes.

As such, we have concluded no further adjustments for fiscal 2011 are required, in addition to the annual service life reassessment, the results of which are noted below. Refer to note 21 and note 30 for further discussion on the NBN.

The net effect of the reassessment of service lives for fiscal 2011 was an increase in our depreciation expense of $79 million (2010: $124 million decrease) for the Telstra Group.

Our major repairs and maintenance expenses relate to maintaining our exchange equipment and the customer access network. We charge the cost of repairs and maintenance, including the cost of replacing minor items which are not substantial improvements, to operating expenses.

### 2.11 Leased plant and equipment

We distinguish between finance leases, which effectively transfer substantially all the risks and benefits incidental to ownership of the leased asset from the lessor to the lessee, from operating leases under which the lessor effectively retains substantially all such risks and benefits.

(a) Telstra as a lessee

Where we acquire non current assets via a finance lease, the lower of the fair value of the asset and the present value of future minimum lease payments is capitalised as equipment under finance leases at the beginning of the lease term. Capitalised lease assets are depreciated on a straight line basis over the shorter of the lease term or the expected useful life of the assets. A corresponding liability is also established and each lease payment is allocated between the liability and finance charges.

Operating lease payments are charged to the income statement on a straight line basis over the term of the lease.

Where we lease properties, costs of improvements to these properties are capitalised as leasehold improvements and amortised over the shorter of the useful life of the improvements or the term of the lease.

(b) Telstra as a lessor

Where we lease non current assets via a finance lease, a lease receivable equal to the present value of the minimum lease payments receivable plus the present value of any unguaranteed residual value expected to accrue at the end of the lease term is recognised at the beginning of the lease term. Finance lease receipts are allocated between finance income and a reduction of the lease receivable over the term of the lease in order to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease.

### 2.12 Intangible assets

Intangible assets are assets that have value, but do not have physical substance. In order to be recognised, an intangible asset must be either separable or arise from contractual or other legal rights.

(a) Goodwill

On the acquisition of investments in controlled entities, jointly controlled and associated entities, when we pay an amount greater than the fair value of the net identifiable assets of the entity, this excess is considered to be goodwill. We calculate the amount of goodwill as at the date of purchasing our ownership interest in the entity.

When we purchase an entity that we will control, the amount of goodwill is recorded in intangible assets. When we acquire a jointly controlled or associated entity, the goodwill amount is included as part of the cost of the investment.

Goodwill is not amortised but is tested for impairment in accordance with note 2.9 on an annual basis, or when an indication of impairment exists.

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.12 Intangible assets (continued)

#### (b) Internally generated intangible assets

Research costs are recorded as an expense as incurred.

Management judgement is required to determine whether to capitalise development costs. Development costs are capitalised if the project is technically and commercially feasible, we are able to use or sell the asset, and we have sufficient resources and intent to complete the development.

#### Software assets

We record direct costs associated with the development of business software for internal use as software assets if the development costs satisfy the criteria for capitalisation described above.

Costs included in software assets developed for internal use are:

- external direct costs of materials and services consumed; and
- payroll and direct payroll-related costs for employees (including contractors) directly associated with the project.

We capitalise borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset. In fiscal 2011, we revised the methodology for calculating our capitalised interest adjustment to reflect our new process for identifying capital expenditure related to incomplete projects. This change has decreased the amount of capitalised interest that would have been recorded in our software assets developed for internal use by $15 million for fiscal 2011.

We review our software assets and software assets under development on a regular basis to ensure the assets are still in use and projects are still expected to be completed. Refer to note 7 for details of impairment losses recognised on our intangible assets.

Software assets developed for internal use have a finite life and are amortised on a straight line basis over their useful lives to us. Amortisation commences once the software is ready for use.

#### (c) Acquired intangible assets

We acquire other intangible assets either as part of a business combination or through separate acquisition. Intangible assets acquired in a business combination are recorded at their fair value at the date of acquisition and recognised separately from goodwill. We apply management judgement to determine the appropriate fair value of identifiable intangible assets.

Intangible assets that are considered to have a finite life are amortised on a straight line basis over the period of expected benefit. Intangible assets that are considered to have an indefinite life are not amortised but tested for impairment in accordance with note 2.9 on an annual basis, or where an indication of impairment exists.

#### (d) Deferred expenditure

Deferred expenditure mainly includes costs incurred for basic access installation and connection fees for in place and new services, and direct incremental costs of establishing a customer contract.

Significant items of expenditure are deferred to the extent that they are recoverable from future revenue and will contribute to our future earning capacity. Any costs in excess of future revenue are recognised immediately in the income statement. Handset subsidies are considered to be separate units of accounting and expensed as incurred.

We amortise deferred expenditure over the average period in which the related benefits are expected to be realised.

#### (e) Amortisation

The weighted average amortisation periods of our identifiable intangible assets are as follows:

| | **Telstra Group** | |
|---|---|---|
| | **As at 30 June** | |
| | **2011** | 2010 |
| **Identifiable intangible assets** | **Expected benefit (years)** | Expected benefit (years) |
| Software assets | **9** | 7 |
| Patents and trademarks | **9** | 9 |
| Mastheads | **5** | 5 |
| Licences | **13** | 13 |
| Brandnames | **18** | 19 |
| Customer bases | **10** | 10 |
| Deferred expenditure | **4** | 4 |

The service lives of our identifiable intangible assets are reviewed each year. Any reassessment of service lives in a particular year will affect the amortisation expense through to the end of the reassessed useful life for both that current year and future years. The net effect of the reassessment for fiscal 2011 was a decrease in our amortisation expense of $105 million (2010: $49 million decrease) for the Telstra Group.

In relation to acquired intangible assets, we apply management judgement to determine the amortisation period based on the expected useful lives of the respective assets. In some cases, the useful lives of certain acquired intangible assets are supported by external valuation advice on acquisition. In addition, we apply management judgement to assess annually, the indefinite useful life assumption applied to certain acquired intangible assets.

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.13 Trade and other payables

Trade and other payables, including accruals, are recorded when we are required to make future payments as a result of purchases of assets or services. Trade and other payables are carried at amortised cost.

### 2.14 Provisions

Provisions are recognised when the group has:

- a present legal or constructive obligation to make a future sacrifice of economic benefits as a result of past transactions or events;
- it is probable that a future sacrifice of economic benefits will arise; and
- a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

#### (a) Employee benefits

We accrue liabilities for employee benefits to wages and salaries, annual leave and other current employee benefits at their nominal amounts. These are calculated based on remuneration rates expected to be current at the date of settlement and include related on costs.

Certain employees who have been employed by Telstra for at least 10 years are entitled to long service leave of three months (or more depending on the actual length of employment), which is included in our employee benefits provision.

We accrue liabilities for other employee benefits not expected to be paid or settled within 12 months of reporting date, including long service leave, at the present values of future amounts expected to be paid. This is based on projected increases in wage and salary rates over an average of 10 years, experience of employee departures and periods of service.

We calculate present values using rates based on government guaranteed securities with similar due dates to our liabilities.

We apply management judgement in estimating the following key assumptions used in the calculation of our long service leave provision at reporting date:

- weighted average projected increases in salaries; and
- discount rate.

Refer to note 16 for further details on the key management judgements used in the calculation of our long service leave provision.

#### (b) Workers' compensation

We self insure our workers' compensation liabilities. We take up a provision for the present value of these estimated liabilities, based on an actuarial review of the liability. This review includes assessing actual accidents and estimating claims incurred but not reported. Present values are calculated using appropriate rates based on the risks specific to the liability with similar due dates.

Certain controlled entities do not self insure, but pay annual premiums to third party insurance companies for their workers' compensation liabilities.

#### (c) Redundancy and restructuring costs

We recognise a provision for redundancy costs when a detailed formal plan for the redundancies has been developed and a valid expectation has been created that the redundancies will be carried out in respect of those employees likely to be affected.

We recognise a provision for restructuring when a detailed formal plan has been approved and we have raised a valid expectation to those affected by the restructuring that the restructuring will be carried out.

### 2.15 Borrowings

Borrowings are included as non current liabilities except for those with maturities less than 12 months from the reporting date, which are classified as current liabilities.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset form part of the cost of that asset. All other borrowing costs are recognised as an expense in our income statement when incurred.

Our borrowings fall into two categories:

#### (a) Borrowings in a designated hedging relationship

Our offshore borrowings which are designated as hedged items are subject to either fair value or cash flow hedges. The method by which they are hedged determines their accounting treatment.

Borrowings subject to fair value hedges are recognised initially at fair value. The carrying amount of our borrowings in fair value hedges (to hedge against changes in value due to interest rate or currency movements) is adjusted for fair value movements attributable to the hedged risk.

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.15 Borrowings (continued)

(a) Borrowings in a designated hedging relationship (continued)

Fair value is calculated using valuation techniques which utilise data from observable markets. Assumptions are based on market conditions existing at each reporting date. The fair value is calculated as the present value of the estimated future cash flows using an appropriate market based yield curve which is independently derived and representative of Telstra's cost of borrowing. These borrowings are remeasured each reporting period and the gains or losses are recognised in the income statement along with the associated gains or losses on the hedging instrument. When using a discounted cashflow analysis, our assumptions are based on market conditions existing at reporting date.

Borrowings subject to cash flow hedges (to hedge against currency movements) are recognised initially at fair value based on the applicable spot price plus any transaction costs that are directly attributable to the issue of the borrowing. These borrowings are subsequently carried at amortised cost and translated at the applicable spot exchange rate at reporting date. Any difference between the final amount paid to discharge the borrowing and the initial borrowing proceeds (including transaction costs) is recognised in the income statement over the borrowing period using the effective interest method.

When currency gains or losses on the borrowings are recognised in the income statement, the associated gains or losses on the hedging instrument are also transferred from the cash flow hedging reserve to the income statement.

(b) Borrowings not in a designated hedging relationship

Borrowings not in a designated hedging relationship include offshore loans, Telstra bonds and domestic loans.

All such instruments are initially recognised at fair value plus any transaction costs that are directly attributable to the issue of the instruments and are subsequently measured at amortised cost. Any difference between the final amount paid to discharge the borrowing and the initial borrowing proceeds (including transaction costs) is recognised in the income statement over the borrowing period using the effective interest method.

(c) Statement of cash flows presentation

Where our short term borrowings are held for the purposes of meeting short term cash commitments, we report the cash receipts and subsequent repayments on a net basis in the statement of cash flows.

### 2.16 Share capital

Issued and paid up capital is recognised at the fair value of the consideration received by the Company.

Any transaction costs arising on the issue of ordinary shares are recognised directly in equity, net of tax, as a reduction of the share proceeds received.

Where we undertake a share buy-back, contributed equity is reduced in accordance with the structure of the buy-back arrangement. Costs associated with the buy-back, net of tax, are also deducted from contributed equity. We also record the purchase of Telstra Entity shares by our employee share plan trusts as a reduction in share capital.

Share based remuneration associated with our employee share plans is recognised as additional share capital. Non-recourse loans provided to employees to participate in these employee share plans are recorded as a reduction in share capital.

Refer to note 2.21 for further details regarding our accounting for employee share plans.

### 2.17 Revenue recognition

Our categories of sales revenue are recorded after deducting sales returns, trade allowances, discounts, sales incentives, duties and taxes.

(a) Rendering of services

Revenue from the provision of our telecommunications services includes telephone calls and other services and facilities provided, such as internet and data.

We record revenue earned from:

- telephone calls on completion of the call; and
- other services generally at completion, or on a straight line basis over the period of service provided, unless another method better represents the stage of completion.

Installation and connection fee revenues that are not considered to be separate units of accounting are deferred and recognised over the average estimated customer life. Incremental costs directly related to these revenues are also deferred and amortised over the customer contract life in accordance with note 2.12(d).

In relation to basic access installation and connection revenue, we apply management judgement to determine the estimated customer contract life. Based on our reviews of historical information and customer trends, we have determined that our average estimated customer life is 5 years (2010: 5 years).

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.17 Revenue recognition (continued)

#### (b) Sale of goods

Our revenue from the sale of goods includes revenue from the sale of customer equipment and similar goods. This revenue is recorded on delivery of the goods sold.

Generally we record the full gross amount of sales proceeds as revenue, however if we are acting as an agent under a sales arrangement, we record the revenue on a net basis, being the gross amount billed less the amount paid to the supplier. We review the facts and circumstances of each sales arrangement to determine if we are an agent or principal under the sale arrangement.

#### (c) Rent of network facilities

We earn rent mainly from access to retail and wholesale fixed and mobile networks and from the rent of dedicated lines, customer equipment, property, plant and equipment and other facilities. The revenue from providing access to the network is recorded on an accrual basis over the rental period.

#### (d) Construction contracts

We record construction revenue and profit on a percentage of contract completion basis. The percentage of completion is calculated based on estimated costs to complete the contract.

Our construction contracts are classified according to their type. There are two types of construction contracts, these being material intensive and short duration. Revenue and profit are recognised on a percentage of completion basis using the appropriate measures as follows:

- for material intensive projects (actual costs/planned costs) x planned revenue, including profit; and
- for short duration projects (which are those that are expected to be completed within a month), revenues, profit and costs are recognised on completion.

#### (e) Advertising and directory services

Classified advertisements and display advertisements are published on a daily, weekly and monthly basis for which revenues are recognised at the time the advertisement is published.

All of our Yellow Pages® and White Pages® directory print revenues are recognised on delivery of the published directories to customers' premises. Revenue from online directories is recognised over the life of service agreements, which is on average one year. Voice directory revenues are recognised at the time of providing the service to customers.

#### (f) Royalties

Royalty revenue is recognised on an accrual basis in accordance with the substance of the relevant agreements.

#### (g) Interest revenue

We record interest revenue on an accruals basis. For financial assets, interest revenue is determined by the effective yield on the instrument.

#### (h) Revenue arrangements with multiple deliverables

Where two or more revenue-generating activities or deliverables are sold under a single arrangement, each deliverable that is considered to be a separate unit of accounting is accounted for separately. When the deliverables in a multiple deliverable arrangement are not considered to be separate units of accounting, the arrangement is accounted for as a single unit.

We allocate the consideration from the revenue arrangement to its separate units based on the relative selling prices of each unit. If neither vendor specific objective evidence nor third party evidence exists for the selling price, then the item is measured based on the best estimate of the selling price of that unit. The revenue allocated to each unit is then recognised in accordance with our revenue recognition policies described above.

For eligible mobile repayment option (MRO) and mobile cap plans, MRO bonus credits are credited to customer accounts on a monthly basis. MRO bonus credits are considered sales incentives and therefore are recorded as a reduction to revenue. Where they form part of a bundled arrangement, the reduction in revenue is allocated to both the handset and services revenue based on their relative selling prices, where they both contribute towards the customer earning the MRO bonus credits.

#### (i) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and Telstra will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non current liabilities as deferred income and are credited to profit or loss on a straight line basis over the expected lives of the related assets.

## Notes to the Financial Statements (continued)

# 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.17 Revenue recognition (continued)

(i) Government grants (continued)

The benefit of a government loan at a below-market rate of interest is treated as a government grant. The loan is measured at amortised cost. The benefit of the below-market rate of interest is measured as the difference between the initial carrying value of the loan, which is measured at amortised cost, and the actual proceeds received. The benefit is accounted for in accordance with our accounting policy for government grants described above.

### 2.18 Taxation

(a) Income taxes

Our income tax expense represents the sum of current tax and deferred tax. Current tax is calculated on accounting profit after allowing for non-taxable and non-deductible items based on the amount expected to be paid to taxation authorities on taxable profit for the period. Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled. Both our current tax and deferred tax are calculated using tax rates that have been enacted or substantively enacted at reporting date.

Our current and deferred tax is recognised as an expense in the income statement, except when it relates to items directly debited or credited to other comprehensive income or equity, in which case our current and deferred tax is also recognised directly in other comprehensive income or equity.

We apply the balance sheet liability method for calculating our deferred tax. Deferred tax is the expected tax payable or recoverable on all taxable and deductible temporary differences determined with reference to the tax bases of assets and liabilities and their carrying amount for financial reporting purposes as at the reporting date.

We generally recognise deferred tax liabilities for all taxable temporary differences, except to the extent that the deferred tax liability arises from:

- the initial recognition of goodwill; or
- the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither our accounting profit nor taxable income at the time of the transaction.

In respect of our investments in subsidiaries, jointly controlled and associated entities, we recognise deferred tax liabilities for all taxable temporary differences, except where we are able to control the timing of our temporary difference reversal and it is probable that the temporary difference will not reverse in the foreseeable future.

Management judgement is required to determine the amount of deferred tax assets that can be recognised. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses and tax credits, can be utilised.

During fiscal 2011, Telstra entered into an agreement with Ericsson to upgrade our mobile (3G) network to a Long Term Evolution (LTE) technology for a selected number of mobile sites. As a result of the different treatments under tax and accounting requirements, a deferred tax asset of $77 million ($256 million at 30%) has been recognised as at 30 June 2011. This deferred tax asset will unwind over a period of approximately 10-14 years.

For accounting purposes the equipment is recorded at its cost of $30 million, which represents what Telstra paid Ericsson for the equipment, including directly attributable costs.

For tax purposes the equipment is measured at fair value, which is $286 million. Telstra, together with an independent third party valuer, performed a valuation to determine the fair value of this equipment.

The carrying amount of our deferred tax assets is reviewed at each reporting date. We reduce the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of the deferred tax asset to be utilised. At each reporting date, we subsequently reassess our unrecognised deferred tax assets to determine whether it has become probable that future taxable profit will allow this deferred tax asset to be recovered.

The Telstra Entity and its Australian resident wholly owned entities have formed a tax consolidated group. The Telstra Entity is the head entity and recognises, in addition to its transactions, the current tax liabilities and the deferred tax assets arising from unused tax losses and tax credits for all entities in the tax consolidated group. The Telstra Entity and the entities in the tax consolidated group account for their own current tax expense and deferred tax amounts arising from temporary differences. These tax amounts are measured as if each entity in the tax consolidated group continues to be a separate taxpayer.

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.18 Taxation (continued)

(a) Income taxes (continued)

We offset deferred tax assets and deferred tax liabilities in the statement of financial position where they relate to income taxes levied by the same taxation authority and to the extent that we intend to settle our current tax assets and liabilities on a net basis. Our deferred tax assets and deferred tax liabilities are netted within the tax consolidated group, as these deferred tax balances relate to the same taxation authority. We do not net deferred tax balances between controlled entities, apart from those within the tax consolidated group.

(b) Goods and Services Tax (GST) (including other value added taxes)

We record our revenue, expenses and assets net of any applicable GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item.

Receivables and payables balances include GST where we have either included GST in our price charged to customers or a supplier has included GST in their price charged to us. The net amount of GST due, but not paid, to the ATO is included under payables.

### 2.19 Earnings per share

Basic earnings per share is determined by dividing the profit attributable to ordinary shareholders after tax, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is calculated by dividing the profit attributable to ordinary shareholders after tax by the weighted average number of ordinary shares outstanding during the period (adjusted for the effects of the instruments in the Telstra Growthshare Trust and the Telstra Employee Share Ownership Plans).

### 2.20 Post-employment benefits

(a) Defined contribution plans

Our commitment to defined contribution plans is limited to making contributions in accordance with our minimum statutory requirements. We do not have any legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to current and past employee services.

Contributions to defined contribution plans are recorded as an expense in the income statement as the contributions become payable. We recognise a liability when we are required to make future payments as a result of employee services provided.

(b) Defined benefit plans

We currently sponsor a number of post-employment benefit plans. As these plans have elements of both defined contribution and defined benefit, these hybrid plans are treated as defined benefit plans.

At reporting date, where the fair value of the plan assets is less than the present value of the defined benefit obligations, the net deficit is recognised as a liability. If the fair value of the plan assets exceeds the present value of the defined benefit obligations, the net surplus is recognised as an asset. We recognise the asset as we have the ability to control this surplus to generate future funds that are available to us in the form of reductions in future contributions or as a cash refund. Fair value is used to determine the value of the plan assets at reporting date and is calculated by reference to the net market values of the plan assets.

Defined benefit obligations are based on the expected future payments required to settle the obligations arising from current and past employee services. This obligation is influenced by many factors, including final salaries and employee turnover. We engage qualified actuaries to calculate the present value of the defined benefit obligations. These obligations are measured gross of tax.

The actuaries use the projected unit credit method to determine the present value of the defined benefit obligations of each plan. This method determines each year of service as giving rise to an additional unit of benefit entitlement. Each unit is measured separately to calculate the final obligation. The present value is determined by discounting the estimated future cash outflows using rates based on government guaranteed securities with similar due dates to these expected cash flows.

We recognise all our defined benefit costs in the income statement with the exception of actuarial gains and losses that are recognised directly in other comprehensive income via retained profits. Components of defined benefit costs include current and past service cost, interest cost and expected return on assets. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on a straight line basis over the average period until the benefits become vested.

Actuarial gains and losses are based on an actuarial valuation of each defined benefit plan at reporting date. Actuarial gains and losses represent the differences between previous actuarial assumptions of future outcomes and the actual outcome, in addition to the effect of changes in actuarial assumptions.

We apply judgement in estimating the following key assumptions used in the calculation of our defined benefit liabilities and assets at reporting date:

- discount rates;
- salary inflation rate; and
- expected return on plan assets.

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.20 Post-employment benefits (continued)

(b) Defined benefit plans (continued)

The estimates applied in the actuarial calculation have a significant impact on the reported amount of our defined benefit plan liabilities and assets. If the estimates prove to be incorrect, the carrying value may be materially impacted in the next reporting period. Additional volatility may also potentially be recorded in other comprehensive income to reflect differences between actuarial assumptions of future outcomes applied at the current reporting date and the actual outcome in the next annual reporting period.

Refer to note 24 for details on the key estimates used in the calculation of our defined benefit liabilities and assets.

### 2.21 Employee Share Plans

We own 100% of the equity of Telstra ESOP Trustee Pty Ltd, the corporate trustee for the Telstra Employee Share Ownership Plan Trust (TESOP97) and Telstra Employee Share Ownership Plan Trust II (TESOP99). We consolidate the results, position and cash flows of TESOP97 and TESOP99.

The Telstra Growthshare Trust (Growthshare) was established to allocate equity based instruments as required. Current equity based instruments include options, performance rights, restricted shares, incentive shares, Directshares and Ownshares. Restricted shares are subject to performance hurdles. Incentive shares are subject to a specified period of service. Options and performance rights can be subject to performance hurdles or a specified period of service.

We own 100% of the equity of Telstra Growthshare Pty Ltd, the corporate trustee for Growthshare. We also include the results, position and cash flows of Growthshare.

We recognise an expense for all share based remuneration determined with reference to the fair value at grant date of the equity instruments issued. The fair value of our equity instruments is calculated using a valuation technique that is consistent with the Black-Scholes methodology and utilises Monte Carlo simulations. The fair value is charged against profit or loss over the relevant vesting periods, adjusted to reflect actual and expected levels of vesting.

### 2.22 Derivative financial instruments

We use derivative financial instruments such as forward exchange contracts, cross currency swaps and interest rate swaps to hedge risks associated with foreign currency and interest rate fluctuations.

The use of hedging instruments is governed by the guidelines set by our Board of Directors.

Derivative financial instruments are included as non current assets or liabilities except for those with maturities less than 12 months from the reporting date, which are classified as current assets or liabilities.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to fair value. The method of recognising the resulting remeasurement gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. Where we hold derivative financial instruments that are not designated as hedges, they are categorised as 'held for trading' financial instruments. All of our derivative financial instruments are stated at fair value.

Derivative assets are derecognised when the rights to receive cash flows from the derivative assets have expired or have been transferred and we have transferred substantially all the risks and rewards of ownership.

The carrying value of our cross currency and interest rate swaps refers to the fair value of our receivable or payable under the swap contract. We do not offset the receivable or payable with the underlying financial asset or financial liability being hedged, as the transactions are usually with different counterparties and are not generally settled on a net basis.

Where we have a legally recognised right to set off the derivative asset and the derivative liability, and we intend to settle on a net basis or simultaneously, we record this position on a net basis in our statement of financial position. Where we enter into master netting arrangements relating to a number of financial instruments, have a legal right of set off, and intend to do so, we also include this position on a net basis in our statement of financial position.

Our derivative instruments that are held to hedge exposures can be classified into three different types, depending on the reason we are holding them - fair value hedges, cash flow hedges and hedges of net investment in foreign operations.

Hedge accounting can only be utilised where effectiveness tests are met on both a prospective and retrospective basis. For all of our hedging instruments, any gains or losses on remeasuring to fair value any portion of the instrument not considered to be effective, are recognised directly in the income statement in the period in which they occur. The extent to which gains or losses on the hedged item and the hedge instrument do not offset represents ineffectiveness which may result in significant volatility in the income statement.

We formally designate and document at the inception of a transaction the relationship between hedging instruments and hedged items, as well as our risk management objective and strategy for undertaking various hedge transactions. We also document our assessment, both at hedge inception and on an ongoing basis, of whether the hedging instruments that are used in hedging transactions have been, and will continue to be, highly effective in offsetting changes in fair values or cash flows of hedged items.

Purchases and sales of derivative instruments are recognised on the date on which we commit to purchase or sell an asset.

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.22 Derivative financial instruments (continued)

#### (a) Fair value hedges

We use fair value hedges to mitigate the risk of changes in the fair value of our foreign currency borrowings from foreign currency and interest rate fluctuations over the hedging period.

Where a fair value hedge qualifies for hedge accounting, gains or losses from remeasuring the fair value of the hedging instrument are recognised within finance costs in the income statement, together with gains and losses in relation to the hedged item where those gains or losses relate to the risks intended to be hedged.

#### (b) Cash flow hedges

We use cash flow hedges to mitigate the risk of variability of future cash flows attributable to foreign currency fluctuations over the hedging period. Cash flow hedges are used for our foreign currency borrowings and our ongoing business activities, predominantly where we have highly probable purchase or settlement commitments in foreign currencies.

Where a cash flow hedge qualifies for hedge accounting, the effective portion of gains or losses on remeasuring the fair value of the hedging instrument are recognised directly in other comprehensive income in the cash flow hedging reserve until such time as the hedged item affects profit or loss, then the gains or losses are transferred to the income statement. However, in our hedges of forecast transactions, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, property, plant and equipment), the gains and losses previously deferred in other comprehensive income are transferred from other comprehensive income and included in the measurement of the initial cost or carrying amount of the asset. Gains or losses on any portion of the hedge determined to be ineffective are recognised immediately in the income statement. The application of hedge accounting will create some volatility in equity reserve balances.

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gains or losses existing in other comprehensive income at that time remain in other comprehensive income and are recognised when the hedged item is ultimately recognised in the income statement.

If a forecast hedged transaction is no longer expected to occur, the cumulative gains or losses on the hedging instrument that were reported in other comprehensive income are transferred immediately to the income statement.

#### (c) Hedges of a net investment in a foreign operation

Our investments in foreign operations are exposed to foreign currency risk, which arises when we translate the net assets of our foreign investments from their functional currency to Australian dollars. We hedge our net investments to mitigate exposure to this risk by using forward foreign currency contracts, cross currency swaps and/or borrowings in the relevant currency of the investment.

Gains and losses on remeasurement of our derivative instruments designated as hedges of foreign investments are recognised in the foreign currency translation reserve in equity to the extent they are considered to be effective.

The cumulative amount of the recognised gains or losses included in equity are transferred to the income statement when the foreign operation is sold.

#### (d) Derivatives and borrowings that are de-designated from fair value hedge relationships or not in a designated hedging relationship

Derivatives associated with borrowings de-designated from fair value hedge relationships or not in a designated hedge relationship for hedge accounting purposes are classified as 'held for trading'.

For borrowings de-designated from fair value hedge relationships, from the date of de-designation the derivatives continue to be recognised at fair value and the borrowings are accounted for on an amortised cost basis consistent with a revised effective interest rate as at the de-designation date. The gains or losses on both the borrowings and derivatives are included within finance costs on the basis that the net result primarily reflects the impact of movements in interest rates and the discounting impact of future cash flows on the derivatives. The cumulative gains or losses previously recognised from the re-measurement of these borrowings as at the date of de-designation are unwound and amortised to the income statement over the remaining life of the borrowing. This amortisation expense is also included within finance costs.

For borrowings not in designated hedge relationships for hedge accounting purposes, the derivatives are recognised at fair value and the borrowings are accounted for on an amortised cost basis. The gains or losses on both the borrowings and derivatives are included within finance costs on the basis that the net result primarily reflects the impact of movements in interest rates and the discounting impact of future cash flows on the derivatives.

Any gains or losses on remeasuring to fair value forward exchange contracts that are not in a designated hedging relationship are recognised directly in the income statement in the period in which they occur within other expenses or other income.

#### (e) Embedded derivatives

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value through profit or loss.

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.23 Contingent Liabilities

A contingent liability is a liability of sufficient uncertainty that it does not qualify for recognition as a liability, or a liability whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of Telstra. In addition, the term contingent liability is used for liabilities that do not meet the recognition criteria.

We first determine whether an obligation should be recorded as a liability or a contingent liability. This requires management to assess the probability that Telstra will be required to make payment as well as an estimate of that payment. This assessment is made based on the facts and circumstances for each, factoring in past experience and, in some cases, reports from independent experts. The evidence considered includes any additional evidence provided by events after the reporting date.

Refer to note 23, note 26 and note 30 for further details on Telstra's contingent liabilities.

### 2.24 Recently issued accounting standards to be applied in future reporting periods

The accounting standards that have not been early adopted for the year ended 30 June 2011, but will be applicable to the Telstra Group in future reporting periods, are detailed below. Apart from these standards, we have considered other accounting standards that will be applicable in future periods, however they have been considered insignificant to Telstra.

#### (a) Transfer of Financial Assets Disclosures

AASB 2010-6: "Amendments to Australian Accounting Standards - Disclosures on Transfers of Financial Assets" was issued in November 2010. AASB 2010-6 adds and amends existing disclosure requirements for transfers of financial assets in AASB 7: "Financial Instruments: Disclosures".

The amendments increase the disclosure requirements for financial assets that are either (legally) transferred but not derecognised (due to not meeting the accounting requirements) or derecognised but the transferor retains some level of continuing involvement in the financial asset.

The amendments to AASB 7 are applicable to annual reporting periods beginning on or after 1 July 2011, with early adoption permitted. It is anticipated that these amendments will have minimal impact on Telstra as we do not have complex financial assets.

#### (b) Financial Instruments - Classification, Measurement and Derecognition

AASB 9: "Financial Instruments" was re-issued in December 2010 to include the accounting requirements for classifying and measuring financial liabilities and the derecognition requirements for financial assets and liabilities. Two related omnibus standards AASB 2010-7: "Amendments to Australian Accounting Standards arising from AASB 9 (December 2010)" and AASB 2009-11: "Amendments to Australian Accounting Standards arising from AASB 9" make a number of amendments to other accounting standards as a result of the amendments to AASB 9 and must be adopted at the same time.

Most of the added requirements on the classification and measurement of financial liabilities and all of the added requirements on the derecognition of financial instruments have been carried forward unchanged from the existing standard AASB 139: "Financial Instruments - Classification and Measurement". The only change made relates to the requirements for the fair value option for financial liabilities, to address the issue of own credit risk. For financial liabilities designated at fair value, the portion of the change in fair value due to changes in own credit risk now generally must be presented in other comprehensive income, rather than within profit or loss.

The amendments to AASB 9 are applicable to annual reporting periods beginning on or after 1 January 2013, with early adoption permitted. It is anticipated that this change will have minimal impact on Telstra as all of our financial liabilities are either classified at amortised cost or in a hedge relationship.

#### (c) Consolidated Financial Statements

IFRS 10: "Consolidated Financial Statements" was issued by the IASB in May 2011 and replaces both the existing IAS 27: "Consolidated and Separate Financial Statements" and SIC 12: "Consolidation - Special Purpose Entities". This new standard revises the definition of control and related application guidance so that a single control model can be applied to all entities. This standard will apply to Telstra from 1 July 2013 and we are currently assessing the impact on Telstra. Early adoption is permitted.

There have also been consequential amendments to IAS 27: "Consolidated and Separate Financial Statements" resulting from the issuance of IFRS 10. These amendments are applicable from 1 July 2013 and will have no impact on Telstra as we already comply with the amendments.

# Notes to the Financial Statements (continued)

## 2. Summary of significant accounting policies, estimates, assumptions and judgements (continued)

### 2.24 Recently issued accounting standards to be applied in future reporting periods (continued)

(d) Joint Arrangements

IFRS 11: "Joint Arrangements" was also issued by the IASB in May 2011 and provides for a more realistic reflection of joint arrangements by focussing on the rights and obligations of the arrangement, rather than its legal form. The standard addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities. This standard is applicable from 1 July 2013, with early adoption permitted. Management is assessing the impact on Telstra.

(e) Disclosure of Interests in Other Entities

IFRS 12: "Disclosure of Interests in other Entities" was issued by the IASB in May 2011 and is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. This standard is applicable from 1 July 2013 and management is currently assessing the impacts of the standard, which will be limited to disclosure impacts only.

There have also been consequential amendments to IAS 28: "Investment in Associates" as a result of the above new standard. These amendments are applicable from 1 July 2013 and will have no impact on Telstra as we already comply with the amendments.

(f) Fair Value Measurement

IFRS 13: "Fair Value Measurement" was issued by the IASB in May 2011 and provides a precise definition of a fair value, is a single source of fair value measurement and prescribes disclosure requirements for use across IFRSs. The requirements do not extend the use of fair value accounting, but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRS. The standard will apply to Telstra from 1 July 2013, although early adoption is permitted. We are currently assessing the impacts of this standard on Telstra.

(g) Presentation of Items of Other Comprehensive Income (OCI)

IAS 1: "Presentation of Financial Statements" was amended by the IASB in June 2011 and provides improvements to the presentation of items of OCI. The main change is the requirement to group items within OCI that will be reclassified to the profit or loss in subsequent periods separately, from items of OCI that will not. The amendments also reaffirm existing requirements that items of OCI and profit or loss can be presented as either a single statement or two consecutive statements. The revised IAS 1 will apply to Telstra from 1 July 2012 however, early adoption is permitted. These amendments will have no financial impact on Telstra as these changes impact disclosure requirements only.

(h) Employee Benefits

IAS 19: "Employee Benefits" was issued by the IASB in June 2011 to replace the existing employee benefits standard. The key changes are as follows:

- Actuarial gains and losses have been renamed to 'remeasurements' and will be recognised immediately in OCI. Actuarial gains or losses will no longer be deferred using the corridor approach or recognised in profit or loss;
- Measurement of defined benefit expense will include net interest income or expense, calculated by applying a discount rate to the net defined benefit asset or liability. The discount rate used is based on either a corporate or government bond rate. This will remove the requirement to include an expected return on plan assets as part of the measurement of the defined benefit expense;
- Presentation of defined benefit cost has been disaggregated into three components; service cost to be presented in profit or loss, net interest on the net defined benefit asset or liability in the profit or loss as part of finance costs and remeasurements to be presented in OCI; and
- Additional disclosures are required about the characteristics of benefit plans, the amounts recognised in the financial statements and the risks arising from defined benefit plans.

The revised IAS 19 will apply to Telstra from 1 July 2013, although early adoption is permitted. We are currently assessing the impacts of this standard.

(i) Other

In addition to the above recently issued accounting standards that are applicable in future years, we note the following new accounting standards that are applicable in future years:

- AASB 124: "Related Party Disclosures";
- AASB 2009-12: "Amendments to Australian Accounting Standards";
- AASB 2009-14: "Amendments to Australian Interpretation - Prepayments of a Minimum Funding Requirement";
- AASB 2010-4: "Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project";
- AASB 2010-5: "Amendments to Australian Accounting Standards";
- AASB 2010-8: "Amendments to Australian Accounting Standards - Deferred Tax: Recovery of Underlying Assets";
- AASB 2010-9: "Amendments to Australian Accounting Standards - Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters"; and
- AASB 2011-4 "Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements".

We do not expect these accounting standards to materially impact our financial results upon adoption.

# Notes to the Financial Statements (continued)

## 3. Earnings per share

| | Telstra Group Year ended 30 June | |
|---|---|---|
| | **2011** | 2010 |
| | **cents** | cents |
| **Basic earnings per share** | **26.1** | 31.4 |
| **Diluted earnings per share** | **26.1** | 31.3 |
| | **$m** | $m |
| **Earnings used in the calculation of basic and diluted earnings per share** | | |
| Profit for the year attributable to equity holders of Telstra Entity | **3,231** | 3,883 |
| | **Number of shares millions** | |
| **Weighted average number of ordinary shares** | | |
| Weighted average number of ordinary shares on issue | **12,443** | 12,443 |
| Effect of shares held by employee share plan trusts (a)(b) | **(61)** | (70) |
| Weighted average number of ordinary shares used in the calculation of basic earnings per share | **12,382** | 12,373 |
| Effect of dilutive employee share instruments (c) | **15** | 24 |
| Weighted average number of ordinary shares used in the calculation of diluted earnings per share | **12,397** | 12,397 |

(a) In order to underpin the equity instruments issued under the Growthshare plan, the Telstra Growthshare Trust purchases Telstra shares on the market. These shares are not considered to be outstanding for the purposes of computing basic and diluted earnings per share.

(b) Share options issued under the Telstra Employee Share Ownership Plan Trust I (TESOP97) and II (TESOP99) are not considered outstanding for the purposes of computing basic earnings per share.

(c) In fiscal 2011 and fiscal 2010, the following equity instruments are considered dilutive to earnings per share:

- incentive shares granted under the Growthshare short term incentive scheme;
- certain performance rights granted under the Growthshare long term incentive scheme; and
- share options issued under TESOP97.

In fiscal 2011 and fiscal 2010, the following equity instruments are not considered dilutive to earnings per share:

- certain performance rights, restricted shares and options issued under Growthshare; and
- share options issued under TESOP99.

Refer to note 27 for details regarding equity instruments issued under the Growthshare and TESOP share plans.

# Notes to the Financial Statements (continued)

## 4. Dividends

| | Telstra Entity Year ended 30 June 2011 $m | 2010 $m |
|---|---|---|
| **Dividends paid** | | |
| Previous year final dividend paid | **1,737** | 1,737 |
| Interim dividend paid | **1,738** | 1,737 |
| Total dividends paid | **3,475** | 3,474 |
| **Dividends paid per ordinary share** | **cents** | cents |
| Previous year final dividend paid | **14.0** | 14.0 |
| Interim dividend paid | **14.0** | 14.0 |
| Total dividends paid | **28.0** | 28.0 |

Dividends paid are fully franked at a tax rate of 30%.

Dividends per share in respect of each fiscal year are detailed below:

| | Telstra Entity Year ended 30 June 2011 cents | 2010 cents |
|---|---|---|
| **Dividends per ordinary share** | | |
| Interim dividend paid | **14.0** | 14.0 |
| Final dividend to be paid (a) | **14.0** | 14.0 |
| Total dividends. | **28.0** | 28.0 |

| | Telstra Entity Year ended 30 June 2011 $m | 2010 $m |
|---|---|---|
| **The combined amount of exempting and franking credits available to us for the next fiscal year are:** | | |
| Franking account balance. | **(141)** | (138) |
| Exempting account (b) | **24** | 24 |
| Franking credits that will arise from the payment of income tax payable as at 30 June (c) | **369** | 320 |
| Exempting credits that we may be prevented from distributing in the next fiscal year (b) | **(24)** | (24) |
| | **228** | 182 |

(a) As the final dividend for fiscal 2011 was not determined or publicly recommended by the Board as at 30 June 2011, no provision for dividend has been raised in the statement of financial position. The final dividend has been reported as an event subsequent to reporting date. Refer to note 31 for further details.

(b) In relation to our exempting account, there are statutory restrictions placed on the distribution of credits from this account. As a result of these restrictions, it is unlikely that we will be able to distribute our exempting credits.

(c) Franking credits that will arise from the payment of income tax are expressed at the 30% tax rate on a tax paid basis.

# Notes to the Financial Statements (continued)

## 5. Segment information

### Operating segments

We report our segment information on the same basis as our internal management reporting structure, which drives how our company is organised and managed.

During the year ended 30 June 2011, the following changes were made to our operating segments:

- Telstra Consumer and Telstra Country Wide, formerly two segments, merged and became one reportable segment, Telstra Consumer and Country Wide;
- the business unit "Telstra International" was created in fiscal 2010 and takes the geographic and operational responsibility for CSL New World (CSL NW), our interests in our mainland China businesses and international managed network and hosting operations under the International brand. Previously, CSL NW was a separate reportable segment and the rest of the International Group was combined under the segment called "Other International Unit". CSL NW, Other International Unit and our China businesses (previously in the Sensis segment and excluding SouFun) now form part of one reportable segment, Telstra International;
- SouFun, which previously formed part of the Sensis segment, was disposed of on 17 September 2010. Its results up to the date of sale have been reported under the "All Other" category; and
- our Chief Marketing Office segment has been renamed as Telstra Innovation, Products and Marketing.

Segment results are reported according to the internal management reporting structure at the reporting date. Segment comparatives are restated to reflect the changes described above as well as any organisational changes which have occurred since the prior reporting period to present a like-for-like view.

The Telstra Group for fiscal 2011 is organised into the following operating segments for internal management reporting purposes:

***Telstra Consumer and Country Wide (TC&CW)*** is responsible for providing the full range of telecommunication products, services and solutions (across Mobiles, Fixed and Wireless Broadband, Telephony and Pay TV) to consumer customers in metropolitan, regional, rural and remote areas of Australia. This is achieved through inbound and outbound call centres, Telstra Shops (owned and licensed), Telstra Dealers and Telstra Digital. Established in 2011, Telstra Digital is responsible for delivering self service capabilities for all Telstra customers, across all phases of the customer experience from browsing to buying and bill and service requests.

***Telstra Business (TB)*** is responsible for the provision of the full range of telecommunication products and services, communication solutions, and information and communication technology services to small to medium enterprises.

***Telstra Enterprise and Government (TE&G)*** is responsible for provision of network services and applications and integrated voice, data and mobile solutions via Telstra Next Generation Services® to enterprise and government customers.

***Telstra Operations (TOps)*** is responsible for:

- overall planning, design, engineering and architecture of Telstra networks, technology and information technology;
- construction of infrastructure for our Company's fixed, mobile, Internet protocol (IP) and data networks;
- delivery of customer services across these networks;
- operation, assurance and maintenance, including activation and restoration of these networks;
- supply and delivery of information technology solutions to support our products, services, customer support functions and our internal needs; and
- delivery of network-centric professional services, managed services and outsourcing services for Telstra customers.

***Telstra Wholesale (TW)*** is responsible for the provision of a wide range of telecommunication products and services delivered over Telstra networks and associated support systems to non-Telstra branded carriers, carriage service providers and internet service providers. Telstra Wholesale also provides core access services to NBN Co Limited for trial site deployment.

***Sensis*** is responsible for the management and growth of the domestic directories and advertising business, including print, voice and digital directories, digital mapping and satellite navigation, digital display advertising and business information services. This includes the management of leading information brands including Yellow Pages®, White Pages®, Whereis®, Citysearch®, 1234, Mediasmart® and Quotify®.

***Telstra International (TI)*** is responsible for managing Telstra's assets outside Australia and New Zealand, including:

- CSL New World Mobility Limited, our 76.4% owned subsidiary in Hong Kong, responsible for providing full mobile services including handset sales, voice and data products to the Hong Kong market. These services are delivered over CSL's 3G and Long Term Evolution networks;
- our interests in our mainland China business, providing online advertising services in auto, IT and consumer electronics and Mobile Value Added Service segments. Businesses include Norstar Media, Autohome/PCPop, Sharp Point and ChinaM, and LMobile; and
- the Telstra International global networks and managed services business, that has more than 1,300 points of presence throughout Australia, Asia Pacific, Europe and the U.S, and is a provider of international voice, satellite and IP data services in Asia and has interests in more than 20 submarine cables. This includes the Reach entities and other assets we acquired as part of the restructure of our joint venture with PCCW, Reach.

***TelstraClear (TClear)***, our New Zealand subsidiary, is responsible for providing full telecommunications services to the New Zealand market.

# Notes to the Financial Statements (continued)

## 5. Segment information (continued)

### Operating segments (continued)

***Telstra Innovation, Products and Marketing (TIPM)*** is responsible for innovation, product, promotion and pricing across Telstra. TIPM is also responsible for the overall brand, sponsorship, promotion and advertising direction of Telstra, as well as maintaining good industry analyst relations and embedding market based management across the company. This is done by delivering data-driven customer insights that put the customer at the centre of everything Telstra does.

***Telstra Cable*** is responsible for:
- the management of our investment in the FOXTEL partnerships;
- the development of new business opportunities between Telstra and FOXTEL; and
- the hybrid fibre coaxial (HFC) cable network.

***Corporate areas*** include:
- Legal Services - provides operational and strategic legal support and advice across the Company;
- Strategy and Corporate Services - manages Telstra's public policy, communications, corporate strategy and mergers and acquisitions. This includes responsibility for government relations at every level, regulatory positioning and negotiation, and corporate social responsibility (including the Telstra Foundation);
- Finance and Administration - encompasses the functions of corporate planning, accounting and administration, credit management, billing, treasury, risk management and assurance, investor relations and procurement. It also provides financial support to all business units and financial management of the majority of Telstra Entity's fixed assets (including network assets);
- The Telstra Board and the Office of the Company Secretary;
- Human Resources - supports Telstra in organisational design, implementation of people and culture initiatives, leadership development, talent management, health, safety and the environment, professional development and all employment and remuneration policies;
- The Office of the CEO; and
- Customer Experience - is responsible for driving change that improves the customer experience and delivering Telstra-wide productivity improvements.

In our segment financial results, the "All Other" category consists of various business units that do not qualify as reportable segments in their own right. These include:
- TIPM;
- Telstra Cable;
- SouFun; and
- our Corporate areas.

Revenue for the "All Other" segment relates primarily to our revenue earned by Telstra Cable from providing access to our HFC network and other services to FOXTEL. Finance and Administration, in the Corporate area, is the main contributor to the segment result for this segment, which is primarily depreciation and amortisation charges as well as impairment of property, plant and equipment and software.

Refer to note 31 for changes in the organisational structure announced after reporting date.

### Segment results

The measurement of segment results is in line with the basis of information presented to management for internal management reporting purposes. The performance of each segment is measured based on their "underlying earnings before interest, income tax expense, depreciation and amortisation (EBITDA) contribution" and "underlying earnings before interest and income tax expense (EBIT) contribution" to the Telstra Group. EBITDA contribution and EBIT contribution excludes the effects of all inter-segment balances and transactions. As such, only transactions external to the Telstra Group are reported. Furthermore, certain items of income and expense are excluded from the segment results to show a measure of underlying performance. These items are separately disclosed in the reconciliation of total reportable segments to Telstra Group reported EBIT and profit before income tax expense in the financial statements.

Certain items of income and expense are recorded by our corporate areas, rather than being allocated to each segment. These items include the following:

- the Telstra Entity fixed assets (including network assets) are managed centrally. The resulting depreciation and amortisation is also recorded centrally;
- the adjustment to defer our basic access installation and connection fee revenues and costs in accordance with our accounting policy. Our reportable segments record these amounts upfront;
- the majority of redundancy expenses for the Telstra Entity; and
- rental costs associated with personal computers, laptops, printers and other related equipment for the Telstra Entity.

In addition, the following narrative further explains how some items are allocated and managed, and as a result how they are reflected in our segment results:

- sales revenue associated with mobile handsets for TC&CW, TB and TE&G are mainly allocated to the TC&CW segment along with the associated costs of goods and services purchased. Ongoing prepaid and postpaid mobile revenues derived from our mobile usage is recorded in TC&CW, TB and TE&G depending on the type of customer serviced;
- TOps recognise certain expenses in relation to the installation and running of the hybrid fibre coaxial (HFC) cable network; and
- the domestic promotion and advertising expense for Telstra Entity is recorded centrally in TIPM.

## Notes to the Financial Statements (continued)

# 5. Segment information (continued)

The following tables detail the underlying results of our business segments, based on the reporting structure as at 30 June 2011:

**Telstra Group**

| Year ended 30 June 2011 | TC&CW $m | TB $m | TE&G $m | TOps $m | TW $m | Sensis $m | TI $m | TClear $m | All Other $m | Total $m |
|---|---|---|---|---|---|---|---|---|---|---|
| Revenue from external customers for operating segments (e)(f) | **9,954** | **4,500** | **4,242** | **120** | **2,194** | **1,787** | **1,285** | **516** | **194** | **24,792** |
| Other non-operating segment revenue | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **-** | **185** | **185** |
| Other income | **61** | **8** | **(3)** | **8** | **-** | **-** | **4** | **(2)** | **32** | **108** |
| **Total income** | **10,015** | **4,508** | **4,239** | **128** | **2,194** | **1,787** | **1,289** | **514** | **411** | **25,085** |
| Labour expenses | **470** | **220** | **311** | **1,354** | **65** | **405** | **184** | **95** | **812** | **3,916** |
| Goods and services purchased | **3,251** | **926** | **572** | **237** | **74** | **128** | **662** | **256** | **51** | **6,157** |
| Other expenses | **999** | **141** | **77** | **2,214** | **18** | **260** | **220** | **80** | **1,019** | **5,028** |
| Share of equity accounted profits | **-** | **-** | **(1)** | **-** | **-** | **-** | **-** | **-** | **-** | **(1)** |
| **EBITDA contribution** | **5,295** | **3,221** | **3,280** | **(3,677)** | **2,037** | **994** | **223** | **83** | **(1,471)** | **9,985** |
| Depreciation and amortisation | **-** | **-** | **14** | **76** | **-** | **123** | **121** | **111** | **4,010** | **4,455** |
| **EBIT contribution** | **5,295** | **3,221** | **3,266** | **(3,753)** | **2,037** | **871** | **102** | **(28)** | **(5,481)** | **5,530** |

**Telstra Group**

| Year ended 30 June 2010 | TC&CW $m | TB $m | TE&G $m | TOps $m | TW $m | Sensis $m | TI $m | TClear $m | All Other $m | Total $m |
|---|---|---|---|---|---|---|---|---|---|---|
| Revenue from external customers for operating segments (e) | 9,613 | 4,418 | 4,169 | 74 | 2,280 | 1,909 | 1,378 | 529 | 291 | 24,661 |
| Other non-operating segment revenue | - | - | - | - | - | - | - | - | 196 | 196 |
| Other income | 54 | 12 | 1 | 6 | - | - | 3 | - | 36 | 112 |
| **Total income** | 9,667 | 4,430 | 4,170 | 80 | 2,280 | 1,909 | 1,381 | 529 | 523 | 24,969 |
| Labour expenses | 479 | 205 | 310 | 1,315 | 69 | 374 | 178 | 92 | 685 | 3,707 |
| Goods and services purchased | 2,577 | 876 | 509 | 232 | 84 | 150 | 638 | 255 | 40 | 5,361 |
| Other expenses | 1,027 | 129 | 84 | 2,279 | 17 | 280 | 235 | 78 | 821 | 4,950 |
| Share of equity accounted profits | - | - | (2) | - | - | - | - | - | - | (2) |
| **EBITDA contribution** | 5,584 | 3,220 | 3,269 | (3,746) | 2,110 | 1,105 | 330 | 104 | (1,023) | 10,953 |
| Depreciation and amortisation | - | - | 17 | 74 | - | 84 | 139 | 118 | 3,913 | 4,345 |
| **EBIT contribution** | 5,584 | 3,220 | 3,252 | (3,820) | 2,110 | 1,021 | 191 | (14) | (4,936) | 6,608 |

# Notes to the Financial Statements (continued)

## 5. Segment information (continued)

A reconciliation of EBIT contribution for reportable segments to Telstra Group reported EBIT and profit before income tax expense is provided below:

| | | Telstra Group | |
|---|---|---|---|
| | | Year ended 30 June | |
| | Note | 2011 $m | 2010 $m |
| EBIT contribution for reportable segments | | **11,011** | 11,544 |
| All other | | **(5,481)** | (4,936) |
| Total all segments | | **5,530** | 6,608 |
| Amounts excluded from underlying results: | | | |
| - net gain on disposal of non current assets | | **12** | - |
| - net gain on disposal of associated entities (a) | | **8** | - |
| - net loss on disposal of businesses (b) | | **(16)** | - |
| - net gain on disposal of controlled entities (c) | | **69** | - |
| - gain from derecognition of contingent consideration (d) | 6 | **30** | - |
| - distribution from FOXTEL Partnership (e) | 6 | **70** | 60 |
| - EBIT contribution from Reach related operations (f) | | **2** | - |
| - impairment in value of goodwill and intangibles (g) | 14 | **(160)** | (168) |
| - reversal of impairment in value of amount owed by joint ventures (h) | 7 | **147** | - |
| - reversal of impairment in value of investments | 7 | **-** | 1 |
| - **Telstra Group EBIT (reported)** | | **5,692** | 6,501 |
| - Net finance costs | | **(1,135)** | (963) |
| - **Telstra Group profit before income tax expense (reported)** | | **4,557** | 5,538 |

(a) We sold our 48.2% holding in Keycorp Limited on 8 December 2010 for a total consideration of $23 million, resulting in a gain on sale of $8 million.

(b) On 22 September 2010, our controlled entity Telstra Limited sold its UK voice customer business for a total consideration of $14 million resulting in a loss on disposal of $16 million. Refer to note 20 for further details.

(c) On 17 September 2010, our controlled entity Telstra International Holdings sold its 50.6% shareholding in SouFun resulting in a net gain of $69 million. Refer to note 20 for further details.

(d) The $30 million gain from the derecognition of contingent consideration relates to the fiscal 2010 acquisition of LMobile Group. Refer to note 20 for further details.

(e) The $70 million (2010: $60 million) distribution received from FOXTEL has been recorded as revenue in the income statement, but excluded from reportable segment revenue.

(f) Revenue of $46 million and EBIT contribution of $2 million related to Reach operations, acquired in fiscal 2011, have been recorded in the income statement but excluded from TI reportable segment results. Refer to note 20 for further details regarding the restructure of the Reach joint venture.

(g) The impairment of goodwill and intangibles relates to the Octave Group (impairment of goodwill and customer bases of $133 million) and to the LMobile Group (impairment of goodwill of $27 million) (2010: $168 million impairment of goodwill relates to CSL New World).

(h) As part of the restructure of Reach, Telstra's joint venture with PCCW, Telstra acquired a number of assets from Reach. The purchase price of $147 million was paid by an offset against the shareholder loan due from Reach, which was fully provided for by Telstra. As such, $147 million of the provision for the loan was reversed as it was no longer required. Refer to note 20 for further details regarding the restructure of the Reach joint venture.

# Notes to the Financial Statements (continued)

## 5. Segment information (continued)

| | Telstra Group Year ended 30 June 2011 $m | 2010 $m |
|---|---|---|
| **Information about our geographic operations (i)** | | |
| **Revenue from external customers** | | |
| Australian customers | **23,188** | 22,969 |
| Offshore customers | **1,905** | 1,948 |
| | **25,093** | 24,917 |
| **Carrying amount of non current assets (j)** | | |
| Located in Australia | **27,607** | 28,010 |
| Located offshore | **2,557** | 3,485 |
| | **30,164** | 31,495 |

(i) Our geographical operations are split between our Australian and offshore operations. Our offshore operations include CSL New World (Hong Kong), Norstar Media, Autohome/PCPop, ChinaM, Sharp Point and LMobile which are part of our TI segment, our international business, including Telstra Europe (UK), that serves multi-national customers also in the TI segment and TelstraClear (New Zealand). No individual geographical area forms a significant part of our operations apart from our Australian operations.

(j) The carrying amount of our segment non current assets excludes derivative assets, defined benefit assets and deferred tax assets.

| | Note | Telstra Group Year ended 30 June 2011 $m | 2010 $m |
|---|---|---|---|
| **Information about our products and services** | | | |
| PSTN products | | **5,370** | 5,832 |
| Fixed internet | | **2,091** | 2,144 |
| ISDN products | | **877** | 905 |
| Other fixed revenue | | **1,165** | 1,101 |
| Mobiles | | **8,100** | 7,317 |
| IP and data access | | **1,771** | 1,777 |
| Network applications and services | | **1,144** | 1,033 |
| Offshore content | | **85** | 144 |
| Advertising and directories | | **1,909** | 2,165 |
| CSL New World | | **814** | 770 |
| TelstraClear | | **516** | 529 |
| Other offshore services revenue | | **299** | 293 |
| Pay TV bundling | | **584** | 511 |
| Other sales revenue (k) | | **258** | 292 |
| Other revenue (l) | 6 | **110** | 104 |
| **Total revenue** | 6 | **25,093** | 24,917 |

(k) Other sales revenue includes $102 million relating to HFC cable network usage (2010: $84 million).

(l) Other revenue primarily consists of distributions from our FOXTEL Partnership and rental income.

# Notes to the Financial Statements (continued)

## 6. Income

| | | Telstra Group | |
|---|---|---|---|
| | | Year ended 30 June | |
| | | **2011** | 2010 |
| | **Note** | **$m** | $m |
| **Sales revenue** | | | |
| Rendering of services | | **11,539** | 11,864 |
| Sale of goods | | **1,690** | 1,223 |
| Rent of network facilities and access | | **9,572** | 9,328 |
| Construction contracts | | **273** | 233 |
| Advertising and directory services | | **1,909** | 2,165 |
| | | **24,983** | 24,813 |
| **Other revenue (excluding finance income)** | | | |
| Distribution from FOXTEL Partnership | 29 | **70** | 60 |
| Rent from property | | **40** | 44 |
| | | **110** | 104 |
| **Total revenue (excluding finance income)** | | **25,093** | 24,917 |
| **Other income** | | | |
| Net gain on disposal of non current assets (i) | | **75** | 2 |
| Gain from derecognition of contingent consideration | 20 | **30** | - |
| Other miscellaneous income | | **106** | 110 |
| | | **211** | 112 |
| **Total income (excluding finance income)** | | **25,304** | 25,029 |
| **Finance income** | | | |
| Interest on cash and cash equivalents | 17 | **117** | 57 |
| Interest on finance lease receivable | | **10** | 10 |
| | | **127** | 67 |
| **Total income** | | **25,431** | 25,096 |

(i) Non current assets includes property, plant and equipment, intangibles and investments.

# Notes to the Financial Statements (continued)

## 7. Expenses

| | | Telstra Group | |
|---|---|---|---|
| | | Year ended 30 June | |
| | | **2011** | 2010 |
| | **Note** | **$m** | $m |
| **Labour** | | | |
| Included in our labour expenses are the following: | | | |
| Employee redundancy | | **224** | 128 |
| Share based payments | 27 | **12** | 5 |
| Defined benefit plan expense | 24 | **268** | 249 |
| **Cost of goods sold** | | **2,644** | 2,076 |
| **Other expenses** | | | |
| Impairment losses: | | | |
| - impairment in value of inventories | | **43** | 16 |
| - impairment in value of trade and other receivables | | **421** | 439 |
| - impairment in value of property, plant and equipment | 13 | **38** | 40 |
| - impairment in value of intangibles (a) | 14 | **51** | 2 |
| - impairment in value of goodwill (a) | 14 | **121** | 168 |
| | | **674** | 665 |
| Reversal of impairment losses: | | | |
| - reversal of impairment in value of trade and other receivables | 10 | **(80)** | (71) |
| - reversal of impairment in value of amount owed by joint ventures | | **(147)** | - |
| - reversal of impairment in value of investments | | **-** | (1) |
| | | **(227)** | (72) |
| Rental expense on operating leases | | **561** | 565 |
| Net foreign currency translation gains | | **(1)** | (1) |
| Service contracts and other agreements | | **2,359** | 2,275 |
| Promotion and advertising | | **334** | 349 |
| General and administration | | **902** | 930 |
| Other operating expenses | | **445** | 406 |
| | | **5,047** | 5,117 |
| **Depreciation of property, plant and equipment** | 13 | **3,454** | 3,440 |
| **Amortisation of intangible assets** | | **1,005** | 906 |
| | | **4,459** | 4,346 |
| **Finance costs** | | | |
| Interest on borrowings | 17 | **1,186** | 1,071 |
| Unwinding of discount on liabilities recognised at present value | | **20** | 21 |
| Loss on fair value hedges - effective (b) | | **27** | 26 |
| (Gain)/loss on cash flow hedges - ineffective | | **(6)** | 5 |
| Loss/(gain) on transactions not in a designated hedge relationship/de-designated from fair value hedge relationships (c) | | **125** | (36) |
| Other | | **14** | 16 |
| | | **1,366** | 1,103 |
| Less: interest on borrowings capitalised (d) | | **(104)** | (73) |
| | | **1,262** | 1,030 |
| **Research and development expenses** | | **6** | 9 |

# Notes to the Financial Statements (continued)

## 7. Expenses (continued)

(a) We have recognised an impairment loss of $172 million relating to impairment of goodwill ($121 million) and other intangible assets ($51 million) in Telstra Group financial statements. Refer to note 14 and note 21 for further details regarding impairment.

(b) We use our cross currency and interest rate swaps as fair value hedges to convert our foreign currency borrowings into Australian dollar floating rate borrowings. The $27 million unrealised loss for the current year (2010: loss of $26 million) reflects a partial reversal of previously recognised gains. The following valuation impacts have contributed to the net revaluation loss of $27 million:

- reduction in the number of future interest flows as we approach maturity of the financial instruments;
- movement in base market rates and Telstra's borrowing margin as at 30 June valuation date; and
- discount factor unwinding as borrowings move closer to maturity.

It is important to note that in general, it is our intention to hold our borrowings and associated derivative instruments to maturity. Accordingly, unrealised revaluation gains and losses will be recognised in our finance costs over the life of the financial instrument and will progressively unwind to nil at maturity.

Refer to note 18 for further details regarding our hedging strategies.

(c) A combination of the following factors has resulted in a net unrealised loss of $125 million (2010: gain of $36 million) associated with financial instruments that are either not in a designated hedge relationship or were previously designated in a hedge relationship and no longer qualify for hedge accounting:

- the valuation impacts described at (b) above for fair value hedges;
- the different measurement bases of the borrowings (measured at amortised cost) and the associated derivatives (measured at fair value); and
- a net loss of $21 million for the amortisation impact of unwinding previously recognised unrealised gains on those borrowings that were de-designated from hedge relationships.

Notwithstanding that these borrowings and the related derivative instruments do not satisfy the requirements for hedge accounting, they are in effective economic relationships based on contractual face value amounts and cash flows over the life of the transaction.

(d) Interest on borrowings has been capitalised using a capitalisation rate of 7.33% (2010: 7.25%). We applied the revised accounting standard AASB 123: "Borrowing Costs" prospectively for any new capital expenditure on qualifying assets incurred from 1 July 2009. The $31 million net increase from prior year (reduction in finance costs) is due to the progressive increase in the value of the qualifying asset base for which borrowing costs are capitalised.

# Notes to the Financial Statements (continued)

## 8. Remuneration of auditors

| | Telstra Group Year ended 30 June 2011 $m | 2010 $m |
|---|---|---|
| **Audit fees** | | |
| Ernst & Young has charged the following amounts for auditing and reviewing the financial reports | **8.309** | 8.521 |
| **Other services** | | |
| Other services provided by Ernst & Young in their own right | **7.113** | 1.470 |

### Other services

Other services comprise audit related fees and non-audit services.

Audit related fees charged by Ernst & Young (EY) amounted to $0.396 million (2010: $1.064 million) and are for services that are reasonably related to the performance of the audit or review of our financial statements and other assurance engagements. These services include assurance services over debt raising prospectuses, additional control assessments around our transformation program, various accounting advice and additional audit services arising on the acquisition of newly acquired controlled entities.

Non-audit services of $6.717 million (2010: $0.406 million) comprise the following:

- tax fees charged by EY which mainly relate to tax advisory services, and licence fees and technical services in relation to our tax return software; and
- other services that relate to all additional services performed by EY, other than those disclosed as auditing and reviewing the financial reports, audit related and tax. These services include various reviews and non assurance services across the Group, including a number of projects as part of our strategy around customer acquisition and business simplification which occurred in fiscal 2011. These projects have predominantly contributed to the increase in other services from prior year.

We have processes in place to maintain the independence of the external auditor, including the level of expenditure on non-audit services. EY also has specific internal processes in place to ensure auditor independence.

Fees earned by EY for non-audit services are capped at a maximum of 1.0 times the total audit and audit related fees.

The Audit Committee approves the recurring audit and non-audit fees. The provision of additional audit and non-audit services by EY must be approved by the Chief Financial Officer, the Chairman of the Audit Committee or the Audit Committee if not covered by the Audit Committee pre-approval, subject to confirmation by both management and EY that the provision of these services does not compromise auditor independence. All EY engagements approved by the Chief Financial Officer are reported to the Audit Committee at the next meeting.

# Notes to the Financial Statements (continued)

## 9. Income taxes

| | Telstra Group As at 30 June | |
|---|---|---|
| | **2011 $m** | 2010 $m |
| **Major components of income tax expense** | | |
| Current tax expense | **1,519** | 1,182 |
| Deferred tax resulting from the origination and reversal of temporary differences | **(209)** | 369 |
| (Over)/under provision of tax in prior years | **(3)** | 47 |
| | **1,307** | 1,598 |
| **Notional income tax expense on profit differs from actual income tax expense recorded as follows:** | | |
| Profit before income tax expense | **4,557** | 5,538 |
| Notional income tax expense calculated at the Australian tax rate of 30% | **1,367** | 1,661 |
| Which is adjusted by the tax effect of: | | |
| Effect of different rates of tax on overseas income | **(17)** | (36) |
| Non assessable and non deductible items | **(16)** | 74 |
| Amended assessments | **(24)** | (148) |
| (Over)/under provision of tax in prior years | **(3)** | 47 |
| Income tax expense on profit | **1,307** | 1,598 |
| Income tax recognised directly in other comprehensive income or equity during the year | **19** | (9) |

| | Telstra Group As at 30 June | |
|---|---|---|
| | **2011 $m** | 2010 $m |
| **(Deferred tax liability)/deferred tax asset** | | |
| **Deferred tax items recognised in the income statement (*)** | | |
| Property, plant and equipment | **(1,434)** | (1,686) |
| Intangible assets | **(876)** | (827) |
| Borrowings and derivative financial instruments | **(90)** | (178) |
| Provision for employee entitlements | **252** | 261 |
| Revenue received in advance | **52** | 81 |
| Provision for workers' compensation | **21** | 50 |
| Allowance for doubtful debts | **64** | 67 |
| Defined benefit liability/asset (a) | **138** | 160 |
| Trade and other payables | **135** | 79 |
| Other provisions | **52** | 51 |
| Income tax losses (b) | **46** | 74 |
| Other | **(29)** | (14) |
| | **(1,669)** | (1,882) |
| **Deferred tax items recognised in other comprehensive income or equity (c)** | | |
| Defined benefit liability/asset (a) | **(74)** | (20) |
| Derivative financial instruments | **13** | (22) |
| | **(61)** | (42) |
| **Net deferred tax liability** | **(1,730)** | (1,924) |
| **Our net deferred tax liability is split as follows:** | | |
| Deferred tax assets recognised in the statement of financial position | **-** | 3 |
| Deferred tax liabilities recognised in the statement of financial position | **(1,730)** | (1,927) |
| | **(1,730)** | (1,924) |

(*) This includes the impact of foreign exchange movements in the deferred tax items recognised in the income statement.

# Notes to the Financial Statements (continued)

## 9. Income taxes (continued)

| | Telstra Group As at 30 June 2011 $m | 2010 $m |
|---|---|---|
| **Deferred tax assets not recognised (d)** | | |
| Income tax losses | **55** | 62 |
| Capital tax losses | **172** | 160 |
| Deductible temporary differences | **308** | 464 |
| | **535** | 686 |

(a) Our net deferred tax asset on our defined benefit liability for the Telstra Group is $64 million (2010: $140 million net deferred tax asset).

(b) We have recognised a deferred tax asset for the unused tax losses of our offshore controlled entities to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised. We have prepared a management budget in line with our current knowledge of future events to support our view of sufficient future taxable profits being available to offset our unused tax losses.

(c) When the underlying transactions to which our deferred tax relates are recognised directly in other comprehensive income or equity, the temporary differences associated with these adjustments are also recognised directly in other comprehensive income or equity.

(d) Our deferred tax assets not recognised in the statement of financial position may be used in future years if the following criteria are met:

- our controlled entities have sufficient future taxable profit to enable the income tax losses and temporary differences to be offset against that taxable profit;
- we have sufficient future capital gains to be offset against those capital losses;
- we continue to satisfy the conditions required by tax legislation to be able to use the tax losses; and
- there are no future changes in tax legislation that will adversely affect us in using the benefit of the tax losses.

### Tax consolidation

The Telstra Entity and its Australian resident wholly owned entities previously elected to form a tax consolidated group. As a consequence of the election to enter tax consolidation, the tax consolidated group is treated as a single entity for income tax purposes.

The Telstra Entity, as the head entity in the tax consolidated group, recognises, in addition to its own transactions, the current tax liabilities and the deferred tax assets arising from unused tax losses and tax credits for all entities in the group. However, the Telstra Entity and its Australian resident wholly owned entities account for their own current tax expense and deferred tax amounts.

Upon tax consolidation, the entities within the tax consolidated group entered into a tax sharing agreement. The terms of this agreement specified the methods of allocating any tax liability in the event of default by the Telstra Entity on its group payment obligations and the treatment where a subsidiary member exits the group. The tax liability of the group otherwise remains with the Telstra Entity for tax purposes.

A tax funding arrangement is also in place for entities within the tax consolidated group under which:

- the Telstra Entity compensates its Australian resident wholly owned controlled entities for any current tax receivable assumed;
- the Telstra Entity compensates its Australian resident wholly owned controlled entities for any deferred tax assets relating to unused tax losses and tax credits; and
- Australian resident wholly owned entities compensate the Telstra Entity for any current tax payable assumed.

The funding amounts are based on the amounts recorded in the financial statements of the wholly owned entities.

Amounts receivable of $14 million (2010: $30 million) to the Telstra Entity and amounts payable by the Telstra Entity of $206 million (2010: $231 million) under the tax funding arrangements are due in the next financial year upon final settlement of the current tax payable for the tax consolidated group.

# Notes to the Financial Statements (continued)

## 10. Trade and other receivables

| | | Telstra Group As at 30 June | |
|---|---|---|---|
| | Note | **2011 $m** | 2010 $m |
| **Current** | | | |
| Trade receivables (a) | | **3,341** | 3,182 |
| Allowance for doubtful debts (a) | | **(230)** | (231) |
| | | **3,111** | 2,951 |
| Amounts owed by jointly controlled and associated entities | 29 | **35** | - |
| Finance lease receivable (b) | | **52** | 65 |
| Accrued revenue | | **864** | 895 |
| Bank deposits with maturity greater than 90 days | | **1** | 16 |
| Other receivables | | **74** | 54 |
| | | **991** | 1,030 |
| | | **4,137** | 3,981 |
| **Non current** | | | |
| Trade receivables (a) | | **233** | 80 |
| Amounts owed by jointly controlled and associated entities | 29 | **5** | 219 |
| Allowance for amounts owed by jointly controlled and associated entities | 29 | **(5)** | (182) |
| | | **-** | 37 |
| Finance lease receivable (b) | | **92** | 83 |
| Other receivables | | **15** | 17 |
| | | **107** | 100 |
| | | **340** | 217 |

### (a) Trade receivables and allowance for doubtful debts

The ageing of current and non current trade receivables is detailed below:

| | Telstra Group As at 30 June | | | |
|---|---|---|---|---|
| | **2011** | | 2010 | |
| | **Gross $m** | **Allowance $m** | Gross $m | Allowance $m |
| Not past due | **2,063** | **(24)** | 1,723 | (5) |
| Past due 0 - 30 days | **830** | **(30)** | 817 | (16) |
| Past due 31 - 60 days | **187** | **(20)** | 195 | (17) |
| Past due 61 - 90 days | **96** | **(21)** | 111 | (24) |
| Past due 91 - 120 days | **79** | **(21)** | 93 | (30) |
| Past 120 days | **319** | **(114)** | 323 | (139) |
| | **3,574** | **(230)** | 3,262 | (231) |

The movement in the allowance for doubtful debts in respect of trade receivables is detailed below:

| | Telstra Group Year ended 30 June | |
|---|---|---|
| | **2011 $m** | 2010 $m |
| **Opening balance** | **(231)** | (249) |
| - additional allowance | **(84)** | (78) |
| - addition due to acquisition | **(2)** | - |
| - amounts used | **5** | 19 |
| - amounts reversed | **80** | 71 |
| - foreign currency exchange differences | **2** | 1 |
| - transfer of SouFun's balance to assets held for sale | **-** | 5 |
| **Closing balance** | **(230)** | (231) |

# Notes to the Financial Statements (continued)

## 10. Trade and other receivables (continued)

### (a) Trade receivables and allowance for doubtful debts (continued)

Our policy requires customers to pay us in accordance with agreed payment terms. Depending on the customer segment, our settlement terms are generally 14 to 30 days from date of invoice. All credit and recovery risk associated with trade receivables has been provided for in the statement of financial position.

Our trade receivables include our customer deferred debt and White Pages® directory charges. Our customer deferred debt allows eligible customers the opportunity to repay the cost of their mobile handset, other hardware and approved accessories monthly over 12, 18 or 24 months. The loan is provided interest free to our mobile postpaid customers. Similarly, the White Pages® directory entries can be repaid over 12 months.

Trade receivables have been aged according to their original due date in the above ageing analysis, including where repayment terms for certain long outstanding trade receivables have been renegotiated.

We hold security for a number of trade receivables, including past due or impaired receivables in the form of guarantees, deeds of undertaking, letters of credit and deposits. During fiscal 2011, the securities we called upon were insignificant.

We have used the following basis to assess the allowance loss for trade receivables:

- a statistical approach to apply risk segmentation to the debt, and applying the historical impairment rate to each segment at the end of the reporting period;
- an individual account by account assessment based on past credit history; and
- any prior knowledge of debtor insolvency or other credit risk.

As at 30 June 2011, trade receivables with a carrying amount of $1,305 million (2010: $1,313 million) for the Telstra Group were past due but not impaired.

These trade receivables, along with our trade receivables that are neither past due nor impaired, comprise customers who have a good debt history and are considered recoverable.

### (b) Finance lease receivable

We enter into finance leasing arrangements predominantly for communication assets dedicated to solutions management and outsourcing services that we provide to our customers. The average term of finance leases entered into is between 2 to 5 years (2010: 2 to 5 years).

| | Telstra Group | |
|---|---|---|
| | As at 30 June | |
| | **2011** | 2010 |
| | **$m** | $m |
| **Amounts receivable under finance leases** | | |
| Within 1 year | **59** | 72 |
| Within 1 to 5 years | **99** | 88 |
| After 5 years | **1** | 2 |
| Total minimum lease payments | **159** | 162 |
| Less unearned finance income | **(15)** | (14) |
| Present value of minimum lease payments | **144** | 148 |
| **Included in the financial statements as:** | | |
| Current finance lease receivables | **52** | 65 |
| Non current finance lease receivables | **92** | 83 |
| | **144** | 148 |

The interest rate inherent in the leases is fixed at the contract date for the entire lease term. The average effective interest rate contracted is 7.5% (2010: 7.0%) per annum.

# Notes to the Financial Statements (continued)

## 11. Inventories

| | Telstra Group As at 30 June | |
|---|---|---|
| | **2011 $m** | 2010 $m |
| **Current** | | |
| Finished goods recorded at cost | **169** | 171 |
| Finished goods recorded at net realisable value | **48** | 55 |
| Total finished goods | **217** | 226 |
| Raw materials and stores recorded at cost | **15** | 26 |
| Construction contracts (a) | **51** | 43 |
| | **283** | 295 |
| **Non current** | | |
| Finished goods recorded at net realisable value | **22** | 17 |
| | **22** | 17 |
| **(a) Construction contract disclosures are shown as follows:** | | |
| Contract costs incurred and recognised profits | **353** | 315 |
| Progress billings | **(302)** | (272) |
| | **51** | 43 |

## Notes to the Financial Statements (continued)

# 12. Non current assets held for sale

At 30 June 2011 we were committed to dispose of our 64.4% shareholding in Adstream (Aust) Pty Ltd (Adstream). The disposal was subsequently completed on 21 July 2011. Refer to note 31 for further details. In accordance with AASB 5: "Non-current Assets Held for Sale and Discontinued Operations" the carrying value of assets and liabilities of Adstream have been classified as held for sale as at 30 June 2011.

On 1 December 2009, the shareholders of SouFun decided to commence a process to prepare SouFun for an offer of the shares in that company to the public. At that time, we announced that we intended to sell down our shareholding as part of the process. As at 30 June 2010, the carrying value of assets and liabilities of SouFun were classified as held for sale. On 17 September 2010, we sold our shareholding in SouFun and therefore disposed of the carrying value of assets and liabilities of SouFun, which were classified as held for sale up to the date of disposal. Refer to note 20 for further details on this disposal.

Adstream is included in the Sensis reportable segment and SouFun is included in the All Other segment category in our segment information disclosures in note 5.

| | | Telstra Group | |
|---|---|---|---|
| | | As at 30 June | |
| | | **2011** | 2010 |
| | **Note** | **$m** | $m |
| **Current assets** | | | |
| Cash and cash equivalents | 20 | **7** | 169 |
| Trade and other receivables | | **3** | 45 |
| Inventories | | **-** | 8 |
| Current tax receivables | | **-** | 1 |
| Prepayments | | **-** | 2 |
| Total current assets | | **10** | 225 |
| **Non current assets** | | | |
| Property, plant and equipment | 13 | **1** | 7 |
| Intangible assets | 14 | **29** | 347 |
| Deferred tax assets | | **1** | - |
| Total non current assets | | **31** | 354 |
| **Total assets** | | **41** | 579 |
| **Current liabilities** | | | |
| Trade and other payables | | **2** | 38 |
| Provisions | | **1** | 1 |
| Current tax liabilities | | **1** | 12 |
| Revenue received in advance | | **-** | 33 |
| Total current liabilities | | **4** | 84 |
| **Non current liabilities** | | | |
| Deferred tax liabilities | | **1** | 5 |
| Total non current liabilities | | **1** | 5 |
| **Total liabilities** | | **5** | 89 |
| **Net assets** | | **36** | 490 |

# Notes to the Financial Statements (continued)

## 13. Property, plant and equipment

| | Telstra Group As at 30 June | |
|---|---|---|
| | **2011 $m** | 2010 $m |
| **Land and site improvements** | | |
| At cost | **40** | 41 |
| **Buildings (including leasehold improvements)** | | |
| At cost | **1,040** | 1,013 |
| Accumulated depreciation and impairment | **(541)** | (546) |
| | **499** | 467 |
| **Communication assets (including leasehold improvements)** | | |
| At cost | **56,025** | 53,814 |
| Accumulated depreciation and impairment | **(35,397)** | (32,137) |
| | **20,628** | 21,677 |
| **Communication assets under finance lease** | | |
| At cost | **287** | 624 |
| Accumulated depreciation and impairment | **(272)** | (536) |
| | **15** | 88 |
| **Other plant, equipment and motor vehicles** | | |
| At cost | **1,667** | 1,584 |
| Accumulated depreciation and impairment | **(1,059)** | (963) |
| | **608** | 621 |
| **Equipment under finance lease** | | |
| At cost | **1** | - |
| Accumulated depreciation and impairment | **(1)** | - |
| | **-** | - |
| **Total property, plant and equipment** | | |
| At cost | **59,060** | 57,076 |
| Accumulated depreciation and impairment | **(37,270)** | (34,182) |
| | **21,790** | 22,894 |

# Notes to the Financial Statements (continued)

## 13. Property, plant and equipment (continued)

**Telstra Group**

| | Land and site improve-ments $m | Buildings (a) $m | Comm-unication assets (a)(b) $m | Comm-unication assets under finance lease $m | Other plant, equipment and motor vehicles $m | Equipment under finance lease $m | Total property, plant and equipment (c) $m |
|---|---|---|---|---|---|---|---|
| **Written down value at 1 July 2009** | 29 | 496 | 22,462 | 185 | 723 | - | 23,895 |
| - additions | 14 | 56 | 2,326 | - | 126 | - | 2,522 |
| - acquisitions through business combinations | - | - | - | - | 1 | - | 1 |
| - disposals | (2) | (5) | (8) | - | (3) | - | (18) |
| - disposals through sale of controlled entities | - | - | - | - | (1) | - | (1) |
| - impairment losses | - | (1) | (38) | - | (1) | - | (40) |
| - depreciation expense | - | (73) | (3,104) | (47) | (216) | - | (3,440) |
| - transfer to assets held for sale | - | - | - | - | (7) | - | (7) |
| - net foreign currency exchange differences | - | (6) | (12) | - | (2) | - | (20) |
| - other | - | - | 51 | (50) | 1 | - | 2 |
| **Written down value at 30 June 2010** | 41 | 467 | 21,677 | 88 | 621 | - | 22,894 |
| - additions | **-** | **97** | **2,167** | **-** | **197** | **1** | **2,462** |
| - acquisitions through business combinations | **-** | **-** | **-** | **-** | **38** | **-** | **38** |
| - disposals | **(1)** | **(1)** | **(4)** | **-** | **(2)** | **-** | **(8)** |
| - impairment losses | **-** | **-** | **(36)** | **-** | **(2)** | **-** | **(38)** |
| - depreciation expense | **-** | **(55)** | **(3,155)** | **(9)** | **(234)** | **(1)** | **(3,454)** |
| - transfer to assets held for sale | **-** | **-** | **-** | **-** | **(1)** | **-** | **(1)** |
| - net foreign currency exchange differences | **-** | **(9)** | **(85)** | **-** | **(9)** | **-** | **(103)** |
| - other | **-** | **-** | **64** | **(64)** | **-** | **-** | **-** |
| **Written down value at 30 June 2011** | **40** | **499** | **20,628** | **15** | **608** | **-** | **21,790** |

(a) Includes leasehold improvements.

(b) Includes certain network land and buildings which are essential to the operation of our communication assets.

(c) Includes $72 million of capitalised borrowing costs (2010: $44 million) directly attributable to qualifying assets.

### Work in progress

As at 30 June 2011, the Telstra Group has property, plant and equipment under construction amounting to $1,333 million (2010: $1,293 million). As these assets are not installed and ready for use, there is no depreciation being charged on these amounts.

# Notes to the Financial Statements (continued)

## 14. Intangible assets

| | Telstra Group As at 30 June 2011 $m | 2010 $m |
|---|---|---|
| **Goodwill** | **1,415** | 1,802 |
| **Internally generated intangible assets** | | |
| Software assets developed for internal use (a) | **7,499** | 6,727 |
| Accumulated amortisation and impairment | **(2,843)** | (2,280) |
| | **4,656** | 4,447 |
| **Acquired intangible assets** | | |
| Mastheads | **337** | 337 |
| Accumulated amortisation and impairment | **(135)** | (67) |
| | **202** | 270 |
| Patents and trademarks | **36** | 36 |
| Accumulated amortisation and impairment | **(11)** | (9) |
| | **25** | 27 |
| Licences | **810** | 859 |
| Accumulated amortisation and impairment | **(459)** | (414) |
| | **351** | 445 |
| Customer bases | **643** | 818 |
| Accumulated amortisation and impairment | **(485)** | (546) |
| | **158** | 272 |
| Brand names | **193** | 232 |
| Accumulated amortisation and impairment | **(87)** | (92) |
| | **106** | 140 |
| **Total acquired intangible assets** | **842** | 1,154 |
| **Deferred expenditure** | | |
| Deferred expenditure | **1,494** | 1,626 |
| Accumulated amortisation and impairment | **(780)** | (1,001) |
| | **714** | 625 |
| **Total intangible assets** | | |
| At cost | **12,427** | 12,437 |
| Accumulated amortisation and impairment | **(4,800)** | (4,409) |
| | **7,627** | 8,028 |

# Notes to the Financial Statements (continued)

## 14. Intangible assets (continued)

**Telstra Group**

| | Goodwill $m | Software assets developed $m | Mastheads $m | Patents and trademarks $m | Licences $m | Customer bases $m | Brand names $m | Deferred expenditure (b) (c) $m | Total intangible assets (d) $m |
|---|---|---|---|---|---|---|---|---|---|
| **Written down value at 1 July 2009** | 2,346 | 4,202 | 337 | 26 | 511 | 314 | 175 | 505 | 8,416 |
| - additions | - | 963 | - | 1 | - | - | 2 | 613 | 1,579 |
| - acquisition through business combinations | 58 | 2 | - | 2 | 1 | 19 | 1 | - | 83 |
| - disposals | - | (5) | - | - | - | - | - | - | (5) |
| - disposals through sale of controlled entities | (1) | - | - | (1) | - | - | - | - | (2) |
| - amounts written off | - | - | - | - | - | - | - | (2) | (2) |
| - impairment losses (e) | (168) | (2) | - | - | - | - | - | - | (170) |
| - amortisation expense | - | (708) | (67) | (1) | (60) | (52) | (13) | (491) | (1,392) |
| - net foreign currency exchange differences | (107) | (3) | - | - | (9) | (10) | (7) | - | (136) |
| - transfers to non current assets held for sale | (326) | - | - | - | - | (1) | (20) | - | (347) |
| - other | - | (2) | - | - | 2 | 2 | 2 | - | 4 |
| **Written down value at 30 June 2010** | 1,802 | 4,447 | 270 | 27 | 445 | 272 | 140 | 625 | 8,028 |
| - additions | **-** | **1,050** | **-** | **-** | **2** | **-** | **-** | **665** | **1,717** |
| - acquisition through business combinations | **40** | **1** | **-** | **-** | **-** | **9** | **-** | **-** | **50** |
| - disposals through sale of businesses | **(15)** | **-** | **-** | **-** | **-** | **(11)** | **-** | **-** | **(26)** |
| - impairment losses (e) | **(121)** | **(12)** | **-** | **-** | **-** | **(39)** | **-** | **-** | **(172)** |
| - amortisation expense | **-** | **(819)** | **(68)** | **(2)** | **(60)** | **(42)** | **(12)** | **(576)** | **(1,579)** |
| - net foreign currency exchange differences | **(267)** | **(11)** | **-** | **-** | **(36)** | **(26)** | **(22)** | **-** | **(362)** |
| - transfers to non current assets held for sale | **(24)** | **-** | **-** | **-** | **-** | **(5)** | **-** | **-** | **(29)** |
| **Written down value at 30 June 2011** | **1,415** | **4,656** | **202** | **25** | **351** | **158** | **106** | **714** | **7,627** |

# Notes to the Financial Statements (continued)

## 14. Intangible assets (continued)

(a) As at June 2011, we had software assets under development amounting to $593 million (2010: $392 million). As these assets were not installed and ready for use, there is no amortisation being charged on the amounts.

(b) During fiscal 2005, we entered into an arrangement with our jointly controlled entity, Reach Ltd (Reach), and our co-shareholder PCCW, whereby Reach's international cable capacity was allocated between us and PCCW under an indefeasible right of use (IRU) agreement, including committed capital expenditure for the period until 2022.

The IRU is amortised over the contract periods for the capacity on the various international cable systems, which range from 5 to 22 years. The IRU is deemed to be an extension of our investment in Reach. The IRU has a carrying value of nil in the consolidated financial statements due to the recognition of equity accounted losses in Reach.

(c) The majority of the deferred expenditure relates to the deferral of basic access installation costs, which are amortised to goods and services purchased in the income statement. In addition, the deferred expenditure also includes direct incremental costs of establishing a customer contract.

(d) Includes $32 million (2010: $29 million) of capitalised borrowing costs directly attributable to qualifying assets.

(e) We have recognised an impairment charge of $160 million against goodwill ($121 million) and customer bases ($39 million) for the Octave and LMobile Group CGUs (2010: $168 million impairment of goodwill in CSL New World). Refer to note 21 for further details regarding these impairments.

# Notes to the Financial Statements (continued)

## 15. Trade and other payables

| | Telstra Group As at 30 June | |
|---|---|---|
| | **2011** **$m** | 2010 $m |
| **Current** | | |
| Trade creditors (a) | **970** | 840 |
| Accrued expenses | **1,751** | 1,586 |
| Accrued capital expenditure | **583** | 600 |
| Accrued interest | **365** | 325 |
| Deferred consideration for capital expenditure | **48** | 53 |
| Other creditors (a) | **376** | 439 |
| | **4,093** | 3,843 |
| **Non current** | | |
| Deferred consideration for capital expenditure | **123** | 185 |
| Other creditors | **54** | 63 |
| | **177** | 248 |

(a) Trade creditors and other creditors are non interest bearing liabilities. We generally process trade creditor payments once they have reached 30 days for electronic funds transfer payments, or 30 days from the end of the month of invoice for other payments.

# Notes to the Financial Statements (continued)

## 16. Provisions

| | Telstra Group As at 30 June 2011 $m | 2010 $m |
|---|---|---|
| **Current** | | |
| Employee benefits (a) | **302** | 296 |
| Workers' compensation (b) | **25** | 27 |
| Other (b) | **67** | 66 |
| | **394** | 389 |
| **Non current** | | |
| Employee benefits (a) | **539** | 549 |
| Workers' compensation (b) | **127** | 138 |
| Other (b) | **30** | 40 |
| | **696** | 727 |
| **(a) Aggregate employee benefits** | | |
| Current provision for employee benefits | **302** | 296 |
| Non current provision for employee benefits | **539** | 549 |
| Accrued labour and on-costs (i) | **376** | 322 |
| | **1,217** | 1,167 |

(i) Accrued labour and related on-costs are included within our current trade and other payables (refer to note 15).

Provision for employee benefits consist of amounts for annual leave and long service leave accrued by employees.

Non current employee benefits for long service leave are measured at their present value. The following assumptions were adopted in measuring this amount:

| | Telstra Group As at 30 June 2011 | 2010 |
|---|---|---|
| Weighted average projected increase in salaries, wages and associated on-costs | **4.75%** | 4.75% |
| Discount rates | **5.2%** | 5.1% |

# Notes to the Financial Statements (continued)

## 16. Provisions (continued)

### (b) Movement in provisions, other than employee benefits

| | Telstra Group Year ended 30 June 2011 $m | 2010 $m |
|---|---|---|
| **Workers' compensation (i)** | | |
| **Opening balance** | **165** | 169 |
| - additional provisions | **7** | 12 |
| - amount used | **(27)** | (24) |
| - unwinding of discount on liabilities recognised at present value | **8** | 7 |
| - effect of any change in the discount rate | **(1)** | (1) |
| - reversal of amounts unused | **-** | (1) |
| - other | **-** | 3 |
| **Closing balance** | **152** | 165 |
| **Restructuring** | | |
| **Opening balance** | **-** | 49 |
| - amount used | **-** | (33) |
| - unwinding of discount on liabilities recognised at present value | **-** | 1 |
| - reversal of amounts unused | **-** | (17) |
| **Closing balance** | **-** | - |
| **Redundancy** | | |
| **Opening balance** | **-** | 4 |
| - additional provisions | **-** | 4 |
| - amount used | **-** | (5) |
| - reversal of amounts unused | **-** | (3) |
| | - | - |
| **Other (ii)** | | |
| **Opening balance** | **106** | 171 |
| - additional provisions | **54** | 55 |
| - amount used | **(60)** | (80) |
| - effect of any change on discount rate | **1** | - |
| - reversal of amounts unused | **(1)** | (36) |
| - foreign currency exchange differences | **(4)** | (5) |
| - transfer to non current assets held for sale | **-** | (1) |
| - other | **1** | 2 |
| **Closing balance** | **97** | 106 |

(i) Workers' compensation

We self insure for our workers' compensation liabilities. We provide for our obligations through an assessment of accidents and estimated claims incurred. The provision is based on a semi-annual actuarial review of our workers' compensation liability. Actual compensation paid may vary where accidents and claims incurred vary from those estimated. The timing of these payments may vary, however the average time payments are expected for is 9 years (2010: 9 years).

Certain controlled entities do not self insure, but pay annual premiums to third party insurance companies for their workers' compensation.

(ii) Other

Other provisions include provision for lease incentives, provision for restoration costs, provision for onerous leases and other provisions.

# Notes to the Financial Statements (continued)

## 17. Capital management and financial instruments

This note provides information on our capital structure and our underlying economic positions as represented by the carrying values, fair values and contractual face values of our financial instruments.

Section (a) includes details on our gearing.

Section (b) sets out the carrying values, fair values and contractual face values of our financial instruments. The amounts provided in this section are prior to netting offsetting risk positions.

Section (c) provides information on our net debt position based on contractual face values and after netting offsetting risks. We consider this view of net debt based on our net contractual obligations to be useful additional information to investors on our underlying economic position, as it portrays our residual risks after hedging and excludes the effect of fair value measurements. This is relevant on the basis that we generally hold our borrowings and associated derivatives to maturity and hence revaluation gains and losses will generally not be realised.

Section (d) includes a reconciliation of movements in gross and net debt positions.

Section (e) includes details on our interest expense and interest rate yields.

Section (f) provides further details on our derivative financial instruments.

Section (g) provides information on the method for estimating fair value of our financial instruments.

Details regarding interest rate, foreign exchange and liquidity risk are disclosed in note 18.

### (a) Capital management

Our objectives when managing capital are to safeguard our ability to continue as a going concern, continue to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, we may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

During 2011, we paid dividends of $3,475 million (2010: $3,474 million). Refer to note 4 for further details.

#### Agreement with lenders

During the current and prior years there were no defaults or breaches on any of our agreements with our lenders.

#### Gearing and net debt

We monitor capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total interest bearing financial assets (excluding finance lease receivables) and financial liabilities, including derivative financial instruments, less cash and cash equivalents. Total capital is calculated as equity, as shown in the statement of financial position, plus net debt.

During fiscal 2011 we reduced our target range for the net debt gearing ratio from 55 to 75 per cent to 50 to 70 per cent in light of market and business considerations. The gearing ratios and carrying value of our net debt are shown in Table A below:

| **Table A** | | **Telstra Group** | |
|---|---|---|---|
| | | **As at 30 June** | |
| | | **2011** | 2010 |
| | **Note** | **$m** | $m |
| **Current** | | | |
| **Short term debt** | | | |
| Promissory notes | | **508** | 274 |
| | | **508** | 274 |
| **Long term debt-current portion** | | | |
| Telstra bonds | | **439** | - |
| Offshore loans (i) | | **998** | 2,223 |
| Finance leases | 22 | **45** | 43 |
| | | **1,482** | 2,266 |
| | | **1,990** | 2,540 |
| **Non current** | | | |
| **Long term debt** | | | |
| Telstra bonds and domestic loans (ii) | | **3,515** | 3,587 |
| Offshore loans (i) | | **8,569** | 8,697 |
| Finance leases | 22 | **94** | 86 |
| | | **12,178** | 12,370 |
| | | **14,168** | 14,910 |
| Short term debt | | **508** | 274 |
| Long term debt (including current portion) | | **13,660** | 14,636 |
| **Total debt** | | **14,168** | 14,910 |
| Net derivative financial liability | 17(f) | **2,065** | 1,137 |
| Bank deposits with maturity greater than 90 days | 10 | **(1)** | (16) |
| **Gross debt** | | **16,232** | 16,031 |
| Cash and cash equivalents | 20 | **(2,637)** | (2,105) |
| **Net debt** | | **13,595** | 13,926 |
| **Total equity** | | **12,292** | 13,008 |
| **Total capital** | | **25,887** | 26,934 |
| | | **%** | % |
| **Gearing ratio** | | **52.5** | 51.7 |

# Notes to the Financial Statements (continued)

## 17. Capital management and financial instruments (continued)

### (a) Capital management (continued)

#### Gearing and net debt (continued)

Net debt included in the table above is based on the carrying values of our financial instruments which are provided in Table C in the following section (b). For interest bearing financial instruments we adopt a 'clean price' whereby the reported balance of our derivative instruments and borrowings excludes accrued interest. Accrued interest is recorded in current 'trade and other receivables' and current 'trade and other payables' in the statement of financial position.

Our borrowings are unsecured, except for finance leases which are secured, as the rights to the leased asset transfer to the lessor in the event of a default by us. We have no assets pledged as security for our borrowings. All our borrowings are interest bearing, except for some loans from wholly owned controlled entities. Details of interest rates and maturity profiles are included in note 18.

We are not subject to any externally imposed capital requirements.

(i) Offshore loans

Offshore loans comprise debt raised overseas. Our policy is to swap foreign currency borrowings into Australian dollars, except for a small proportion of foreign currency borrowings/cross currency swaps used to hedge translation foreign exchange risk associated with our offshore investments, and some cash balances/finance leases held in foreign currencies by our foreign controlled entities. The carrying amounts of offshore loans are denominated in the following currencies.

| TABLE B | Telstra Group | |
|---|---|---|
| | As at 30 June | |
| | **2011** | 2010 |
| | **$m** | $m |
| Australian dollar | **249** | 249 |
| Euro | **5,242** | 7,064 |
| United States dollar | **2,280** | 1,697 |
| British pound sterling | **299** | 352 |
| Japanese yen | **558** | 610 |
| New Zealand dollar | **272** | 286 |
| Swiss francs | **627** | 613 |
| Hong Kong dollar | **40** | 49 |
| | **9,567** | 10,920 |

(ii) Telstra bonds and domestic loans

Telstra bonds currently on issue relate to wholesale investors and mature up until the year 2020. During fiscal 2011 no Telstra bonds matured (2010: nil). During fiscal 2011 domestic loans totalling $363 million were entered into with terms of 8 to 10 years (2010: $148 million with a term of 10 years). During fiscal 2011, there were no domestic loan repayments (2010: $1,350 million).

# Notes to the Financial Statements (continued)

## 17. Capital management and financial instruments (continued)

### (b) Financial instruments

The carrying amounts, fair values and face values of each category of our financial instruments are shown in Table C. The amounts disclosed are prior to netting offsetting risk positions of financial instruments in a hedge relationship.

We also have potential financial liabilities not included in the tables below which may arise from certain contingencies disclosed in note 23 and note 30.

| Table C | Telstra Group As at 30 June 2011 | | | Telstra Group As at 30 June 2010 | | |
|---|---|---|---|---|---|---|
| | Carrying amount | Fair value | Face value | Carrying amount | Fair value | Face value |
| | Receivable/(Payable) | | | Receivable/(Payable) | | |
| | $m | $m | $m | $m | $m | $m |
| **Financial instruments included in net debt** | | | | | | |
| Cash at bank and on hand | **363** | **363** | **363** | 543 | 543 | 543 |
| **Available for sale - at fair value** | | | | | | |
| Bank deposits, bills of exchange and promissory notes (i) | **2,275** | **2,275** | **2,304** | 1,578 | 1,578 | 1,594 |
| **In designated hedge relationships - at fair value** | | | | | | |
| Net cross currency swap liability - hedging instrument | **(1,502)** | **(1,502)** | **(1,468)** | (1,159) | (1,159) | (1,243) |
| Net interest rate swap (liability)/asset - hedging instrument | **(18)** | **(18)** | **-** | 190 | 190 | - |
| Net forward contract (liability)/asset - hedging instrument | **(31)** | **(31)** | **(42)** | 3 | 3 | (13) |
| Promissory notes - hedged item (ii) | **(279)** | **(279)** | **(279)** | (69) | (69) | (69) |
| Offshore loans - hedged item (ii) | **(1,423)** | **(1,423)** | **(1,451)** | (2,562) | (2,572) | (2,514) |
| **In designated hedge relationships - at amortised cost** | | | | | | |
| Offshore loans - hedged item | **(5,519)** | **(5,675)** | **(5,557)** | (6,146) | (6,489) | (6,178) |
| Telstra bonds and domestic loans - hedged item | **(274)** | **(266)** | **(275)** | (274) | (261) | (275) |
| Promissory notes - hedging instrument | **(194)** | **(195)** | **(196)** | (205) | (205) | (206) |
| Offshore loans - hedging instrument | **(272)** | **(288)** | **(274)** | (285) | (298) | (288) |
| **Not in designated hedge relationship - at fair value** | | | | | | |
| Net forward contract asset | **5** | **5** | **3** | 17 | 17 | 12 |
| Net cross currency swap liability | **(587)** | **(587)** | **(610)** | (325) | (325) | (382) |
| Net interest rate swap asset | **68** | **68** | **-** | 137 | 137 | - |
| **De-designated from hedge relationship - at amortised cost** | | | | | | |
| Offshore loans | **(1,680)** | **(1,818)** | **(1,772)** | (1,214) | (1,413) | (1,329) |
| **Other financial liabilities - at amortised cost** | | | | | | |
| Finance lease payable | **(139)** | **(139)** | **(165)** | (129) | (129) | (159) |
| Promissory notes | **(35)** | **(35)** | **(35)** | - | - | - |
| Offshore loans | **(673)** | **(714)** | **(675)** | (713) | (788) | (716) |
| Telstra bonds and domestic loans | **(3,680)** | **(3,714)** | **(3,699)** | (3,313) | (3,321) | (3,334) |
| **Telstra Group net debt** | **(13,595)** | **(13,973)** | **(13,828)** | (13,926) | (14,561) | (14,557) |
| **Other financial instruments** | | | | | | |
| **Loans and receivables at amortised cost** | | | | | | |
| Finance lease receivable | **144** | **144** | **159** | 148 | 148 | 163 |
| Trade/other receivables and accrued revenue | **4,297** | **4,297** | **4,527** | 3,996 | 3,996 | 4,227 |
| Amounts owed by jointly controlled and associated entities | **35** | **35** | **40** | 37 | 37 | 219 |
| **Financial liabilities at amortised cost** | | | | | | |
| Trade/other creditors and accrued expenses | **(4,099)** | **(4,099)** | **(4,099)** | (3,853) | (3,853) | (3,853) |
| Deferred consideration for capital expenditure | **(171)** | **(171)** | **(239)** | (238) | (238) | (349) |
| **Net financial liabilities** | **(13,389)** | **(13,767)** | **(13,440)** | (13,836) | (14,471) | (14,150) |
| | | | | | | |
| Total financial assets | **7,187** | **7,187** | **7,396** | 6,649 | 6,649 | 6,758 |
| Total financial liabilities | **(20,576)** | **(20,954)** | **(20,836)** | (20,485) | (21,120) | (20,908) |
| **Net financial liabilities** | **(13,389)** | **(13,767)** | **(13,440)** | (13,836) | (14,471) | (14,150) |

(i) For financial assets and financial liabilities with a short-term to maturity, the carrying amount is considered to approximate fair value.

(ii) These borrowings are in fair value hedges. The carrying amount of our borrowings in fair value hedges is adjusted for fair value movements attributable to the hedged risk.

# Notes to the Financial Statements (continued)

## 17. Capital management and financial instruments (continued)

### (b) Financial instruments (continued)

As shown in Table C, the carrying amount of net debt is lower than that based on contractual face values. This is primarily due to the impact of revaluation gains on our debt portfolio as a result of having locked in lower debt margins on our borrowings as compared to market rates applicable as at 30 June.

### (c) Net position on a contractual face value basis

The amounts disclosed in Table D represent the net contractual face values of our financial instruments on a post hedge basis.

**Table D**

| | | | Telstra Group As at 30 June Face value | |
|---|---|---|---|---|
| | | | **2011** | 2010 |
| | | **Currency** | **$m** | $m |
| Interest bearing financial assets included in net debt | | | | |
| Cash and cash equivalents | Floating | Australian dollar | **2,278** | 1,602 |
| Cash and cash equivalents held in foreign currencies | Floating | Various | **239** | 442 |
| Bank deposits with maturity greater than 90 days | Floating | Australian dollar | **1** | - |
| Bank deposits with maturity greater than 90 days | Floating | Foreign | **-** | 16 |
| | | | **2,518** | 2,060 |
| Interest bearing financial liabilities included in net debt | | | | |
| Cross currency and interest rate swap liability (i) | Fixed | Australian dollar | **(6,169)** | (6,059) |
| Borrowings | Fixed | Australian dollar | **(2,392)** | (2,016) |
| Borrowings (ii) | Fixed | Foreign | **(229)** | (328) |
| Borrowings (ii) | Floating | Foreign | **(77)** | - |
| Cross currency and interest rate swap liability (i) | Floating | Australian dollar | **(5,256)** | (5,945) |
| Borrowings | Floating | Australian dollar | **(1,475)** | (1,435) |
| Forward contract liability - net (iii) | Floating | Australian dollar | **(318)** | (72) |
| Cross currency and interest rate swap liability | Floating | Foreign | **(383)** | (633) |
| Borrowings (iv) | Floating | Foreign | **(196)** | (206) |
| | | | **(16,495)** | (16,694) |
| Net interest bearing debt | | | **(13,977)** | (14,634) |
| Non-interest bearing cash included in net debt | | Various | **149** | 77 |
| **Net debt - based on contractual face values** | | | **(13,828)** | (14,557) |

(i) These amounts represent the end hedge position as described in our hedge relationships in note 18 Table H.

(ii) Includes offshore loans of $274 million (2010: $288 million) used to hedge our investment in TelstraClear Limited as described in note 18 Table K. The balance also includes $32 million (2010: $40 million) relating to finance leases.

(iii) Includes final pay legs $1,029 million (2010: $1,211 million) as described in note 18 Table J. The balance also includes receive legs relating to hedges of forecast purchases, trade and other non interest bearing liabilities of $711 million (2010: $1,139 million).

(iv) Comprises promissory notes used to hedge our investment in TelstraClear Limited as described in note 18 Table K.

The above table represents our economic residual position after netting offsetting risks of our derivative and non-derivative financial instruments in a hedge relationship.

Accordingly, consistent with our policy to swap foreign currency borrowings into Australian dollars, only our Australian dollar end positions are included in the table above, except for a small proportion of foreign currency borrowings/cross currency swaps used to hedge translation foreign exchange risk associated with our offshore investments, and some cash balances/finance leases held in foreign currencies by our foreign controlled entities. These foreign currency amounts are reported in Australian dollars based on the applicable exchange rate as at 30 June.

Total net debt in Table D agrees to the face value of our financial instruments included in net debt in Table C. The face values differ from the statement of financial position carrying amounts. The carrying amounts reflect a part of our borrowing portfolio at fair value with the remaining part at amortised cost, whereas the face values represent the undiscounted contractual liability at maturity date.

# Notes to the Financial Statements (continued)

## 17. Capital management and financial instruments (continued)

### (d) Movements in Net Debt

The decrease in the carrying amount (including net cash movements) of our net debt during the year of $331 million for the Telstra Group (30 June 2010: decrease of $1,729 million) is represented by the movements shown in Table E below:

| Table E | Telstra Group Year ended 30 June 2011 $m | 2010 $m |
|---|---|---|
| New offshore and domestic loans | **(2,086)** | (1,777) |
| Net short term borrowings/(maturities) and bank deposits greater than 90 days | **(254)** | 28 |
| Repayment of offshore and domestic loans | **2,536** | 2,648 |
| Finance lease repayments | **61** | 55 |
| **Net cash outflow** | **257** | 954 |
| Non-cash movements in gross debt before tax | | |
| Revaluation (losses)/gains affecting cash flow hedging reserve | **(244)** | 92 |
| Revaluation gains affecting foreign currency translation hedging reserve | **32** | 36 |
| Revaluation (losses)/gains affecting other expenses in the income statement | **(21)** | 17 |
| Revaluation losses affecting finance costs in the income statement (i) | **(153)** | (6) |
| Finance lease additions | **(72)** | (88) |
| | **(458)** | 51 |
| **Total (increase)/decrease in gross debt** | **(201)** | 1,005 |
| Net increase in cash and cash equivalents (including foreign currency exchange differences) | **532** | 724 |
| **Total decrease in net debt** | **331** | 1,729 |

(i) The net revaluation loss of $153 million affecting finance costs includes a loss of $27 million from fair value hedges (2010: loss of $26 million) and a loss of $125 million (2010: gain of $36 million) from transactions either not designated or de-designated from fair value hedge relationships (refer to note 7 for further detail). Also included in this net loss is $1 million (2010: $16 million) comprising amortisation of discounts (recorded in interest on borrowings) and other adjustments.

We have issued the following long term debt during the year for refinancing purposes:

- $708 million Euro bond in October 2010, matures 15 March 2021;
- $354 million domestic bond in November 2010 ($201 million) and May 2011 ($153 million), matures 15 July 2020;
- $60 million Japanese Yen private placement in December 2010, matures 9 December 2020;
- $955 million United States dollar bond in April 2011, matures 12 October 2021; and
- $9 million other domestic loan in June 2011, matures 30 July 2018.

Our unsecured promissory notes are used principally to support working capital and short term liquidity, as well as hedging certain offshore investments. Our short term unsecured promissory notes will continue to be supported by liquid financial assets and ongoing credit standby lines.

The following long term debt funding was repaid during the year:

- $2,488 million Euro bond, matured on 29 June 2011; and
- $48 million Japanese Yen private placement, matured on 13 September 2010.

Long term debt that will mature during fiscal 2012 totals $2,023 million. This represents the contractual face value amount after hedging which is different from the statement of financial position carrying amount for current borrowings ($1,437 million excluding promissory notes and finance leases). The carrying amount of $1,437 million reflects the amount of our borrowings due to mature during fiscal 2012 prior to netting offsetting risk positions of associated derivative instruments hedging these borrowings. This carrying amount reflects a mixed measurement basis with part of the borrowing portfolio recorded at fair value and the remaining part at amortised cost which is compliant with the requirements under Australian Accounting Standards.

Consistent with our hedging policy to swap foreign currency borrowings into Australian dollars (except for a small proportion of foreign currency borrowings used to hedge translation foreign exchange risk) the majority of these borrowings were swapped into Australian dollars at inception of the borrowing through to maturity through the use of cross currency and interest rate swaps, creating synthetic Australian dollar obligations. These post hedge obligations are reflected in our total contractual Australian dollar liability at maturity of $2,023 million.

# Notes to the Financial Statements (continued)

## 17. Capital management and financial instruments (continued)

### (e) Interest and yields

The net interest on borrowings is shown in Table F below. Where applicable, finance costs are assigned to categories on the basis of the hedged item.

| Table F | Telstra Group | |
|---|---|---|
| | As at 30 June | |
| | **2011** | 2010 |
| | **$m** | $m |
| **Interest on borrowings (i)** | | |
| Financial instruments in hedge relationships | | |
| Domestic loans in cash flow hedges (ii) | **19** | 19 |
| Offshore loans in cash flow hedges (ii) | **545** | 422 |
| Offshore loans in fair value hedges (ii) | **175** | 205 |
| Promissory notes in fair value hedges (ii) | **4** | 3 |
| Derivatives and borrowings hedging net foreign investments | **1** | (1) |
| Available for sale | | |
| Promissory notes | **3** | - |
| Other financial instruments | | |
| Offshore loans not in a hedge relationship or de-designated from fair value hedge relationships (ii) | **194** | 152 |
| Telstra bonds and domestic loans | **225** | 254 |
| Other | **8** | 5 |
| Finance leases | **12** | 12 |
| | **1,186** | 1,071 |
| **Finance income on net debt** | | |
| Cash and cash equivalents | **117** | 57 |
| **Net interest on net debt** | **1,069** | 1,014 |

(i) The interest expense as shown in Table F above is categorised based on the classification of financial instruments applicable as at 30 June.

(ii) Interest expense is a net amount after offsetting interest income and interest expense on associated derivative instruments.

The year-on-year increase in net interest on borrowings principally arises from an increase in the average yield on average net debt. The average yield on average net debt during the current year was 7.22% (2010: 6.42%) for the Telstra Group. Reflected in the increase in yield is an increase in short term market base interest rates in the current year compared to the prior year, resulting in higher costs on the floating rate debt component of our debt portfolio and higher refinancing yields. The impact of higher interest rates has been partly offset by a year-on-year reduction in the volume of average net debt.

During the year, new policy settings were implemented to raise the minimum level of liquidity and to pre-fund major payments earlier. This higher liquidity contributes to higher interest costs as borrowing yields (to maintain higher liquidity) exceed investment yields.

# Notes to the Financial Statements (continued)

## 17. Capital management and financial instruments (continued)

### (f) Derivative financial instruments

All our derivatives are in designated hedge relationships which satisfy the requirements for hedge accounting, except for a number of derivatives classified as held for trading which are in economic relationships but not in a designated hedge relationship for hedge accounting purposes. Refer to note 18 for details on hedging relationships.

Derivative financial instruments for the Telstra Group as at 30 June are shown in Table G and Table H below. For these derivative instruments the fair value equates to the carrying amounts in the statement of financial position which differs from the face values which are also provided in other tables within this note.

**Table G**

| | **Telstra Group** | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | **As at 30 June 2011** | | | | | | | | |
| | **Cross currency swaps** | | **Interest rate swaps** | | **Forward contracts** | | **Total** | **Total** | **Total** |
| | **Asset $m** | **Liability $m** | **Asset $m** | **Liability $m** | **Asset $m** | **Liability $m** | **Asset $m** | **Liability $m** | **Net $m** |
| **Current** | | | | | | | | | |
| Fair value hedge . . . . . . . | **-** | **(261)** | **8** | **-** | **-** | **(4)** | **8** | **(265)** | **(257)** |
| Cash flow hedge (i) . . . . . | **-** | **(336)** | **11** | **(8)** | **1** | **(17)** | **12** | **(361)** | **(349)** |
| Hedge of net investment in foreign operation . . . . . . | **59** | **-** | **-** | **-** | **-** | **-** | **59** | **-** | **59** |
| Held for trading (ii) . . . . . | **-** | **-** | **-** | **-** | **4** | **(8)** | **4** | **(8)** | **(4)** |
| | **59** | **(597)** | **19** | **(8)** | **5** | **(29)** | **83** | **(634)** | **(551)** |
| **Non current** | | | | | | | | | |
| Fair value hedge . . . . . . . | **13** | **(51)** | **8** | **(40)** | **-** | **-** | **21** | **(91)** | **(70)** |
| Cash flow hedge (i) . . . . . | **10** | **(946)** | **176** | **(173)** | **-** | **-** | **186** | **(1,119)** | **(933)** |
| Hedge of net investment in foreign operation . . . . . . | **10** | **-** | **-** | **-** | **-** | **-** | **10** | **-** | **10** |
| Held for trading (ii) . . . . . | **-** | **(587)** | **68** | **-** | **-** | **(2)** | **68** | **(589)** | **(521)** |
| | **33** | **(1,584)** | **252** | **(213)** | **-** | **(2)** | **285** | **(1,799)** | **(1,514)** |
| | **92** | **(2,181)** | **271** | **(221)** | **5** | **(31)** | **368** | **(2,433)** | **(2,065)** |

**Table H**

| | Telstra Group | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | As at 30 June 2010 | | | | | | | | |
| | Cross currency swaps | | Interest rate swaps | | Forward contracts | | Total | Total | Total |
| | Asset $m | Liability $m | Asset $m | Liability $m | Asset $m | Liability $m | Asset $m | Liability $m | Net $m |
| **Current** | | | | | | | | | |
| Fair value hedge . . . . . . . | - | (150) | 36 | - | 1 | - | 37 | (150) | (113) |
| Cash flow hedge (i) . . . . . | - | (203) | 52 | (21) | 6 | (4) | 58 | (228) | (170) |
| Hedge of net investment in foreign operation . . . . . . | 59 | (4) | - | - | - | - | 59 | (4) | 55 |
| Held for trading (ii) . . . . . | - | - | - | - | 19 | (2) | 19 | (2) | 17 |
| | 59 | (357) | 88 | (21) | 26 | (6) | 173 | (384) | (211) |
| **Non current** | | | | | | | | | |
| Fair value hedge . . . . . . . | 98 | (169) | 35 | - | - | - | 133 | (169) | (36) |
| Cash flow hedge (i) . . . . . | 19 | (806) | 299 | (211) | - | - | 318 | (1,017) | (699) |
| Hedge of net investment in foreign operation . . . . . . | 3 | (6) | - | - | - | - | 3 | (6) | (3) |
| Held for trading (ii) . . . . . | 1 | (326) | 137 | - | - | - | 138 | (326) | (188) |
| | 121 | (1,307) | 471 | (211) | - | - | 592 | (1,518) | (926) |
| | 180 | (1,664) | 559 | (232) | 26 | (6) | 765 | (1,902) | (1,137) |

# Notes to the Financial Statements (continued)

## 17. Capital management and financial instruments (continued)

### (f) Derivative financial instruments (continued)

(i) Gains or losses recognised in the cash flow hedging reserve on cross currency swap and interest rate swap contracts will be continuously released to the income statement until the underlying borrowings are repaid. Gains or losses recognised in the cash flow hedging reserve on forward exchange contracts will be released to the income statement when the underlying forecast transaction occurs and affects profit or loss. However, where the underlying forecast transaction is a purchase of a non financial asset (for example property, plant and equipment) the gain or loss in the cash flow hedging reserve will be transferred and included in the measurement of the initial cost of the asset at the date the asset is recognised.

(ii) Derivatives which are classified as held for trading are in economic relationships but are not in a designated hedge relationship for hedge accounting purposes. These derivatives include cross currency and interest rate swaps associated with a long term Euro bond issue not in a designated hedge relationship and with a number of offshore borrowings denominated in United States dollars, Euro and British pounds sterling which were in fair value hedges and were de-designated from the hedge relationship for hedge accounting purposes as they did not meet requirements for hedge effectiveness. Notwithstanding that these held for trading derivatives do not satisfy the requirements for hedge accounting, these relationships are in effective economic relationships based on contractual amounts and cash flows over the life of the transaction. Also included in held for trading derivatives are forward contracts economically hedging trade creditors and other liabilities denominated in a foreign currency.

### (g) Fair Value Hierarchy

We use various methods in estimating the fair value of our financial instruments. The methods comprise:

- Level 1: the fair value is calculated using quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: the fair value is estimated using inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
- Level 3: the fair value is estimated using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety has been determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. An unobservable valuation input is considered significant if stressing the unobservable input to the valuation model would result in a greater than 10% change in the overall fair value of the instrument.

The fair value of the financial instruments and the classification within the fair value hierarchy are summarised in Tables I and J below, followed by a description of the methods used to estimate the fair value.

**Table I**

| | **Telstra Group** | | | |
|---|---|---|---|---|
| | **As at 30 June 2011** | | | |
| | **Level 1 $m** | **Level 2 $m** | **Level 3 $m** | **Total $m** |
| **Available for sale** | | | | |
| **Investments - other** | | | | |
| Quoted securities . . . | **1** | **-** | **-** | **1** |
| **Derivative assets** | | | | |
| Cross currency swaps . | **-** | **92** | **-** | **92** |
| Interest rate swaps . . | **-** | **271** | **-** | **271** |
| Forward contracts . . . | **-** | **5** | **-** | **5** |
| | **1** | **368** | **-** | **369** |
| **Derivative liabilities** | | | | |
| Cross currency swaps . | **-** | **(2,181)** | **-** | **(2,181)** |
| Interest rate swaps . . | **-** | **(221)** | **-** | **(221)** |
| Forward contracts . . . | **-** | **(31)** | **-** | **(31)** |
| | **-** | **(2,433)** | **-** | **(2,433)** |
| | **1** | **(2,065)** | **-** | **(2,064)** |

**Table J**

| | Telstra Group | | | |
|---|---|---|---|---|
| | As at 30 June 2010 | | | |
| | Level 1 $m | Level 2 $m | Level 3 $m | Total $m |
| **Available for sale** | | | | |
| **Investments - other** | | | | |
| Quoted securities . . . | 1 | - | - | 1 |
| **Derivative assets** | | | | |
| Cross currency swaps . | - | 180 | - | 180 |
| Interest rate swaps . . | - | 559 | - | 559 |
| Forward contracts . . . | - | 26 | - | 26 |
| | 1 | 765 | - | 766 |
| **Derivative liabilities** | | | | |
| Cross currency swaps . | - | (1,664) | - | (1,664) |
| Interest rate swaps . . | - | (232) | - | (232) |
| Forward contracts . . . | - | (6) | - | (6) |
| | - | (1,902) | - | (1,902) |
| | 1 | (1,137) | - | (1,136) |

# Notes to the Financial Statements (continued)

## 17. Capital management and financial instruments (continued)

### (g) Fair Value Hierarchy (continued)

#### Cross currency and interest rate swaps

The net fair values of our cross currency and interest rate swaps are determined using valuation techniques which utilise data from observable and unobservable market data. Assumptions are based on market conditions existing at each reporting date. The fair value is calculated as the present value of the estimated future cash flows using an appropriate market based yield curve, which is independently derived and representative of Telstra's cost of borrowing. In particular, the following inputs are used to derive yield curves used in the calculation of fair value of our derivatives:

- base curves which are readily available market data and quoted for all major currencies; and
- pricing data reflecting Telstra's borrowing margins obtained from selected market participants with whom Telstra has or would transact in capital markets. We generally use the mid point of the pricing data range in calculating the yield curve. This pricing data used to estimate Telstra's borrowing margins is not observable, however sensitivity analysis on changes to this input, by using the maximum point in the pricing range, does not result in a significant change to the fair value of our cross currency and interest rate swaps.

We have therefore classified these derivatives based on the observable market inputs (Level 2).

#### Forward contracts

The fair value of our forward exchange contracts is calculated by reference to forward exchange market rates at reporting date for contracts with similar maturity profiles. These market rates are observable and therefore these derivatives have been classified as Level 2.

# Notes to the Financial Statements (continued)

## 18. Financial risk management

We undertake transactions using a range of financial instruments including:

- cash assets;
- receivables;
- payables;
- deposits;
- bills of exchange and promissory notes;
- listed investments and investments in other corporations;
- various forms of borrowings, including medium term notes, promissory notes, bank loans and private placements; and
- derivatives.

Our activities result in exposure to operational risk and a number of financial risks, including market risk (interest rate risk and foreign currency risk), credit risk and liquidity risk.

Our overall risk management program seeks to mitigate these risks and reduce volatility on our financial performance and support the delivery of our financial targets. We manage our risks with a view to the outcomes of both our financial results and the underlying economic position. Financial risk management is carried out centrally by our Treasury department, which is part of our Corporate area, under policies approved by the Board of Directors (the Board). The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as, foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non derivative financial instruments, and the investment of excess liquidity.

We enter into derivative transactions in accordance with Board approved policies to manage our exposure to market risks and volatility of financial outcomes that arise as part of our normal business operations. These derivative instruments create an obligation or right that effectively transfers one or more of the risks associated with an underlying financial instrument, asset or obligation. Derivative financial instruments that we use to hedge risks such as interest rate and foreign currency movements include:

- cross currency swaps;
- interest rate swaps; and
- forward exchange contracts.

We do not speculatively trade in derivative financial instruments. Our derivative transactions are entered into to hedge the risks relating to underlying physical positions arising from our business activities.

Section (a) of this note sets out the key financial risk factors that arise from our activities, including our policies for managing these risks.

Sections (b) and (c) provide details of our hedging strategies and hedge relationships that are used for financial risk management. In particular, these sections provide additional context around our hedge transactions and the resulting economic and risk positions.

### (a) Risk and mitigation

The risks associated with our main financial instruments and our policies for minimising these risks are detailed below. These risks comprise market risk, credit risk and liquidity risk.

#### Market risk

Market risk is the risk that the fair value or future cash flows of our financial instruments will fluctuate because of changes in market prices. Components of market risk to which we are exposed are discussed below.

##### (i) Interest rate risk

Interest rate risk refers to the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates.

Interest rate risk arises from interest bearing financial assets and liabilities. Non derivative interest bearing assets are predominantly short term liquid assets. Our interest rate liability risk arises primarily from long term foreign debt issued at fixed rates which exposes us to fair value interest rate risk. Our borrowings, which have a variable interest rate attached, give rise to cash flow interest rate risk.

Our debt is sourced from a number of financial markets covering domestic and offshore, short term and long term funding. The majority of our debt consists of foreign currency denominated borrowings. We manage our debt in accordance with targeted currency, interest rate, liquidity, and debt portfolio maturity profiles. Specifically, we manage interest rate risk on our net debt portfolio by:

- adjusting the ratio of fixed interest debt to variable interest debt to our target ratio, as required by our debt management policy;
- ensuring access to diverse sources of funding;
- reducing risks of refinancing by establishing and managing in accordance with target maturity profiles; and
- undertaking hedging activities through the use of derivative financial instruments.

Under our interest rate swaps we agree with other parties to exchange, at specified intervals (mainly quarterly), the difference between fixed contract rates and floating rate interest amounts calculated by reference to the agreed notional principal amounts. Refer to note 17 Table D for our residual post hedge fixed and floating interest positions on a contractual face value basis.

We hedge interest rate and currency risk on most of our foreign currency borrowings by entering into cross currency principal swaps and interest rate swaps when required, which have the economic effect of converting foreign currency borrowings to Australian dollar borrowings. ‘Hedging strategies’ and ‘Hedge relationships’ contained in sections (b) and (c) of this note provides further information.

# Notes to the Financial Statements (continued)

## 18. Financial risk management (continued)

### (a) Risk and mitigation (continued)

#### (i) Interest rate risk (continued)

The weighted average interest rates on our fixed and floating rate financial instruments as at 30 June, which do not have offsetting risk positions, and the principal/notional amounts on which interest is calculated, are shown in Table A below. Interest rate positions on our foreign cross currency and foreign interest rate swaps and on the majority of our foreign borrowings are fully offset. Accordingly, the majority of our instruments in the following table represent Australian dollar interest positions. Principal/notional amounts shown are net of discounts and as such differ from the face value disclosed in note 17 (Table C).

| TABLE A | Telstra Group | | | |
|---|---|---|---|---|
| | **As at 30 June 2011** | | As at 30 June 2010 | |
| | **Principal/ notional receivable/ (payable) $m** | **Weighted average % (*)** | Principal/ notional receivable/ (payable) $m | Weighted average % (*) |
| **Fixed rate instruments - Australian interest rate** | | | | |
| Cross currency and interest rate swap payable | **(6,169)** | **6.17** | (6,059) | 6.22 |
| Finance lease payable | **(122)** | **7.60** | (108) | 6.90 |
| Telstra bonds and domestic loans | **(2,240)** | **7.26** | (1,879) | 7.21 |
| **Fixed rate instruments - Foreign interest rates** | | | | |
| Bank deposits with maturity greater than 90 days | **-** | **-** | 16 | 2.23 |
| Finance lease payable | **(17)** | **21.00** | (21) | 21.00 |
| Offshore loans (#) | **(195)** | **7.60** | (285) | 7.43 |
| | **(8,743)** | | (8,336) | |
| **Variable rate instruments - Australian interest rates** | | | | |
| Contractual repricing or maturity 3 months or less | | | | |
| Cash and cash equivalents (^) | **2,249** | **5.07** | 1,586 | 4.89 |
| Bank deposits with maturity greater than 90 days | **1** | **4.88** | - | - |
| Cross currency swap receivable (#) | **452** | **5.02** | 685 | 4.85 |
| Cross currency and interest rate swap payable | **(4,802)** | **6.23** | (6,630) | 6.07 |
| Telstra bonds and domestic loans | **(1,440)** | **5.53** | (1,434) | 5.16 |
| Promissory notes | **(35)** | **5.18** | - | - |
| Contractual repricing or maturity within 3 to 12 months | | | | |
| Forward contract liability - net (**) | **(318)** | **3.96** | (72) | 3.60 |
| Cross currency and interest rate swap payable | **(906)** | **6.53** | - | - |
| **Variable rate instruments - Foreign interest rates** | | | | |
| Contractual repricing or maturity 6 months or less | | | | |
| Cash and cash equivalents (^) | **239** | **1.56** | 442 | 0.93 |
| Cross currency swap payable (#) | **(383)** | **0.03** | (633) | 0.05 |
| Offshore loans (#) | **(77)** | **7.03** | - | - |
| Promissory notes (#) | **(194)** | **2.90** | (205) | 3.23 |
| | **(5,214)** | | (6,261) | |
| **Net interest bearing debt** | **(13,957)** | | (14,597) | |

(*) The average rate is calculated as the weighted average (based on principal/notional value) effective interest rate, as at reporting date.

(#) These financial instruments are used to hedge our net foreign investments.

(^) Rates on cash and cash equivalents represent average rates earned on net positive cash balances after taking into account bank set-off arrangements.

(**) This balance includes some forward contracts which have a contractual maturity greater than 12 months, however the amounts are not material and have not been separately classified.

# Notes to the Financial Statements (continued)

## 18. Financial risk management (continued)

### (a) Risk and mitigation (continued)

#### (ii) Sensitivity analysis - interest rate risk

The sensitivity analysis included in this section is based on the interest rate risk exposures on our net debt portfolio as at reporting date.

A sensitivity of plus or minus 10 per cent has been selected as this is considered reasonable given the current level of both short term and long term Australian dollar interest rates. For example, a 10 per cent increase would move short term interest rates (cash) at 30 June 2011 from 4.75% (2010: 4.50%) to 5.23% (2010: 4.95%) representing a 48 (2010: 45) basis points shift. This basis points shift is considered reasonable taking into account the absolute rates as at 30 June and current market conditions.

The results in this sensitivity analysis reflect the net impact on a hedged basis which will be primarily reflecting the Australian dollar floating or Australian dollar fixed position from our cross currency and interest rate swap hedges and therefore the movement in the Australian dollar interest rates is a significant assumption in this sensitivity analysis.

Based on the sensitivity analysis, equity would be affected by the revaluation of our derivatives associated with borrowings designated in a cash flow hedge relationship and finance costs would be impacted by the following:

- the impact on interest expense being incurred on our net floating rate Australian dollar positions during the year;
- the revaluation of our derivatives associated with borrowings de-designated from a fair value hedge relationship or not in a hedge relationship; and
- the ineffectiveness resulting from the change in fair value of both our derivatives and borrowings which are designated in a fair value hedge.

The carrying value of borrowings de-designated from fair value hedge relationships or not in a hedge relationship is not adjusted for fair value movements attributable to interest rate risk. Accordingly, the revaluation gain or loss on our foreign currency derivatives associated with these borrowings will not have an offsetting gain or loss attributable to interest rate movements on the underlying borrowing.

It is important to note that this sensitivity analysis does not include the effect of movements in Telstra’s borrowing margins. Whilst margins will be affected by market factors, this risk variable predominantly reflects Telstra specific credit risk and accordingly is not considered a market risk. Furthermore, determining a reasonably possible change in this risk variable with sufficient reliability is impractical. Therefore, the following sensitivity analysis assumes a constant margin and parallel shifts in interest rates across all currencies.

# Notes to the Financial Statements (continued)

## 18. Financial risk management (continued)

### (a) Risk and mitigation (continued)

(ii) Sensitivity analysis - interest rate risk (continued)

The following sensitivity analysis is based on our interest rate exposures comprising:

- the revaluation impact on our derivatives and borrowings from a 10 per cent movement in interest rates based on the net debt balances as at reporting date; and
- the effect on interest expense on our floating rate borrowings from a 10 per cent movement in interest rates at each reset date during the year.

At 30 June, if interest rates had moved as illustrated in Table B below, with all other variables held constant and taking into account all underlying exposures and related hedges, profit and equity after tax would have been affected as follows:

**TABLE B**

| | Telstra Group | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | +10% | | | | -10% | | | |
| | Net profit or loss (*) | | Equity (cash flow hedging reserve) | | Net profit or loss (*) | | Equity (cash flow hedging reserve) | |
| | Year ended 30 June Gain/(loss) | | As at 30 June Gain/(loss) | | Year ended 30 June Gain/(loss) | | As at 30 June Gain/(loss) | |
| | **2011 $m** | 2010 $m | **2011 $m** | 2010 $m | **2011 $m** | 2010 $m | **2011 $m** | 2010 $m |
| Revaluation of derivatives and borrowings - fair value hedges of offshore loans | **3** | 3 | **-** | - | **(3)** | (3) | **-** | - |
| Revaluation of derivatives - borrowings de-designated from fair value hedges or not in a hedge relationship | **(5)** | (5) | **-** | - | **5** | 4 | **-** | - |
| Revaluation of derivatives - cash flow hedges of offshore loans | **-** | - | **74** | 79 | **-** | - | **(79)** | (84) |
| Floating rate Australian dollar instruments | **(39)** | (36) | **-** | - | **39** | 36 | **-** | - |
| | **(41)** | (38) | **74** | 79 | **41** | 37 | **(79)** | (84) |

(*) The before tax impact is included within finance costs.

(iii) Foreign currency risk

Foreign currency risk refers to the risk that the value of a financial commitment, forecast transaction, recognised asset or liability will fluctuate due to changes in foreign currency rates. Our foreign currency exchange risk arises primarily from:

- borrowings denominated in foreign currencies;
- trade and other creditor balances denominated in foreign currencies;
- firm commitments or highly probable forecast transactions for receipts and payments settled in foreign currencies or with prices dependent on foreign currencies; and
- net investments in foreign operations.

We are exposed to foreign exchange risk from various currency exposures, including:

- Euro;
- United States dollars;
- British pounds sterling;
- New Zealand dollars;
- Swiss francs;
- Hong Kong dollars;
- Chinese renminbi; and
- Japanese yen.

Our economic foreign currency risk is assessed for each individual currency and for each hedge type, calculated by aggregating the net exposure for that currency for that hedge type.

We minimise our exposure to foreign currency risk by initially seeking contracts effectively denominated in Australian dollars where possible and economically favourable to do so. Where this is not possible we manage our exposure as follows.

## Notes to the Financial Statements (continued)

# 18. Financial risk management (continued)

### (a) Risk and mitigation (continued)

#### (iii) Foreign currency risk (continued)

Cash flow foreign currency risk arises primarily from foreign currency overseas borrowings. We hedge this risk on the major part of our foreign currency denominated borrowings by entering into a combination of interest rate and cross currency swaps at inception to maturity, effectively converting them to Australian dollar borrowings. A relatively small proportion of our foreign currency borrowings are not swapped into Australian dollars where they are used as hedges for foreign exchange exposure such as translation foreign exchange risk from our offshore business investments. Refer to note 17 Table D for our residual post hedge currency exposures on a contractual face value basis.

Foreign exchange risk that arises from transactional exposures such as firm commitments or highly probable transactions settled in a foreign currency (primarily United States dollars) are managed principally through the use of forward foreign currency derivatives. We hedge a proportion of these transactions (such as asset and inventory purchases settled in foreign currencies) in accordance with our risk management policy.

Foreign currency risk also arises on translation of the net assets of our foreign controlled entities which have a functional currency other than Australian dollars. The foreign currency gains or losses arising from this risk are recorded through the foreign currency translation reserve. We manage this translation foreign exchange risk with forward foreign currency contracts, cross currency swaps and/or borrowings denominated in the currency of the entity concerned. We currently hedge our net investments in TelstraClear Limited and Hong Kong CSL Limited in New Zealand dollars and Hong Kong dollars respectively, where the amount hedged is in the range of 40% to 50%.

In addition, our subsidiaries may hedge foreign exchange transactions such as exposures from asset/liability balances or forecast sales/purchases in currencies other than their functional currency. Where this occurs, external foreign exchange contracts are designated at the group level as hedges of foreign exchange risk on the specific asset/liability balance or forecast transaction.

We also economically hedge a proportion of foreign currency risk associated with trade and other creditor balances using forward foreign currency contracts.

Refer to section (b) 'Hedging strategies' and section (c) 'Hedge relationships' contained in this note for further information.

#### (iv) Sensitivity analysis - foreign currency risk

The sensitivity analysis included in this section is based on foreign currency risk exposures on our financial instruments and net foreign investment balances as at reporting date.

The translation of our investments in foreign operations from their functional currency to Australian dollars represents a translation risk rather than a financial risk. Nevertheless, in this sensitivity analysis we have included the translation impact on our foreign currency translation reserve from movements in the exchange rate. In so doing, this sensitivity analysis reflects the impact on equity from a movement in the exchange rate associated with both the underlying hedged investment and the financial instruments hedging the translation currency risk.

Adverse versus favourable movements are determined relative to the underlying exposure. An adverse movement in exchange rates implies an increase in our foreign currency risk exposure and a worsening of our financial position. A favourable movement in exchange rates implies a reduction in our foreign currency risk exposure and an improvement of our financial position.

A sensitivity of 10 per cent has been selected as this is considered reasonable taking into account the current level of exchange rates and the volatility observed both on an historical basis and market expectations for future movements. Comparing the Australian dollar exchange rate against the Euro, the year end rate of 0.7405 (2010: 0.6978) would generate a 10 per cent favourable position of 0.8145 (2010: 0.7676) and an adverse position of 0.6732 (2010: 0.6344). This range is considered reasonable given the volatility that has been observed. For example, over the last five years, the Australian dollar exchange rate against the Euro has traded in the range 0.4755 to 0.7735 (2010: 0.4755 to 0.7178).

Foreign currency risk exposure from recognised assets and liabilities arises primarily from our long term borrowings denominated in foreign currencies. There is no significant impact on profit or loss from foreign currency movements associated with these borrowings as they are effectively hedged.

There is some volatility in profit or loss from exchange rate movements associated with our borrowings de-designated or not in hedge relationships and with our cash flow hedges of forecast transactions.

We are exposed to equity impacts from foreign currency movements associated with our offshore investments and our derivatives in cash flow hedges of offshore borrowings. This foreign currency risk is spread over a number of currencies and accordingly, we have disclosed the sensitivity analysis on a total portfolio basis and not separately by currency. It should be noted that our foreign currency exposure associated with cash flow hedge derivatives is predominantly in Euro and with our offshore investments predominantly in Hong Kong dollars, New Zealand dollars, British pound sterling and Chinese renminbi (relating to our investments in Hong Kong CSL Limited, TelstraClear Limited, Telstra Limited, Sequel Limited, Telstra Robin Holdings Limited and Telstra Octave Holdings Limited).

# Notes to the Financial Statements (continued)

## 18. Financial risk management (continued)

### (a) Risk and mitigation (continued)

#### (iv) Sensitivity analysis - foreign currency risk (continued)

The following sensitivity analysis is based on our foreign currency risk exposures comprising the revaluation impact on our derivatives and borrowings and net foreign investments from a 10 per cent adverse/favourable movement in foreign exchange rates based on our balances as at reporting date. At 30 June, had the Australian dollar against all applicable currencies moved as illustrated in Table C, with all other variables held constant and taking into account identified underlying exposures and related hedges, net profit and equity after tax would have been affected as follows:

**TABLE C**

| | Telstra Group | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | 10% adverse movement | | | | | | 10% favourable movement | | | | | |
| | Net profit or loss | | Equity (foreign currency translation reserve) | | Equity (cash flow hedging reserve) | | Net profit or loss | | Equity (foreign currency translation reserve) | | Equity (cash flow hedging reserve) | |
| | Year ended 30 June | | As at 30 June | | As at 30 June | | Year ended 30 June | | As at 30 June | | As at 30 June | |
| | Gain/(loss) | | Gain/(loss) | | Gain/(loss) | | Gain/(loss) | | Gain/(loss) | | Gain/(loss) | |
| | **2011 $m** | 2010 $m | **2011 $m** | 2010 $m | **2011 $m** | 2010 $m | **2011 $m** | 2010 $m | **2011 $m** | 2010 $m | **2011 $m** | 2010 $m |
| Revaluation of derivatives and borrowings - de-designated from fair value hedges or not in a hedge relationship (i) . . . . . . . | **(9)** | (5) | **-** | - | **-** | - | **11** | 8 | **-** | - | **-** | - |
| Revaluation of derivatives and underlying exposure - cash flow hedges of forecast transactions (ii) . . . . . . | **(23)** | (21) | **-** | - | **-** | - | **21** | 25 | **-** | - | **-** | - |
| Revaluation of derivatives - cash flow hedges of offshore loans (iii) . . . . . . . . . | **-** | - | | - | **(11)** | (24) | **-** | - | **-** | - | **14** | 33 |
| Net foreign investments (iv) | **-** | - | **(90)** | (163) | **-** | - | **-** | - | **110** | 199 | | - |
| | **(32)** | (26) | **(90)** | (163) | **(11)** | (24) | **32** | 33 | **110** | 199 | **14** | 33 |

(i) The impact of some of our borrowings de-designated from fair value hedge relationships or not in a hedge relationship has resulted in some volatility to profit or loss. The revaluation impact attributable to foreign exchange movements will largely offset between the derivatives and the borrowings, however there will be some profit or loss impact due to the fact that the derivatives are recorded at fair value and hence the foreign exchange movements are recognised at present value. The borrowings which are accounted for on an amortised cost basis will reflect revaluation movements for changes in the spot exchange rate which are not discounted. Therefore, the impact on profit or loss is primarily attributable to the discounting effect of the foreign exchange gains and losses on the hedging derivatives.

(ii) Adverse and favourable impacts include $2 million (2010: $1 million) relating to purchases of property, plant and equipment, which would affect the cost of the asset and would affect profit or loss as the assets are depreciated over their useful lives.

(iii) The lower sensitivity in 2011 compared to 2010 is primarily due to the shift in the fair value of our portfolio as at 30 June valuation dates together with the maturity during the year of our Euro bond in a cash flow hedge.

(iv) The impact on the foreign currency translation reserve relates to the translation of the net assets of our foreign controlled entities including the impact of hedging. The net gain or loss in the sensitivity analysis represents the impact relating to the unhedged portion of the net assets of our foreign controlled entities. The lower sensitivity in 2011 compared to 2010 reflects the sale of our net investment in SouFun Holdings Ltd during fiscal 2011.

## Notes to the Financial Statements (continued)

# 18. Financial risk management (continued)

### (a) Risks and mitigation (continued)

#### Credit risk

Credit risk is the risk that a contracting entity will not complete its obligations under a financial instrument and cause us to incur a financial loss. We have exposure to credit risk on all financial assets included in our statement of financial position, comprising cash and cash equivalents, trade and other receivables, available-for-sale financial assets, finance lease receivables and derivative financial instruments. To help manage this risk:

- we have a policy for performing credit risk assessments on new and existing customers and where required, establishing credit limits and payment terms for entities we deal with;
- we monitor exposure to high risk debtors on a predictive and pro-active basis;
- we may require collateral where appropriate; and
- we manage exposure to individual entities we either transact with or enter into derivative contracts with, through a system of credit limits.

Where entities have a right of set-off and intend to settle on a net basis under master netting arrangements, this set-off has been recognised in the financial statements on a net basis. We may also be subject to credit risk for transactions which are not included in the statement of financial position, such as when we provide a guarantee for another party. Details of our contingent liabilities are disclosed in note 23 and note 30.

Trade and other receivables consist of a large number of customers, spread across the consumer, business, enterprise, government and international sectors. We do not have any significant credit risk exposure to a single customer or groups of customers. Ageing analysis and ongoing credit evaluation is performed on the financial condition of our customers and, where appropriate, an allowance for doubtful debt is raised. In addition, receivable balances are monitored on an ongoing basis with the result that our exposure to bad debts is not significant. For further details regarding our trade and other receivables refer to note 10.

In relation to our transactions in money market instruments, forward foreign currency contracts, and cross currency and interest rate swaps there is only a credit risk where the contracting entity is liable to pay us in the event of a closeout (i.e. in-the-money). We have policies that limit the amount of credit exposure to any financial institution. These risk limits are regularly monitored. Derivative counterparties and cash transactions are limited to financial institutions that meet minimum credit rating criteria in accordance with our policy requirements. Our credit risk and financial instruments are spread amongst a number of financial institutions.

One of the methods that we use to manage the credit risk exposure relating to these instruments is to monitor our exposure by country of financial institution based on a value at risk (VaR) methodology. Value at risk calculations are a technique that estimates the potential losses that could occur on risk positions in the future as a result of movements in market rates over a specified time horizon given a specified level of confidence which is statistically determined.

The amounts included in Table D below include the in-the-money market values combined with a potential credit calculation and will therefore not equate to the accounting carrying value, fair value or face value of the transactions as disclosed in note 17.

In determining the potential credit limit factors to be used in these calculations, the following should be noted:

- reference is made to the historical volatility factors relevant to the particular currencies/interest rates applicable to the instruments;
- in determining the volatility factors, reference has been made to the holding period or in this case the maturity of the instrument. In some cases the transaction can have a maturity of up to 10 years and the potential volatility needs to reflect the possible movements over this time period given historical observations; and
- we have used 90 per cent (2010: 99 per cent) confidence levels to determine the applicable potential credit limit factors. This level changed from 99 per cent in the prior year to 90 per cent in the current year in accordance with revised policy settings during fiscal 2011.

The VaR based methodology employed has the following limitations:

- the use of historical data as a proxy for estimating future events may not cover all potential events, in particular this is relevant when trying to estimate potential volatility over a long holding period such as 10 years; and
- the use of a 90 per cent confidence level, by definition, may not take into account movements that may occur outside of this confidence threshold.

| Table D | Telstra Group | | | |
|---|---|---|---|---|
| | Credit risk concentrations (VaR based) (i) | | | |
| | **As at 30 June 2011** | | As at 30 June 2010 | |
| | **%** | **$m** | % | $m |
| Australia . . . . . | **16.7** | **1,644** | 18.7 | 1,495 |
| United States . . . | **24.8** | **2,440** | 16.2 | 1,295 |
| Japan . . . . . . . | **0.6** | **56** | 4.9 | 393 |
| Europe . . . . . . | **19.4** | **1,911** | 21.9 | 1,757 |
| United Kingdom . . | **17.3** | **1,703** | 21.7 | 1,737 |
| Canada . . . . . . | **6.4** | **629** | 0.7 | 57 |
| Switzerland . . . . | **1.0** | **99** | 3.1 | 252 |
| China/Hong Kong . | **10.2** | **1,001** | 10.4 | 831 |
| Singapore . . . . . | **3.3** | **324** | 2.2 | 177 |
| New Zealand . . . | **0.3** | **36** | 0.2 | 20 |
| | **100.0** | **9,843** | 100.0 | 8,014 |

# Notes to the Financial Statements (continued)

## 18. Financial risk management (continued)

### (a) Risks and mitigation (continued)

#### Liquidity risk

Liquidity risk includes the risk that, as a result of our operational liquidity requirements:

- we will not have sufficient funds to settle a transaction on the due date;
- we will be forced to sell financial assets at a value which is less than what they are worth; or
- we may be unable to settle a financial liability or recover a financial asset at all.

To help reduce these risks we:

- have a liquidity policy which targets a minimum and average level of cash and cash equivalents to be maintained;
- have readily accessible standby facilities and other funding arrangements in place;
- generally use instruments that are tradeable in highly liquid markets; and
- have a liquidity portfolio structure that requires surplus funds to be invested within various bands of liquid instruments ranging from ultra liquid, highly liquid to liquid instruments.

During the year new policy settings were implemented to raise the minimum level of liquidity and to pre-fund major payments earlier.

We monitor rolling forecasts of liquidity reserves on the basis of expected cash flow. Our objective is to maintain a balance between continuity of funding and flexibility through the use of liquid instruments, borrowings and committed available credit lines.

At 30 June 2011, based on contractual face values, 13 per cent of our debt (after hedging) comprising offshore borrowings, Telstra bonds and domestic loans and excluding promissory notes, will mature in less than one year (2010: 16 per cent).

The contractual maturity of our fixed and floating rate financial liabilities and derivatives and the corresponding carrying values are shown in the following Table E. The contractual maturity amounts (nominal cash flows) represent the future undiscounted principal and interest cash flows and therefore do not equate to the carrying values. These amounts are reported in Australian dollars based on the applicable exchange rate as at 30 June. We have also included derivative financial assets in the following table on the basis that these assets have a direct relationship with an underlying financial liability and both the asset and the liability are managed together.

For floating rate instruments, the amount disclosed is determined by reference to the current market pricing for interest rates over the period to maturity.

Also affecting liquidity are cash and cash equivalents, available for sale financial assets and other non-interest bearing financial assets. Liquidity risk associated with these financial instruments is represented by the face values as shown in note 17 Table C.

## 18. Financial risk management (continued)

### (a) Risks and mitigation (continued)

#### Liquidity risk (continued)

**TABLE E** — **Telstra Group**

| | **As at 30 June 2011** | | | | | | As at 30 June 2010 | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | **Contractual maturity (nominal cash flows)** | | | | | | Contractual maturity (nominal cash flows) | | | | |
| | **Carrying amount $m** | **Less than 1 year $m** | **1 to 2 years $m** | **2 to 5 years $m** | **over 5 years $m** | **Total $m** | Carrying amount $m | Less than 1 year $m | 1 to 2 years $m | 2 to 5 years $m | over 5 years $m | Total $m |
| **Derivative financial liabilities** | | | | | | | | | | | | |
| Interest rate swaps - pay fixed (i) | **(162)** | **(74)** | **(66)** | **(79)** | **(46)** | **(265)** | (216) | (80) | (76) | (106) | (73) | (335) |
| Interest rate swaps - pay variable (i) | **(55)** | **(2)** | **8** | **(13)** | **(55)** | **(62)** | (16) | (23) | - | - | - | (23) |
| Cross currency swaps - foreign leg variable (ii) | **(382)** | **(240)** | **(144)** | **-** | **-** | **(384)** | (632) | (333) | (302) | - | - | (635) |
| Cross currency swaps - AUD leg fixed (ii) | **(162)** | **(11)** | **(11)** | **(182)** | **-** | **(204)** | (268) | (18) | (124) | (154) | (38) | (334) |
| Cross currency swaps - AUD leg variable (ii) | **(11,135)** | **(1,953)** | **(2,098)** | **(4,949)** | **(6,222)** | **(15,222)** | (11,716) | (3,257) | (1,726) | (4,887) | (5,443) | (15,313) |
| Forward foreign currency contracts (ii) | **(1,164)** | **(1,153)** | **(11)** | **-** | **-** | **(1,164)** | (1,268) | (1,142) | (59) | (10) | - | (1,211) |
| **Derivative financial assets** | | | | | | | | | | | | |
| Interest rate swaps - received fixed (i) | **248** | **138** | **119** | **151** | **(43)** | **365** | 471 | 196 | 173 | 238 | 26 | 633 |
| Interest rate swaps - receive variable (i) | **19** | **26** | **-** | **-** | **-** | **26** | 88 | 90 | - | - | - | 90 |
| Cross currency swaps - foreign leg fixed (ii) | **781** | **23** | **35** | **687** | **109** | **854** | 869 | 27 | 50 | 289 | 610 | 976 |
| Cross currency swaps - foreign leg variable (ii) | **8,358** | **852** | **1,502** | **2,825** | **5,067** | **10,246** | 9,578 | 2,369 | 968 | 3,572 | 4,025 | 10,934 |
| Cross currency swaps - AUD leg variable (ii) | **451** | **313** | **156** | **-** | **-** | **469** | 685 | 412 | 306 | - | - | 718 |
| Forward foreign currency contracts (ii) | **1,138** | **837** | **8** | **-** | **-** | **845** | 1,288 | 1,144 | 56 | 10 | - | 1,210 |
| **Non-derivative financial liabilities** | | | | | | | | | | | | |
| Telstra bonds and domestic loans | **(3,954)** | **(677)** | **(1,683)** | **(1,312)** | **(1,243)** | **(4,915)** | (3,587) | (219) | (650) | (2,837) | (820) | (4,526) |
| Trade/other creditors and accrued expenses | **(4,099)** | **(4,045)** | **(4)** | **(17)** | **(33)** | **(4,099)** | (3,853) | (3,790) | (13) | (13) | (37) | (3,853) |
| Offshore loans | **(9,567)** | **(1,406)** | **(1,677)** | **(3,800)** | **(5,179)** | **(12,062)** | (10,920) | (2,713) | (1,550) | (4,265) | (4,757) | (13,285) |
| Finance leases | **(139)** | **(53)** | **(44)** | **(50)** | **(19)** | **(166)** | (129) | (50) | (35) | (49) | (25) | (159) |
| Promissory notes | **(508)** | **(510)** | **-** | **-** | **-** | **(510)** | (274) | (276) | - | - | - | (276) |
| Deferred consideration for capital expenditure | **(171)** | **(48)** | **(29)** | **(80)** | **(81)** | **(238)** | (238) | (56) | (49) | (108) | (136) | (349) |

(i) Net amounts for interest rate swaps for which net cash flows are exchanged. Classification into net receive and net pay positions is based on the total net cash flows over the life of the contract.

(ii) Contractual amounts to be exchanged representing gross cash flows to be exchanged.

# Notes to the Financial Statements (continued)

## 18. Financial risk management (continued)

### (a) Risks and mitigation (continued)

#### Liquidity risk (continued)

Financing arrangements

| Table F | Telstra Group As at 30 June 2011 $m | 2010 $m |
|---|---|---|
| We have access to the following lines of credit: | | |
| **Credit standby arrangements** | | |
| Unsecured committed cash standby facilities which are subject to annual review | **593** | 382 |
| Amount of credit unused | **593** | 382 |

We have promissory note facilities in place in the United States, Europe, Australia and New Zealand under which we may nominally issue up to $9,198 million (2010: $10,372 million). As at 30 June 2011, we had on issue $508 million (2010: $274 million) under these facilities. As at 30 June 2011, our subsidiary CSL Limited had a bank bill acceptance facility of $93 million (2010: $109 million) of which $92 million was issued (2010: $107 million). These facilities are not committed or underwritten and we have no guaranteed access to the funds. Generally, given we retain suitable ratings, our facilities are available, subject to market conditions, unless we default on any terms applicable under the relevant agreements or become insolvent. During the current and prior years there were no defaults or breaches on any of our facility agreements.

### (b) Hedging strategies

We hold a number of different financial instruments to hedge risks relating to underlying transactions. Our major exposure to interest rate risk and foreign currency risk arises from our long term borrowings. We also have translation currency risk associated with our offshore investments and transactional currency exposures such as purchases in foreign currencies.

We designate certain derivatives as either:

- hedges of the fair value of recognised liabilities (fair value hedges);
- hedges of foreign currency risk associated with recognised liabilities or highly probable forecast transactions (cash flow hedges); or
- hedges of a net investment in a foreign operation.

The terms and conditions in relation to our derivative financial instruments are similar to the terms and conditions of the underlying hedged items to maximise hedge effectiveness.

Borrowings de-designated from fair value hedge relationships or not in a designated hedge relationship

Our borrowings de-designated from fair value hedge relationships or not in designated hedge relationships comprise:

- a number of offshore borrowings denominated in United States dollars, Euro and British pounds sterling which were in fair value hedges and were de-designated from the hedge relationship for hedge accounting purposes;
- a long term Euro bond issue which is not in a designated hedge relationship for hedge accounting purposes; and
- some forward foreign currency contracts that are not in a designated hedge relationship for hedge accounting purposes, used to economically hedge fair value movements for changes in foreign exchange rates associated with trade creditors and other liabilities denominated in a foreign currency.

During fiscal 2011, a United States dollar bank loan which was in a fair value hedge relationship was de-designated because it did not meet the requirements for hedge effectiveness. Accordingly, we discontinued hedge accounting for this borrowing from the de-designation date of 1 January 2011.

All our financial liabilities de-designated or not in designated hedge relationships are in effective economic relationships based on contractual face value amounts and cash flows over the life of the transaction.

All other hedge relationships met hedge effectiveness requirements for hedge accounting purposes at the reporting date.

Refer to section (c) for details on our hedge relationships based on contractual face value amounts and cash flows. Refer to note 7 for the impact on finance costs relating to borrowings de-designated or not in hedge relationships.

# Notes to the Financial Statements (continued)

## 18. Financial risk management (continued)

### (b) Hedging strategies (continued)

#### Fair value hedges

We hold cross currency principal and interest rate swaps to mitigate our exposure to changes in the fair value of foreign denominated debt from fluctuations in foreign currency and interest rates. The hedged items designated are a portion of our foreign currency denominated borrowings. The changes in the fair values of the hedged items resulting from movements in exchange rates and interest rates are offset against the changes in the fair value of the cross currency and interest rate swaps. The objective of this hedging is to convert foreign currency borrowings to floating Australian dollar borrowings.

The net impact on finance costs from remeasuring the fair value of the hedge instruments together with the gains and losses in relation to the hedged item where those gains or losses relate to the hedged risks largely represents ineffectiveness attributable to movements in Telstra's borrowing margins.

The re-measurement of the hedged items resulted in a gain before tax of $180 million (2010: gain of $381 million) and the changes in the fair value of the hedging instruments resulted in a loss before tax of $207 million (2010: gain of $407 million). This results in a net loss before tax of $27 million and a net loss after tax of $19 million (2010: net loss before tax of $26 million and net loss after tax of $18 million).

Refer to note 7 for the impact on finance costs relating to borrowings in fair value hedges.

The effectiveness of the hedging relationship is tested prospectively, both on inception and in subsequent periods, and retrospectively by means of statistical methods using a regression analysis. Regression analysis is used to analyse the relationship between the derivative financial instruments (the dependent variable) and the underlying borrowings (the independent variable). The primary objective is to determine if changes to the hedged item and derivative are highly correlated and, thus, supportive of the assertion that there will be a high degree of offset in fair values achieved by the hedge.

Refer to note 17 Table G and Table H for the value of our derivatives designated as fair value hedges.

#### Cash flow hedges

Cash flow hedges are predominantly used to hedge exposures relating to our borrowings and our ongoing business activities where we have highly probable purchase or settlement commitments in foreign currencies.

We enter into cross currency and interest rate swaps as cash flow hedges of future payments denominated in foreign currency resulting from our long term offshore borrowings. The hedged items designated are a portion of the outflows associated with these foreign denominated borrowings. The objective of this hedging is to hedge foreign currency risks arising from spot rate changes and thereby mitigate the risk of payment fluctuations as a result of exchange rate movements.

We also enter into forward exchange contracts as cash flow hedges to hedge forecast transactions denominated in foreign currency which hedge foreign currency risk arising from spot rate changes. The hedged items comprise a portion of highly probable forecast payments for operating and capital items primarily denominated in United States dollars.

The effectiveness of the hedging relationship relating to our borrowings is tested prospectively, both on inception and in subsequent periods, and retrospectively by means of statistical methods using a regression analysis. The actual derivative financial instruments in a cash flow hedge are regressed against the hypothetical derivative. The primary objective is to determine if changes to the hedged item and derivative are highly correlated and, thus, supportive of the assertion that there will be a high degree of offset in cash flows achieved by the hedge.

The effectiveness of our hedges relating to highly probable forecast transactions is assessed prospectively based on matching of critical terms. As both the nominal volumes and currencies of the hedged item and the hedging instrument are identical, a highly effective hedging relationship is expected. An effectiveness test is carried out retrospectively using the cumulative dollar-offset method. For this, the changes in the fair values of the hedging instrument and the hedged item attributable to exchange rate changes are calculated and a ratio is created. If this ratio is between 80 and 125 per cent, the hedge is effective.

In relation to our offshore borrowings, ineffectiveness on our cash flow hedges is recognised in the income statement to the extent that the change in the fair value of the hedging derivatives in the cash flow hedge exceed the change in value of the underlying borrowings in the cash flow hedge during the hedging period. During the year, there was no material ineffectiveness attributable to our cash flow hedges (refer to note 7). Also during the year, there was no material impact on profit or loss as a result of discontinuing hedge accounting for forecast transactions no longer expected to occur.

For hedge gains or losses transferred to and from the cash flow hedge reserve refer to the statement of comprehensive income.

Refer to note 17 Table G and Table H for the value of our derivatives designated as cash flow hedges.

The following table shows the maturities of the payments in our cash flow hedges (i.e when the cash flows are expected to occur). These amounts represent the undiscounted cash flows reported in Australian dollars based on the applicable exchange rate as at 30 June and represent the identified foreign currency exposures at reporting date in relation to our cash flow hedges.

# Notes to the Financial Statements (continued)

## 18. Financial risk management (continued)

### (b) Hedging strategies (continued)

Cash flow hedges (continued)

| Table G | Telstra Group Nominal cash outflows As at 30 June | |
|---|---|---|
| | 2011 $m | 2010 $m |
| **Highly probable forecast transactions** | | |
| Non-Capital items (i) | | |
| - less than one year | **(548)** | (1,073) |
| - one to five years | **-** | (35) |
| Capital items (ii) | | |
| - less than one year | **(63)** | (85) |
| - one to five years | **-** | (45) |
| | **(611)** | (1,238) |
| Borrowings (iii) | | |
| - less than one year | **(831)** | (1,575) |
| - one to five years | **(2,174)** | (2,561) |
| - greater than five years | **(4,516)** | (3,921) |
| | **(7,521)** | (8,057) |

(i) These amounts will affect our income statement in the same period as the cash flows are expected to occur.

(ii) For purchases of property, plant and equipment, the gains and losses on the associated hedging instruments are included in the measurement of the initial cost of the asset. The hedged asset purchases affect profit or loss as the assets are depreciated over their useful lives. Refer to note 2 for our depreciation policies for property, plant and equipment.

(iii) The impact on our income statement from foreign currency movements associated with these hedged borrowings will affect profit or loss over the life of the borrowing, however the impact on profit or loss is expected to be nil as the borrowings are effectively hedged.

Hedges of net investments in foreign operations

We have exposure to foreign currency risk as a result of our investments in offshore activities. This risk is created by the translation of the net assets of these entities from their functional currency to Australian dollars. We hedge a portion of our investments in foreign operations to mitigate exposure to this risk using forward foreign currency contracts, cross currency swaps and/or borrowings in the relevant currency of the investment.

The effectiveness of the hedging relationship is tested using prospective and retrospective effectiveness tests. In a retrospective effectiveness test, the changes in the fair value of the hedging instruments and the change in the value of the hedged net investment from spot rate changes are calculated and a ratio is created. If this ratio is between 80 and 125 per cent, the hedge is effective. The prospective effectiveness test is performed based on matching of critical terms. As both the nominal volumes and currencies of the hedged item and the hedging instrument are identical, a highly effective hedging relationship is expected.

During the year there was no material ineffectiveness attributable to our hedges of net foreign investments.

In the consolidated statement of comprehensive income, net gains before tax of $140 million and after tax of $98 million (2010: gains before tax of $30 million and after tax of $21 million) on our hedging instruments were taken directly to equity during the year in the foreign currency translation reserve.

Refer to note 17 Table G and Table H for the value of our derivatives designated as hedges of net foreign investments.

### (c) Hedge relationships

The following tables provide additional context around our hedge transactions and in particular describes how we arrive at our economic residual risk position as a result of the hedges executed. It should be noted that the economic residual position in each of the following tables will not be equal to the carrying values.

Table H and Table I describe each of our hedge relationships, using cross currency and interest rate swaps as the hedging instruments and comprise effective economic relationships based on contractual face value amounts and cash flows, including hedge relationships that have been de-designated for hedge accounting purposes and foreign denominated borrowings that are not in a designated hedge relationship for hedge accounting purposes. These hedging instruments are used to hedge our offshore foreign denominated borrowings, some domestic borrowings and our offshore investment in Hong Kong CSL Limited.

Outlined in the following tables is the pre hedge underlying exposure, each leg of our cross currency and interest rate swaps and the end post hedge position. This post hedge position represents our net final currency and interest positions and is represented in our residual economic position as described in note 17 Table D.

## Notes to the Financial Statements (continued)

# 18. Financial risk management (continued)

### (c) Hedge relationships (continued)

**Table H** — **Telstra Group - 30 June 2011**

| | Face value | Derivative hedging instruments - cross currency and interest rate swaps — Notional/Face value | | | | | | Final currency and interest positions — Notional/Face Value | |
|---|---|---|---|---|---|---|---|---|---|
| | Pre hedge underlying exposure | Interest rate swap receive fixed/(pay) float | Cross currency swap receive/ (pay) float | Cross currency swap receive fixed | Cross currency swap receive/ (pay) float | Cross currency swap pay fixed | Interest rate swap receive float/(pay) fixed | (Pay)/ receive float | Pay fixed |
| | Native currency | Native currency | | | Final leg - Australian dollar | | | Australian dollar | |
| | $m | $m | $m | $m | $m | $m | $m | $m | $m |
| **In hedge relationships** | | | | | | | | | |
| Offshore borrowings - fixed | | | | | | | | | |
| Swiss francs. . . . . . . . | (550) | (550) | 550 | - | (599) | - | (328) | (271) | (328) |
| Euro . . . . . . . . . . . | (4,000) | (4,000) | 4,000 | - | (6,387) | - | (3,679) | (2,708) | (3,679) |
| British pound . . . . . . . | (200) | (200) | 200 | - | (584) | - | (360) | (224) | (360) |
| Hong Kong dollar . . . . . | (330) | - | - | 330 | (50) | - | - | (50) | - |
| Japanese yen . . . . . . . | (48,000) | - | - | 48,000 | (526) | (163) | (409) | (117) | (572) |
| United States dollar . . . . | (1,150) | (1,000) | 1,000 | 150 | (1,158) | - | (955) | (203) | (955) |
| Offshore borrowings - floating | | | | | | | | | |
| Australian dollar . . . . . . | (250) | - | - | - | - | - | - | (250) | - |
| United States dollar . . . . | (1,310) | (500) | 1,310 | - | (1,885) | - | - | (1,885) | - |
| Domestic loans - floating | | | | | | | | | |
| Australian dollar . . . . . . | (275) | - | - | - | - | - | (275) | - | (275) |
| Net foreign investments | | | | | | | | | |
| Hong Kong dollar . . . . . | - | - | (3,200) | - | 452 | - | - | 452 | - |
| | | | | | (10,737) | (163) | (6,006) | (5,256) | (6,169) |

## Notes to the Financial Statements (continued)



# 18. Financial risk management (continued)

### (c) Hedge relationships (continued)

**Table I**

Telstra Group - 30 June 2010

| | Face value | Derivative hedging instruments - cross currency and interest rate swaps | | | | | | Final currency and interest positions | |
|---|---|---|---|---|---|---|---|---|---|
| | | Notional/Face value | | | | | | Notional/Face Value | |
| | Pre hedge underlying exposure | Interest rate swap receive fixed/(pay) float | Cross currency swap receive/ (pay) float | Cross currency swap receive fixed | Cross currency swap receive/ (pay) float | Cross currency swap pay fixed | Interest rate swap receive float/(pay) fixed | (Pay)/receive float | Pay fixed |
| | Native currency | Native currency | | | Final leg - Australian dollar | | | Australian dollar | |
| | $m | $m | $m | $m | $m | $m | $m | $m | $m |
| **In hedge relationships** | | | | | | | | | |
| Offshore borrowings - fixed | | | | | | | | | |
| Swiss francs | (550) | (550) | 550 | - | (599) | - | (328) | (271) | (328) |
| Euro | (3,500) | (3,500) | 3,500 | - | (5,679) | - | (3,679) | (2,000) | (3,679) |
| British pound | (200) | (200) | 200 | - | (584) | - | (360) | (224) | (360) |
| Hong Kong dollar | (330) | - | - | 330 | (50) | - | - | (50) | - |
| Japanese yen | (43,000) | - | - | 43,000 | (465) | (163) | (348) | (117) | (511) |
| United States dollar | (670) | (500) | 500 | 170 | (1,177) | - | (550) | (627) | (550) |
| Offshore borrowings - floating | | | | | | | | | |
| Australian dollar | (250) | - | - | - | - | - | (250) | - | (250) |
| Euro | (1,500) | (1,500) | 1,500 | - | (2,488) | - | - | (2,488) | - |
| Japanese yen | (3,000) | - | 3,000 | - | (47) | - | - | (47) | - |
| United States dollar | (791) | - | 791 | - | (806) | (106) | - | (806) | (106) |
| Domestic loans - floating | | | | | | | | | |
| Australian dollar | (275) | - | - | - | - | - | (275) | - | (275) |
| Net foreign investments | | | | | | | | | |
| Hong Kong dollar | - | - | (4,200) | - | 685 | - | - | 685 | - |
| | | | | | (11,210) | (269) | (5,790) | (5,945) | (6,059) |

## Notes to the Financial Statements (continued)

# 18. Financial risk management (continued)

### (c) Hedge Relationships (continued)

Table J describes each of our hedge relationships, where forward foreign currency exchange contracts are used as the hedging instruments. These relationships comprise effective economic relationships based on contractual face value amounts and cash flows, including relationships that are not in a designated hedge relationship for hedge accounting purposes. These hedging instruments are used to economically hedge our promissory notes, forecast transactions denominated in foreign currency, and foreign currency trade and other liabilities.

Outlined in the following table is the pre hedge underlying exposure, each leg of the forward foreign currency contract and the end post hedge position. This post hedge position represents our net final currency positions and is represented in our residual economic position as described in note 17 Table D.

**Table J**

| | Telstra Group | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | Derivative hedging instruments - forward foreign currency contracts | | | | | |
| | Face value | | Notional value | | | | Average exchange rate | |
| | Pre hedge underlying exposure (payable) | | Forward contract receive | | Forward contract pay - final leg | | | |
| | Native Currency | | Native currency | | Australian dollars | | | |
| | **2011 $m** | 2010 $m | **2011 $m** | 2010 $m | **2011 $m** | 2010 $m | **2011** | 2010 |
| **Forward contracts hedging interest bearing debt** | | | | | | | | |
| Promissory notes | | | | | | | | |
| United States dollars - contractual maturity 2 months (2010: 0-2 months) . . . . . . . | **(300)** | (60) | **300** | 60 | **(286)** | (70) | **1.0496** | 0.8574 |
| Loans from wholly owned controlled entities | | | | | | | | |
| British pounds sterling - contractual maturity 0-3 months (2010: 0-3 months) . . . . . . | **(18)** | (5) | **18** | 5 | **(28)** | (10) | **0.6457** | 0.5883 |
| New Zealand dollars - contractual maturity 0-3 months (2010: 0-3 months) . . . . . . | **(363)** | (317) | **363** | 317 | **(277)** | (243) | **1.3096** | 1.2527 |
| United States dollars - contractual maturity 0-3 months (2010: 0-3 months) . . . . . . | **(20)** | (16) | **20** | 16 | **(19)** | (17) | **1.0254** | 0.8716 |
| **Forward contracts hedging forecast purchases and other liabilities** | | | | | | | | |
| Forecast transactions | | | | | | | | |
| United States dollars - contractual maturity 0-12 months (2010: 0-24 months) . . . . . | **(653)** | (914) | **653** | 914 | **(309)** | (695) | **0.9947** | 0.8447 |
| Euro - contractual maturity nil (2010: 5-12 months). . . . . . . . . . . . . . . . . . | **-** | (2) | **-** | 2 | **-** | (3) | **-** | 0.6841 |
| Swedish Krona - contractual maturity 0-3 months (2010: nil). . . . . . . . . . . . . | **(20)** | - | **20** | - | **(2)** | - | **6.3482** | - |
| Trade and other liabilities - non interest bearing | | | | | | | | |
| United states dollars - contractual maturity 0-21 months (2010: 0-38 months) . . . . . | **(104)** | (144) | **104** | 144 | **(108)** | (173) | **0.9652** | 0.8318 |
| | | | | | **(1,029)** | (1,211) | | |

# Notes to the Financial Statements (continued)

## 18. Financial risk management (continued)

### (c) Hedge Relationships (continued)

Table K describes our hedge relationships where offshore loans and promissory notes are used as the hedging instruments. These hedging instruments are used to hedge our net foreign investment in TelstraClear Limited. Outlined in the following table is the pre hedge underlying exposure, the face value of the hedging instruments (New Zealand denominated borrowings and promissory notes) and the end post hedge position and is represented in our residual economic position as described in note 17 Table D.

| **Table K** | | | **Non-derivative hedging instruments** | | | |
|---|---|---|---|---|---|---|
| | | | **Face value** | | | |
| | **Hedged amount (i)** | | **Offshore loans and promissory notes (ii)** | | | |
| | **New Zealand dollars** | | **New Zealand dollars (payable)** | | **Australian dollars (payable)** | |
| | **2011 $m** | 2010 $m | **2011 $m** | 2010 $m | **2011 $m** | 2010 $m |
| Net foreign investments | | | | | | |
| TelstraClear Ltd (New Zealand dollars). | **609** | 609 | **(609)** | (609) | **(470)** | (494) |

(i) Amount hedged represents portion of carrying value of net assets.

(ii) At 30 June 2011 the Australian dollar face value of offshore loans was $274 million (2010: $288 million) and the Australian dollar value of promissory notes was $196 million (2010: $206 million).

## Notes to the Financial Statements (continued)

# 19. Share capital

| | Telstra Group As at 30 June 2011 $m | 2010 $m |
|---|---|---|
| Contributed equity | **5,793** | 5,793 |
| Share loan to employees | **(70)** | (77) |
| Shares held by employee share plans | **(159)** | (163) |
| Net services received under employee share plans | **46** | 37 |
| | **5,610** | 5,590 |

### Contributed equity

Our contributed equity represents our authorised and issued fully paid ordinary shares. Each of our fully paid ordinary shares carries the right to one vote at a meeting of the company. Holders of our shares also have the right to receive dividends and to participate in the proceeds from sale of all surplus assets in proportion to the total shares issued in the event of the company winding up.

We have 12,443,074,357 (30 June 2010: 12,443,074,357) authorised fully paid ordinary shares on issue.

### Share loan to employees

The share loan to employees account represents the outstanding balance of the non recourse loans provided to our employees under the Telstra Employee Share Ownership Plan Trusts (TESOP 97 and TESOP 99). Refer to note 27 for further details regarding these plans.

### Shares held by employee share plans

The shares held by employee share plans represent the cost of shares held by the Telstra Growthshare Trust (Growthshare) in Telstra Corporation Limited. The purchase of these shares has been fully funded with contributions and intercompany loans from Telstra Corporation Limited. As at 30 June 2011 the number of shares totalled 32,419,972 (2010: 33,005,592). These shares are excluded from the calculation of basic and diluted earnings per share. Refer to note 3 for further details.

### Net services received under employee share plans

The net services received under the employee share plans account is used to record the cumulative value of our options, performance rights, restricted shares, incentive shares, direct shares and ownshares issued under Growthshare. Contributions by Telstra Corporation Limited to Growthshare are also included in this account.

# Notes to the Financial Statements (continued)

## 20. Notes to the statement of cash flows

| | Note | Telstra Group Year ended 30 June 2011 $m | 2010 $m |
|---|---|---|---|
| **(a) Reconciliation of profit to net cash provided by operating activities** | | | |
| Profit for the year | | **3,250** | 3,940 |
| **Add/(subtract) the following transactions** | | | |
| Depreciation and amortisation | 7 | **4,459** | 4,346 |
| Finance income | 6 | **(127)** | (67) |
| Finance costs | 7 | **1,262** | 1,030 |
| Distribution from FOXTEL Partnership | 6 | **(70)** | (60) |
| Share based payments | 7 | **12** | 5 |
| Defined benefit plan expense | 7 | **268** | 249 |
| Net gain on disposal of property, plant and equipment | | **(14)** | (10) |
| Net gain on disposal of intangibles | | **-** | (2) |
| Net gain on disposal of controlled entities | | **(69)** | - |
| Net loss on disposal of businesses | | **16** | - |
| Net gain on disposal of associates | | **(8)** | - |
| Net loss on disposal of investments | | **-** | 9 |
| Share of net (profits) from jointly controlled and associated entities | 26 | **(1)** | (2) |
| Impairment losses (excluding inventories, trade and other receivables) | 7 | **210** | 210 |
| Reversal of impairment losses (excluding trade and other receivables and amounts owed by joint ventures) | 7 | **-** | (1) |
| Foreign exchange differences | | **(1)** | (1) |
| **Cash movements in operating assets and liabilities (net of acquisitions and disposals of controlled entity balances)** | | | |
| (Increase)/decrease in trade and other receivables | | **(327)** | 6 |
| Decrease/(increase) in inventories | | **10** | (71) |
| (Increase)/decrease in prepayments and other assets | | **(190)** | 22 |
| Increase in net defined benefit | | **(348)** | (352) |
| Increase in trade and other payables | | **67** | 262 |
| Decrease in revenue received in advance | | **(143)** | (72) |
| (Decrease)/increase in net taxes payable | | **(204)** | 380 |
| Decrease in provisions | | **(34)** | (130) |
| **Net cash provided by operating activities** | | **8,018** | 9,691 |
| **(b) Cash and cash equivalents** | | | |
| Cash at bank and on hand | | **356** | 418 |
| Bank deposits, bills of exchange and promissory notes | | **2,274** | 1,518 |
| Total cash and cash equivalents | | **2,630** | 1,936 |
| **Reconciliation to the statement of cash flows** | | | |
| Cash and cash equivalents included in assets held for sale | 12 | **7** | 169 |
| Cash and cash equivalents in the statement of cash flows | | **2,637** | 2,105 |

# Notes to the Financial Statements (continued)

## 20. Notes to the statement of cash flows (continued)

### (c) Acquisitions

Fiscal 2011 acquisitions

On 1 February 2011, our controlled entity Sensis Pty Ltd acquired 100% of the issued capital of Life Events Media Pty Ltd (Life Events), an Australian entity in the emerging "Request for Quote" market for a total consideration of $5 million.

On 28 February 2011, our wholly controlled entity, Telstra Holdings Pty Ltd acquired 100% of the issued capital of Reach Asia Limited, Reach Global Holdings Limited and Reach Network Services Korea Limited. On the same day, our wholly controlled entity, Telstra New Zealand Holdings Limited acquired 100% of the issued capital of Reach Network Services NZ Limited. In addition, we acquired an intercompany loan due from Reach Global Services Limited. We paid $39 million for these transactions, all of which formed part of the restructure of Reach, Telstra's joint venture with PCCW. These transactions have been reflected in the following 'Total acquisitions' table. As part of this restructure of Reach network assets, we also acquired other assets from Reach totalling $108 million (refer to section (e)), bringing the total purchase consideration to $147 million. The consideration was offset against Telstra's shareholder loan due from Reach. The balance of this loan at 30 June 2011 is $5 million and has been fully provided for. Refer to note 29 for further details.

On 31 March 2011, Telstra Corporation Ltd acquired 100% of the issued capital of iVision Pty Ltd (iVision), an Australian entity primarily involved in the design and implementation of audio visual and video conferencing solutions. Total consideration was $41 million with $5 million of this contingent upon the entity achieving certain pre-determined integration targets by 31 December 2012.

We have recognised goodwill of $4 million on acquisition of Life Events and $31 million on acquisition of iVision which are not deductible for tax purposes. The following factors contributed to the recognition of goodwill:

- forecast revenues and profitability; and
- strategic benefits to the operations of the Telstra Group.

Since the dates of acquisition, these entities have contributed income of $64 million and profit before income tax expense of $1 million. If the acquisitions had occurred on 1 July 2010, our adjusted consolidated income and consolidated profit before income tax expense for the year ended 30 June 2011 for the Telstra Group would have been $25,440 million and $4,561 million respectively.

The effect of these acquisitions are detailed below:

| | Total acquisitions | |
|---|---|---|
| | Year ended 30 June | |
| | 2011 $m | 2011 $m |
| Consideration for acquisition | | |
| Cash consideration for acquisition | 40 | |
| Contingent consideration for acquisition | 5 | |
| Deferred consideration | 1 | |
| Debt forgiveness | 39 | |
| **Total purchase consideration** | 85 | |
| Cash balances acquired | (4) | |
| Contingent consideration | (5) | |
| Deferred consideration | (1) | |
| Debt forgiveness | (39) | |
| **Outflow of cash on acquisition** | 36 | |
| | **Fair value** | **Carrying value** |
| Assets/(liabilities) at acquisition date | | |
| Cash and cash equivalents | 4 | 4 |
| Trade and other receivables | 89 | 89 |
| Property, plant and equipment | 38 | 36 |
| Intangible assets (including goodwill) | 15 | 6 |
| Other assets | 8 | 8 |
| Trade and other payables | (90) | (90) |
| Unearned revenue | (9) | (9) |
| Intercompany loan | (34) | (34) |
| Other liabilities | (4) | (4) |
| Deferred tax liabilities | (1) | - |
| Net assets | 16 | 6 |
| **Goodwill on acquisition** | 35 | |
| **Intercompany loan eliminated on consolidation** | 34 | |
| | 85 | |

Fiscal 2010 acquisitions

L Mobile (Formerly Dotad Group)

On 23 February 2010, our controlled entity Telstra Robin Holdings Limited acquired 67% of the issued capital of Dotad Media Holdings Limited, a company registered in British Virgin Islands, for a total consideration of $105 million, with $67 million of this consideration contingent upon the entity achieving certain pre-determined revenue and EBITDA targets over the next three fiscal years and $6 million deferred until February 2012.

# Notes to the Financial Statements (continued)

## 20. Notes to the statement of cash flows (continued)

### (c) Acquisitions (continued)

Fiscal 2010 acquisitions (continued)

The effect of the acquisition is detailed below:

| | Dotad Media Holdings Limited 2010 $m | 2010 $m |
|---|---|---|
| **Consideration for acquisition** | | |
| Cash consideration for acquisition | 32 | |
| Contingent consideration for acquisition | 67 | |
| Deferred consideration for acquisition | 6 | |
| **Total purchase consideration** | 105 | |
| Cash balances acquired | (7) | |
| Contingent consideration | (67) | |
| Consideration deferred | (6) | |
| **Outflow of cash on acquisition** | 25 | |
| | Fair value | Carrying value |
| **Assets/(liabilities) at acquisition date** | | |
| Cash and cash equivalents | 7 | 7 |
| Trade and other receivables | 10 | 10 |
| Property, plant and equipment | 1 | 1 |
| Intangible assets | 26 | 1 |
| Other assets | 1 | 1 |
| Trade and other payables | (2) | (2) |
| Income tax payable | (2) | (2) |
| Deferred tax liabilities | (6) | - |
| Net assets | 35 | 16 |
| Adjustment to reflect non-controlling interests | (11) | |
| **Goodwill on acquisition** | 81 | |
| | 105 | |
| Loss after non-controlling interests from acquisition date until 30 June 2010 | (1) | |

In fiscal 2010 we recognised contingent consideration of $67 million on acquisition within trade and other payables. At 30 June 2011, we estimated the fair value of the contingent consideration to be $32 million, this is based on the assumption that some of the revenue and EBITDA targets will not be achieved. The contingent consideration of $67 million was reduced in fiscal 2011 by $30 million with a corresponding gain recognised in the income statement, based on the estimated amounts payable under the terms of the acquisition. We also recognised a $5 million foreign exchange gain on the retranslation of the contingent consideration during the year. Refer to note 6 and note 21 for further details.

At acquisition date, the non-controlling interest recognised in LMobile of $11 million was measured based on the non-controlling interest's proportionate share of fair value of LMobile's identifiable net assets.

We also paid $70 million of contingent consideration in fiscal 2010 for the acquisition of Octave Investments Holdings Limited, which was acquired in fiscal 2009.

### (d) Disposals

Fiscal 2011 disposals

SouFun

On 17 September 2010, our controlled entity Telstra International Holdings Limited sold its 50.6% shareholding in SouFun Holdings Ltd (SouFun) for a net consideration of $288 million (net of cash balances of the disposed entity).

The effect of the disposal is detailed below:

| | SouFun 2011 $m |
|---|---|
| **Consideration for disposal** | |
| Cash consideration for disposal | 458 |
| Realised net investment hedge gain | 12 |
| Interest on net investment hedge | 2 |
| Underwriting fees | (15) |
| Cash and cash equivalents disposed | (169) |
| **Inflow of cash on disposal** | 288 |
| **Assets/(liabilities) at disposal date** | |
| Cash and cash equivalents | 169 |
| Trade and other receivables | 9 |
| Inventories | 8 |
| Other assets | 4 |
| Property, plant and equipment | 8 |
| Intangibles | 316 |
| Trade and other payables | (35) |
| Current tax liabilities | (18) |
| Provisions | (1) |
| Deferred tax liabilities | (12) |
| Other liabilities | (36) |
| Net assets | 412 |
| Adjustment for non-controlling interests | (51) |
| Foreign currency translation reserve disposed | 23 |
| Deferred tax on net investment hedge gain | 4 |
| **Gain on disposal** | 69 |

## Notes to the Financial Statements (continued)

# 20. Notes to the statement of cash flows (continued)

### (d) Disposals (continued)

Other current year disposals

On 22 September 2010, our controlled entity Telstra Limited sold its UK voice customer business for a total consideration of $14 million, with $14 million received in cash, resulting in a loss on disposal of $16 million. The carrying value of the intangible assets disposed amounted to $26 million and Telstra Limited recognised a provision for restructuring of $4 million on disposal of the business. The loss on disposal has reduced by $2 million compared to the $18 million reported at 31 December 2010 as a result of additional consideration received from the disposal in the second half of fiscal 2011.

We also sold our entire ownership interest of 48.2% in our associated entity Keycorp Limited for a total consideration of $23 million.

Fiscal 2010 disposals

Universal Publishers (UP)

On 9 September 2009, our controlled entity Sensis Pty Ltd sold its 100% shareholding in Universal Publishers Pty Ltd for a total consideration of $3 million (net of cash balances of the disposed entity).

The effect of the disposal is detailed below:

| | Universal Publishers | |
|---|---|---|
| | 2010 | 2010 |
| | $m | $m |
| Consideration for disposal | | |
| Cash consideration for disposal | 3 | |
| Cash balances disposed | - | |
| **Inflow of cash on disposal** | 3 | |
| | Fair value | Carrying value |
| Assets/(liabilities) at disposal date | | |
| Cash and cash equivalents | - | - |
| Trade and other receivables | 2 | 2 |
| Property, plant and equipment | 1 | 1 |
| Intangible assets | 3 | 3 |
| Other assets | 8 | 8 |
| Trade and other payables | (2) | (2) |
| Net assets | 12 | 12 |
| **Loss on disposal** | (9) | |
| | 3 | |

On 30 April 2009, our controlled entity Telstra Service Solutions Holdings sold its 100% shareholding in KAZ Group Pty Limited and KAZ Technology Services Pty Limited for a total consideration of $205 million (net of cash balances of the disposed entities), with $8 million of this consideration deferred. This deferred consideration was received during fiscal 2010.

The cash flow effect on the Telstra Group of these two disposals is detailed below:

| | Total disposals |
|---|---|
| | **Year ended** |
| | 30 June |
| | 2010 |
| | $m |
| Consideration for disposal | |
| Cash consideration for disposal | 3 |
| Deferred consideration received during the period for prior year disposals | 8 |
| **Inflow of cash on disposal** | 11 |

### (e) Significant investing and financing activities that involve components of non cash

Acquisition of assets by means of non cash transactions

| | Telstra Group | |
|---|---|---|
| | **Year ended** | |
| | **30 June** | |
| | **2011** | 2010 |
| | **$m** | $m |
| Acquisition of property, plant and equipment by means of finance leases | **76** | 87 |
| Acquisition of property, plant and equipment by means of debt forgiveness* | **108** | - |

The table above represents those assets acquired during the period which do not impact cash as the acquisition was made via finance leases or debt forgiveness.

*Relates to the acquisition of assets from Reach. Refer to section (c) for further details.

# Notes to the Financial Statements (continued)

## 21. Impairment

### Cash generating units

For the purposes of undertaking our impairment testing, we identify cash generating units (CGUs). Our CGUs are determined according to the smallest group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

The carrying amount of our goodwill and intangible assets with an indefinite useful life are detailed below:

| | Goodwill | | Intangible assets with indefinite useful lives | |
|---|---|---|---|---|
| | As at 30 June | | As at 30 June | |
| | **2011** | 2010 | **2011** | 2010 |
| | **$m** | $m | **$m** | $m |
| **CGUs** | | | | |
| CSL New World Group * | **740** | 932 | **-** | - |
| Telstra Europe Group* (a) | **54** | 80 | **-** | - |
| Sensis Group (b) | **215** | 215 | **-** | - |
| Location Navigation | **14** | 14 | **8** | 8 |
| Adstream Group (c) | **-** | 24 | **-** | - |
| 1300 Australia Pty Ltd | **16** | 16 | **12** | 12 |
| Sequel Group* | **100** | 119 | **-** | - |
| Octave Group* (d) | **-** | 116 | **-** | - |
| iVision (e) | **36** | - | **-** | - |
| LMobile Group* (f) | **45** | 87 | **-** | - |
| TelstraClear Group* (g) | **129** | 136 | **-** | - |
| Other | **66** | 63 | **1** | - |
| | **1,415** | 1,802 | **21** | 20 |

* These CGUs operate in overseas locations, therefore the goodwill allocated to these CGUs will fluctuate in line with movements in applicable foreign exchange rates during the year.

(a) On 22 September 2010, our controlled entity Telstra Limited sold its UK voice customer business resulting in a decrease of $15 million in goodwill. Refer to note 20 for further details.

(b) Our assessment of the Sensis Group CGU excludes the Location Navigation Group and the Adstream Group that form part of the Sensis reportable segment. These CGUs are assessed separately.

(c) We have classified the carrying value of assets and liabilities for the Adstream Group as held for sale. Refer to note 12 for further details.

(d) As at 31 December 2010, the carrying value of our assets in the Octave Group CGU were tested for impairment based on value in use. This resulted in an impairment charge of $133 million against goodwill ($94 million) and other intangible assets ($39 million) being recognised in the Telstra Group financial statements. The impairment arose as a result of significant changes in the regulatory environment in China in which the Octave Group operates. These changes were disclosed in our Annual Financial Report as at 30 June 2010. These regulatory changes have required us to significantly reduce the estimated future cash flows from the Octave Group, resulting in the impairment charge. The carrying amount of the Octave Group goodwill has been reduced to nil.

(e) On 31 March 2011, Telstra Corporation Ltd acquired 100% of the issued capital of iVision Pty Ltd. Refer to note 20 for further details.

(f) As at 30 June 2011, the carrying value of our assets in the LMobile Group CGU were tested for impairment based on value in use. This resulted in an impairment charge of $27 million against goodwill being recognised in the Telstra Group financial statements. The impairment arose as a result of increased competitive market pressure in the SMS, MMS and WAP market segments, which contributed to significant uncertainty around future cash flows for the LMobile Group. Given this and the reduced estimated future cash flows, we have estimated that certain pre-determined revenue and EBITDA targets may not be met. As such, in fiscal 2011, we have derecognised $30 million of the contingent consideration liability recognised at the date of acquisition of LMobile. The $30 million gain on the derecognition of the contingent consideration liability has been recorded as other income. Refer to note 6 for further details.

# Notes to the Financial Statements (continued)

## 21. Impairment (continued)

### Cash generating units (continued)

(g) On 24 May 2011, the New Zealand Government announced it had reached agreements to progress the rollout of a new ultra-fast broadband (UFB) network to cover 75% of premises in New Zealand. The UFB is supplementary to the Rural Broadband Initiative (RBI) intended to cover rural areas.

On 4 July 2011, the Telecommunications (TSO, Broadband, and Other Matters) Amendment Act 2011 came into force. The new law provides the framework for the new UFB regime and for Telecom New Zealand's structural separation, a condition of Telecom's participation in the UFB build.

At this stage, it is too early to assess the strategic or business effects of the UFB on TelstraClear Limited, our wholly controlled subsidiary, and the business plan of TelstraClear has not identified any impairment of assets as at 30 June 2011.

### Ubiquitous Telecommunications Network and Hybrid Fibre Coaxial (HFC) Cable Network

In addition to the above CGUs, we have two further significant CGUs that are reviewed for impairment which have no allocated goodwill. These two CGUs are:

- the Telstra Entity CGU, excluding the HFC cable network; and
- the CGU comprising the HFC cable network.

The Telstra Entity CGU consists of our ubiquitous telecommunications infrastructure network in Australia, excluding the HFC cable network that we consider not to be integrated with the rest of our telecommunications network. Assets that form part of the ubiquitous telecommunications network, comprising the customer access network and the core network, are considered to be working together to generate our net cash flows. No one item of telecommunications equipment is of any value without the other assets to which it is connected in order to achieve delivery of our products and services.

The ubiquitous telecommunications network and the HFC cable network are only reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

On 23 June 2011, Telstra entered into Definitive Agreements (DAs) with NBN Co Limited (NBN Co) and the Commonwealth Government for its participation in the rollout of the National Broadband Network (NBN). While this is a key milestone, the DAs remain subject to a number of conditions precedent that must be satisfied or waived for the DAs to come into full force and effect. These include Telstra shareholder approval, and ACCC acceptance of Telstra's structural separation undertaking and approval of Telstra's draft migration plan.

If the conditions precedent are satisfied or waived and the proposed transaction proceeds, we expect our discounted future cash flows to more than support the recoverable amount of both networks. This is based on:

- the consideration we expect to receive under the DAs for:
  - the progressive disconnection of copper-based Customer Access Network services and broadband services on our HFC cable network (but not Pay TV services on the HFC cable network) provided to premises in the NBN fibre footprint;
  - providing access to certain infrastructure, including dark fibre links, exchange rack spaces and ducts; and
  - the sale of lead-in-conduits; and
- forecast cash flows for continuing to:
  - provide Pay TV services via the HFC cable network into the future; and
  - use the core network.

In addition, the NBN build is expected to take 10 years and the weighted average remaining service lives for the existing network assets impacted by the disconnection obligations that will apply under the NBN DAs, if they come into full force and effect, falls within this anticipated NBN rollout period.

Given this, the results of our impairment testing for both networks based on the DAs show that the carrying amounts are recoverable for the year ended 30 June 2011. Further, if the conditions precedent in the DAs are not satisfied or waived and the proposed transaction does not proceed, the results of impairment testing under this scenario as at 30 June 2011 also support the carrying amounts of both of our networks. Refer to note 2.10(b) and note 30 for further discussion on the NBN.

### Impairment testing

Our impairment testing compares the carrying value of an individual asset or CGU with its recoverable amount as determined using a value in use calculation.

Our assumptions for determining the recoverable amount of each asset and CGU are based on past experience and our expectations for the future. Our cash flow projections are based on five year management approved forecasts. These forecasts use management estimates to determine income, expenses, capital expenditure and cash flows for each asset and CGU.

# Notes to the Financial Statements (continued)

## 21. Impairment (continued)

### Impairment testing (continued)

We have used the following key assumptions in determining the recoverable amount of our CGUs to which goodwill or indefinite useful life intangible assets has been allocated:

| | Discount rate (h) | | Terminal value growth rate (i) | |
|---|---|---|---|---|
| | As at 30 June | | As at 30 June | |
| | **2011** | 2010 | **2011** | 2010 |
| | **%** | % | **%** | % |
| CSL New World Group | **10.6** | 10.5 | **2.0** | 2.0 |
| TelstraClear Group | **11.1** | 11.0 | **3.0** | 3.0 |
| Telstra Europe Group | **9.6** | 9.1 | **3.0** | 3.0 |
| Sensis Group | **13.2** | 12.8 | **3.0** | 3.0 |
| Location Navigation | **11.8** | 12.9 | **3.0** | 3.0 |
| Adstream Group | **12.7** | 13.0 | **3.0** | 3.0 |
| 1300 Australia Group | **12.6** | 13.0 | **3.0** | 3.0 |
| Sequel Group | **18.2** | 16.8 | **5.0** | 5.0 |
| Octave Group | **21.2** | 17.0 | **5.0** | 5.0 |
| LMobile Group | **20.1** | 19.4 | **5.0** | 5.0 |
| iVision | **17.6** | - | **3.0** | - |

(h) Discount rate represents the pre tax discount rate applied to the cash flow projections.  The discount rate reflects the market determined, risk adjusted discount rate which is adjusted for specific risks relating to the CGU and the countries in which they operate.

(i) Terminal value growth rate represents the growth rate applied to extrapolate our cash flows beyond the five year forecast period. These growth rates are based on our expectation of the CGUs' long term performance in their respective markets.  The terminal value growth rate for the Australian CGUs are aligned at three percent.

Management have determined there are no reasonably possible changes that could occur in these assumptions that would cause the carrying amount of these CGUs to exceed their recoverable amount.

## Notes to the Financial Statements (continued)

# 22. Expenditure commitments

| | Telstra Group | |
|---|---|---|
| | As at 30 June | |
| | **2011** | 2010 |
| | **$m** | $m |
| **(a) Capital expenditure commitments** | | |
| Total capital expenditure commitments contracted for at balance date but not recorded in the financial statements: | | |
| **Property, plant and equipment commitments *** | **426** | 622 |
| **Intangible assets commitments** | **146** | 384 |
| **(b) Operating lease commitments** | | |
| Future lease payments for non-cancellable operating leases not recorded in the financial statements: | | |
| Within 1 year | **415** | 441 |
| Within 1 to 5 years | **1,162** | 1,079 |
| After 5 years | **960** | 781 |
| | **2,537** | 2,301 |

### Description of our operating leases

We have operating leases for the following types of assets:
- rental of land and buildings;
- rental of motor vehicles, caravan huts and trailers, mechanical aids and heavy excavation equipment; and
- rental of personal computers, laptops, printers and other related equipment that are used in non communications plant activities.

The weighted average lease term is:
- 6 years for land and buildings;
- 2 years for motor vehicles, 4 to 5 years for light commercial vehicles, and 7 to 12 years for trucks and mechanical aids and heavy excavation equipment; and
- 3 years for personal computers and related equipment.

The majority of our operating leases relate to land and buildings. We have several subleases with total minimum lease payments of $9 million (2010: $19 million) for the Telstra Group. Our property operating leases generally contain escalation clauses, which are fixed increases generally between 3% and 5%, or increases subject to the consumer price index or market rate. We do not have any significant purchase options.

* This includes the Telstra Entity capital expenditure commitments of $415 million (2010: $578 million). Refer to note 30 for further details.

# Notes to the Financial Statements (continued)

## 22. Expenditure commitments (continued)

| | | Telstra Group | |
|---|---|---|---|
| | | As at 30 June | |
| | | **2011** | 2010 |
| | Note | **$m** | $m |
| **(c) Finance lease commitments** | | | |
| Within 1 year | | **53** | 50 |
| Within 1 to 5 years | | **94** | 84 |
| After 5 years | | **19** | 25 |
| Total minimum lease payments | | **166** | 159 |
| Future finance charges on finance leases | | **(27)** | (30) |
| Present value of net future minimum lease payments | | **139** | 129 |
| **Included in the financial statements as:** | | | |
| Current borrowings | 17 | **45** | 43 |
| Non current borrowings | 17 | **94** | 86 |
| Total finance lease liabilities | 17 | **139** | 129 |

### Description of our finance leases

We have finance leases for the following types of assets:

- property leases in our controlled entity, Telstra Europe Limited; and
- computer mainframes, computer processing equipment and other related equipment.

The weighted average lease term is:

- 24 years for the property leases with a remaining average life of 12 years; and
- 4 years for computer mainframes and associated equipment.

Interest rates for our finance leases are:

- property leases interest rate of 21.0%; and
- computer mainframes, computer processing equipment and associated equipment weighted average interest rate of 7.6%.

We sublease computer mainframes, computer processing equipment and other related equipment as part of our solutions management and outsourcing services that we provide to our customers. Refer to note 10 for further details regarding these finance subleases.

Information regarding our share of our jointly controlled and associated entities' commitments is included in note 26.

# Notes to the Financial Statements (continued)

## 23. Contingent liabilities and contingent assets

We have no significant contingent assets as at 30 June 2011. The details and maximum amounts (where reasonable estimates can be made) are set out below for our contingent liabilities.

### Telstra Entity

Refer to note 30 for Telstra Entity contingent liabilities.

### Other

Other contingent liabilities identified for the Telstra Group, are as follows:

### 3GIS Partnership

During fiscal 2005, Telstra OnAir Holdings Pty Ltd and its partner, Hutchison 3G Australia Pty Ltd (now known as Vodafone Hutchinson Australia Pty Ltd), entered into agreements relating to the occupation of premises to provide 3GSM radio access network services.

As we are subject to joint and several liability in relation to agreements entered into by the 3GIS Partnership, we would be contingently liable if our partners in this relationship failed to meet any of their obligations. As a result, our contingent liabilities arising from the above agreements are $91 million (2010: $147 million).

### ASIC deed of cross guarantee

A list of the companies that are part of our deed of cross guarantee appear in note 25. Each of these companies (except Telstra Finance Limited) guarantees the payment in full of the debts of the other named companies in the event of their winding up. Refer to note 25 for further information.

# Notes to the Financial Statements (continued)

## 24. Post employment benefits

The employee superannuation schemes that we participate in or sponsor exist to provide benefits for our employees and their dependants after finishing employment with us. It is our policy to contribute to the schemes at rates specified in the governing rules for defined contribution schemes, or at rates determined by the actuaries for defined benefit schemes.

The defined contribution divisions receive fixed contributions and our legal or constructive obligation is limited to these contributions.

The present value of our obligations for the defined benefit plans are calculated by an actuary using the projected unit credit method. This method determines each year of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to calculate the final obligation.

Details of the defined benefit plans we participate in are set out below.

### Telstra Superannuation Scheme (Telstra Super)

On 1 July 1990, Telstra Super was established and the majority of Telstra staff transferred into Telstra Super. The Telstra Entity and some of our Australian controlled entities participate in Telstra Super.

Telstra Super has both defined benefit and defined contribution divisions. The defined benefit divisions of Telstra Super are closed to new members.

The defined benefit divisions provide benefits based on years of service and final average salary. Post employment benefits do not include payments for medical costs.

Contribution levels made to the defined benefit divisions are designed to ensure that benefits accruing to members and beneficiaries are fully funded as the benefits fall due. The benefits received by members of each defined benefit division take into account factors such as the employees' length of service, final average salary, employer and employee contributions.

An actuarial investigation of this scheme is carried out at least every three years.

### HK CSL Retirement Scheme

Our controlled entity, Hong Kong CSL Limited (HK CSL), participates in a superannuation scheme known as the HK CSL Retirement Scheme. This scheme was established under the Occupational Retirement Schemes Ordinance (ORSO) and is administered by an independent trustee. The scheme has three defined benefit sections and one defined contribution section. Actuarial investigations are undertaken annually for this scheme.

The benefits received by members of the defined benefit schemes are based on the employees' remuneration and length of service.

### Measurement dates

For Telstra Super actual membership data as at 30 April was used to precisely value the defined obligations as at that date. Details of assets, benefit payments and other cash flows as at 31 May were also provided in relation to Telstra Super. These April and May figures were then rolled up to 30 June to allow for changes in the membership and actual asset return. Contributions as at 30 June were provided in relation to the defined obligation.

Asset values as at 31 May were used to precisely measure the defined benefit liability as at that date for the HK CSL Retirement Scheme. Details of membership data, contributions, benefit payments and other cash flows as at 30 June were also provided in relation to the HK CSL Retirement Scheme.

The fair value of the defined benefit plan assets and the present value of the defined benefit obligations as at the reporting date are determined by our actuary. The details of the defined benefit divisions are set out in the following pages.

### Other defined contribution schemes

A number of our subsidiaries also participate in defined contribution schemes which receive employer and employee contributions based on a percentage of the employees' salaries. We made contributions to these schemes of $15 million for fiscal 2011 (2010: $10 million).

# Notes to the Financial Statements (continued)

## 24. Post employment benefits (continued)

### (a) Net defined benefit plan (liability)/asset - historical summary

Our net defined benefit plan (liability)/asset recognised in the statement of financial position for the current and previous periods is determined as follows:

| | Telstra Group | | | | |
|---|---|---|---|---|---|
| | As at 30 June | | | | |
| | **2011 $m** | 2010 $m | 2009 $m | 2008 $m | 2007 $m |
| Fair value of defined benefit plan assets (b) | **2,599** | 2,546 | 2,503 | 3,205 | 4,342 |
| Present value of the defined benefit obligation (c) | **2,762** | 2,934 | 2,847 | 3,048 | 3,646 |
| Net defined benefit (liability)/asset before adjustment for contributions tax | **(163)** | (388) | (344) | 157 | 696 |
| Adjustment for contributions tax | **(31)** | (69) | (62) | 25 | 118 |
| **Net defined benefit (liability)/asset at 30 June** | **(194)** | (457) | (406) | 182 | 814 |
| Comprised of: | | | | | |
| Defined benefit asset | **11** | 7 | 8 | 182 | 814 |
| Defined benefit liability | **(205)** | (464) | (414) | - | - |
| | **(194)** | (457) | (406) | 182 | 814 |
| **Experience adjustments:** | | | | | |
| Experience adjustments arising on defined benefit plan assets - gain/(loss) | **89** | (56) | (593) | (525) | 261 |
| Experience adjustments arising on defined benefit obligations - gain | **48** | 64 | 72 | 41 | 69 |

### (b) Reconciliation of changes in fair value of defined benefit plan assets

| | Telstra Group | |
|---|---|---|
| | As at 30 June | |
| | **2011 $m** | 2010 $m |
| **Fair value of defined benefit plan assets at beginning of year** | **2,546** | 2,503 |
| Expected return on plan assets | **197** | 195 |
| Employer contributions | **169** | 185 |
| Contributions tax | **(25)** | (28) |
| Member contributions | **30** | 53 |
| Benefits paid (i) | **(382)** | (288) |
| Actuarial gain/(loss) | **89** | (56) |
| Plan expenses after tax | **(13)** | (12) |
| Foreign currency exchange differences | **(12)** | (6) |
| **Fair value of defined benefit plan assets at end of year** | **2,599** | 2,546 |

The actual return on defined benefit plan assets was 9.7% (2010: 4.9%) for Telstra Super and 16.0% (2010: 10.4%) for the HK CSL Retirement Scheme.

# Notes to the Financial Statements (continued)

## 24. Post employment benefits (continued)

### (c) Reconciliation of changes in the present value of the wholly funded defined benefit obligation.

| | Telstra Group As at 30 June 2011 $m | 2010 $m |
|---|---|---|
| **Present value of defined benefit obligation at beginning of year** | **2,934** | 2,847 |
| Current service cost | **124** | 124 |
| Interest cost | **151** | 158 |
| Member contributions | **21** | 42 |
| Benefits paid (i) | **(382)** | (288) |
| Actuarial (gain)/loss | **(75)** | 46 |
| Curtailment loss | **3** | 10 |
| Foreign currency exchange differences | **(14)** | (5) |
| **Present value of wholly funded defined benefit obligation at end of year** | **2,762** | 2,934 |

(i) Benefits paid include $356 million (2010: $267 million) of entitlements (to exiting defined benefit members) which have been retained in Telstra Super but transferred to the defined contribution scheme.

For fiscal 2012, we expect to pay total benefit payments of $362 million (including benefits retained) to defined benefit members of Telstra Super.

### (d) Amounts recognised in the income statement and in other comprehensive income

| | Note | Telstra Group Year ended 30 June 2011 $m | 2010 $m |
|---|---|---|---|
| **The components of the defined benefit plan expense recognised in the income statement within labour expenses are as follows:** | | | |
| Current service cost | | **124** | 124 |
| Interest cost | | **151** | 158 |
| Expected return on plan assets | | **(197)** | (195) |
| Member contributions | | **(9)** | (10) |
| Curtailment loss | | **3** | 10 |
| Plan expenses after tax | | **13** | 12 |
| Adjustment for contributions tax | | **15** | 17 |
| | | **100** | 116 |
| Employer contributions - defined contribution divisions | | **168** | 133 |
| **Total expense recognised in the income statement** | 7 | **268** | 249 |
| Actuarial gain/(loss) recognised directly in other comprehensive income | | **183** | (158) |
| Cumulative actuarial losses recognised directly in other comprehensive income | | **(67)** | (250) |

# Notes to the Financial Statements (continued)

## 24. Post employment benefits (continued)

### (e) Categories of plan assets

The weighted average asset allocation as a percentage of the fair value of total plan assets as at 30 June are as follows:

| | Telstra Super | | HK CSL Retirement Scheme | |
|---|---|---|---|---|
| | As at 30 June | | As at 30 June | |
| | **2011** | 2010 | **2011** | 2010 |
| | **%** | % | **%** | % |
| **Asset allocations** | | | | |
| Equity instruments | **57** | 53 | **53** | 50 |
| Debt instruments | **2** | 2 | **40** | 48 |
| Property | **21** | 22 | **-** | - |
| Cash | **4** | 1 | **5** | 2 |
| Private equity | **12** | 14 | **-** | - |
| Infrastructure | **1** | 3 | **-** | - |
| International hedge funds | **1** | 5 | **-** | - |
| Opportunities | **2** | - | **2** | - |
| | **100** | 100 | **100** | 100 |

Telstra Super's investments in debt and equity instruments include bonds issued by, and shares in, Telstra Corporation Limited. Refer to note 29 for further details.

### (f) Principal actuarial assumptions

We used the following major assumptions to determine our defined benefit plan expense for the year ended 30 June:

| | Telstra Super | | HK CSL Retirement Scheme | |
|---|---|---|---|---|
| | Year ended 30 June | | Year ended 30 June | |
| | **2011** | 2010 | **2011** | 2010 |
| | **%** | % | **%** | % |
| Discount rate | **5.1** | 5.1 | **2.4** | 3.0 |
| Expected rate of return on plan assets (i) | **8.0** | 8.0 | **6.4** | 6.3 |
| Expected rate of increase in future salaries | **4.0** | 4.0 | **2.5-4.0** | 1.0-4.0 |

We used the following major assumptions to determine our defined benefit obligations at 30 June:

| | Telstra Super | | HK CSL Retirement Scheme | |
|---|---|---|---|---|
| | Year ended 30 June | | Year ended 30 June | |
| | **2011** | 2010 | **2011** | 2010 |
| | **%** | % | **%** | % |
| Discount rate (ii) | **5.2** | 5.1 | **2.5** | 2.4 |
| Expected rate of increase in future salaries (iii) | **4.0** | 4.0 | **4.2-4.5** | 2.5 - 4.0 |

(i) The expected rate of return on plan assets has been based on historical and future expectations of returns for each of the major categories of asset classes over the subsequent 10 year period, or longer. Estimates are based on a combination of factors including the current market outlook for interest rates, inflation, earnings growth and currency strength. To determine the aggregate return, the expected future return of each plan asset class is weighted according to the strategic asset allocation of total plan assets.

# Notes to the Financial Statements (continued)

## 24. Post employment benefits (continued)

### (f) Principal actuarial assumptions (continued)

(ii) The present value of our defined benefit obligation is determined by discounting the estimated future cash outflows using a discount rate based on government guaranteed securities with similar due dates to these expected cash flows.

For Telstra Super we have used the 10-year Australian government bond rate as it has the closest term from the Australian bond market to match the term of the defined benefit obligations. We have not made any adjustment to reflect the difference between the term of the bonds and the estimated term of liabilities due to the observation that the current government bond yield curve is reasonably flat, implying that the yields from government bonds with a term less than 10 years are expected to be very similar to the extrapolated bond yields with a term of 12 to 13 years.

For the HK CSL Retirement Scheme we have extrapolated the 5, 7, 10 and 15 year yields of the Hong Kong Exchange Fund Notes to 12 years to match the term of the defined benefit obligations.

(iii) Our assumption for the salary inflation rate for Telstra Super is 4%, which is reflective of our long term expectation for salary increases. The salary inflation rate for the HK CSL Retirement Scheme is 4.5% in fiscal 2012, 2013 and 2014, and 4.2% thereafter which reflects the long term expectations for salary increases.

### (g) Employer contributions

#### Telstra Super

The funding deed we have with Telstra Super requires contributions to be made when the average vested benefits index (VBI) in respect of the defined benefit membership (the ratio of defined benefit plan assets to defined benefit members' vested benefits) of a calendar quarter falls to 103% or below. For the quarter ended 30 June 2011, the VBI was 92% (30 June 2010: 86%). We have paid contributions totalling $443 million for the year ended 30 June 2011 (30 June 2010: $460 million). This includes employer contributions to the accumulation divisions and employee pre and post tax salary sacrifice contributions, which are excluded from the employer contributions in the reconciliations above. The current contribution rate for the defined benefit divisions of Telstra Super, effective June 2011, is 24% (June 2010: 27%).

The vested benefits, which forms the basis for determining our contribution levels under the funding deed, represents the total amount that Telstra Super would be required to pay if all defined benefit members were to voluntarily leave the fund on the valuation date. The VBI assesses the short term financial position of the plan. On the other hand the liability recognised in the statement of financial position is based on the projected benefit obligation (PBO), which represents the present value of employees' benefits assuming that employees will continue to work and be part of the fund until their exit. The PBO takes into account future increases in an employee's salary and provides a longer term financial position of the plan.

We will continue to monitor the performance of Telstra Super and reassess our employer contributions in light of actuarial recommendations. We expect to contribute approximately $423 million in fiscal 2012 which includes contributions to the defined benefit divisions at a contribution rate of 24% for fiscal 2012. This contribution rate could change depending on market conditions during fiscal 2012.

#### HK CSL Retirement Scheme

The contributions payable to the defined benefit divisions are determined by the actuary using the attained age normal funding actuarial valuation method.

Employer contributions made to the HK CSL Retirement Scheme for the financial year ended 30 June 2011 was $1 million (2010: $2 million). We expect not to make any contributions to our HK CSL Retirement Scheme in fiscal 2012.

Annual actuarial investigations are currently undertaken for this scheme by Mercer Hong Kong Limited.

# Notes to the Financial Statements (continued)

## 25. Investments in controlled entities

Below is a list of our investments in controlled entities.

| Name of entity | Country of incorporation | Telstra Entity's recorded amount of investment (#) | | % of equity held by immediate parent | |
|---|---|---|---|---|---|
| | | As at 30 June | | As at 30 June | |
| | | **2011** | 2010 | **2011** | 2010 |
| | | **$m** | $m | **%** | % |
| **Parent entity** | | | | | |
| Telstra Corporation Limited (a) | Australia | | | | |
| **Controlled entities** | | | | | |
| Telstra Finance Limited (a) | Australia | **-** | - | **100.0** | 100.0 |
| Telstra ESOP Trustee Pty Limited | Australia | **-** | - | **100.0** | 100.0 |
| Telstra Growthshare Pty Ltd | Australia | **-** | - | **100.0** | 100.0 |
| Telstra Media Pty Limited | Australia | **393** | 393 | **100.0** | 100.0 |
| Telstra Multimedia Pty Limited (a) | Australia | **2,678** | 2,678 | **100.0** | 100.0 |
| Telstra International (Aus) Limited (formerly Telstra International Limited) (a) | Australia | **2** | 2 | **100.0** | 100.0 |
| Telstra Pay TV Pty Ltd (a) | Australia | **-** | - | **100.0** | 100.0 |
| Chief Entertainment Pty Ltd | Australia | **-** | - | **100.0** | 100.0 |
| Telstra 3G Spectrum Holdings Pty Ltd | Australia | **302** | 302 | **100.0** | 100.0 |
| Telstra OnAir Holdings Pty Ltd. | Australia | **478** | 478 | **100.0** | 100.0 |
| Telstra Business Systems Pty Ltd (a) | Australia | **69** | 69 | **100.0** | 100.0 |
| Telstra Plus Pty Ltd. | Australia | **-** | - | **100.0** | 100.0 |
| Clayton 770 Pty Ltd | Australia | **-** | - | **100.0** | 100.0 |
| Research Resources Pty Ltd. | Australia | **-** | - | **100.0** | 100.0 |
| 1300 Australia Pty Ltd | Australia | **20** | 20 | **85.0** | 85.0 |
| • Alpha Phone Words Pty Ltd | Australia | **-** | - | **100.0** | 100.0 |
| iVision Pty Limited (a)(f)(h) | Australia | **41** | - | **100.0** | - |
| • Integrated Vision Pty Ltd (f) | Australia | **-** | - | **100.0** | - |
| • iVision (QLD) Pty Ltd (f) | Australia | **-** | - | **100.0** | - |
| • iVision Investments Pty Ltd (f) | Australia | **-** | - | **100.0** | - |
| • • iVision (Unify) Pty Ltd (f) | Australia | **-** | - | **100.0** | - |
| • Unify Pty Ltd (f) | Australia | **-** | - | **100.0** | - |
| Telstra Communications Limited (a) | Australia | **29** | 29 | **100.0** | 100.0 |
| • Telecom Australia (Saudi) Company Limited (b)(c)(d)(e) | Saudi Arabia | **-** | - | **50.0** | 50.0 |
| Adstream (Aust) Pty Ltd (i) | Australia | **23** | 23 | **64.4** | 64.4 |
| • Adstream Limited | New Zealand | **-** | - | **100.0** | 100.0 |
| • Quickcut (Aust) Pty Ltd | Australia | **-** | - | **100.0** | 100.0 |
| Telstra Holdings Pty Ltd (a) | Australia | **7,474** | 7,307 | **100.0** | 100.0 |
| • Telstra International Holdings Limited | Bermuda | **-** | - | **100.0** | 100.0 |
| • • SouFun Holdings Ltd (g) | Cayman Islands | **-** | - | **-** | 55.0 |
| • • • SouFun.com (Shenzhen) Ltd (g) | China | **-** | - | **-** | 100.0 |
| • • • SouFun.com (Tianjin) Ltd (g) | China | **-** | - | **-** | 100.0 |
| • • • SouFun.com (Chongqing) Ltd (g) | China | **-** | - | **-** | 100.0 |
| • • • SouFun.com (Guangzhou) Ltd (g) | China | **-** | - | **-** | 100.0 |
| • • • SouFun.com (Shanghai) Ltd (g) | China | **-** | - | **-** | 100.0 |
| • • • Beijing SouFun Information Consultancy Co. Ltd (g) | China | **-** | - | **-** | 90.0 |
| • • • China Index Academy Limited (g) | Hong Kong | **-** | - | **-** | 100.0 |
| • • • Selovo Investments Limited (g) | British Virgin Islands | **-** | - | **-** | 100.0 |
| • • • • Max Impact Investments Limited (g) | Hong Kong | **-** | - | **-** | 100.0 |
| • • • • • Zhongzhishizheng Data Technology (Beijing) Co. Ltd (g) | China | **-** | - | **-** | 100.0 |

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# Notes to the Financial Statements (continued)

## 25. Investments in controlled entities (continued)

| Name of entity | Country of incorporation | Telstra Entity's recorded amount of investment (#) | | % of equity held by immediate parent | |
|---|---|---|---|---|---|
| | | As at 30 June | | As at 30 June | |
| | | **2011** | 2010 | **2011** | 2010 |
| **Controlled entities (continued)** | | **$m** | $m | **%** | % |
| • Pendiary Investments Limited (g) | British Virgin Islands | **-** | - | **-** | 100.0 |
| • Bravo Work Investments Limited (g) | Hong Kong | **-** | - | **-** | 100.0 |
| • SouFun Media Technology (Beijing) Co. Ltd (g) | China | **-** | - | **-** | 100.0 |
| • SouFun Network Technology (Beijing) Co. Limited (g) | China | **-** | - | **-** | 100.0 |
| • Telstra Technology Services (Hong Kong) Limited | Hong Kong | **-** | - | **75.0** | 75.0 |
| • Sequel Limited (c)(d)(f) | Cayman Islands | **-** | - | **55.0** | 55.0 |
| • Cheerbright International Holdings Limited (c) | British Virgin Islands | **-** | - | **100.0** | 100.0 |
| • Beijing Cheerbright Technologies Co. Ltd (c) | China | **-** | - | **100.0** | 100.0 |
| • China Topside Limited (c) | British Virgin Islands | **-** | - | **-** | 100.0 |
| • Beijing Topside Technologies Co. Ltd (c) | China | **-** | - | **-** | 100.0 |
| • Norstar Advertising Media Holdings Limited (c) | Cayman Islands | **-** | - | **-** | 100.0 |
| • Shengtuo Shidai (Beijing) Information Technology Co. Ltd (c) | China | **-** | - | **-** | 100.0 |
| • Union Tough Advertisement Limited (c) | Hong Kong | **-** | - | **-** | 100.0 |
| • Haocheng Shidai (Beijing) Advertisement Co. Ltd (c)(d) | China | **-** | - | **-** | 30.0 |
| • Sequel Media Inc. (c)(d)(f) | Cayman Islands | **-** | - | **55.0** | - |
| • China Topside Limited (c) | British Virgin Islands | **-** | - | **100.0** | - |
| • Beijing Topside Technologies Co. Ltd (c) | China | **-** | - | **100.0** | - |
| • Norstar Advertising Media Holdings Limited (c) | Cayman Islands | **-** | - | **100.0** | - |
| • Shengtuo Shidai (Beijing) Information Technology Co. Ltd (c) | China | **-** | - | **100.0** | - |
| • Union Tough Advertisement Limited (c) | Hong Kong | **-** | - | **100.0** | - |
| • Haocheng Shidai (Beijing) Advertisement Co. Ltd (c)(d) | China | **-** | - | **30.0** | - |
| • Telstra Asia Holdings Limited (c) | British Virgin Islands | **-** | - | **100.0** | 100.0 |
| • Telstra Octave Holdings Limited (c) | British Virgin Islands | **-** | - | **100.0** | 100.0 |
| • Octave Investments Holdings Limited (c)(d) | British Virgin Islands | **-** | - | **67.0** | 67.0 |
| • Beauty Sunshine Investments Limited (c) | British Virgin Islands | **-** | - | **100.0** | 100.0 |
| • Beijing Wireless Permanence Technology Company Limited (c) | China | **-** | - | **100.0** | 100.0 |
| • Sharp Point Group Limited (c) | British Virgin Islands | **-** | - | **100.0** | 100.0 |
| • Beijing Liang Dian Shi Jian Technology Company Limited (c) | China | **-** | - | **100.0** | 100.0 |
| • Telstra Robin Holdings Limited (c) | British Virgin Islands | **-** | - | **100.0** | 100.0 |
| • Dotad Media Holdings Limited (c)(d) | British Virgin Islands | **-** | - | **67.0** | 67.0 |
| • LMobile (China) Holdings Limited (c) | Hong Kong | **-** | - | **100.0** | 100.0 |
| • Beijing Daote Aidi Internet Technology Company (c) | China | **-** | - | **100.0** | 100.0 |
| • Telstra Asia Limited (formerly Reach Asia Limited) (c)(e)(f) | British Virgin Islands | **-** | - | **100.0** | - |
| • Telstra South East Asia Holdings Limited (formerly Reach Asia Holdings Limited) (c)(e)(f) | British Virgin Islands | **-** | - | **100.0** | - |
| • PT Reach Network Services Indonesia (c)(e)(f) | Indonesia | **-** | - | **90.0** | - |
| • Telstra Asia Regional Holdings Limited (formerly Reach Asia Regional Holdings Limited) (c)(e)(f) | British Virgin Islands | **-** | - | **100.0** | - |
| • Reach Bandwidth Services Malaysia Sdn. Bhd (c)(e)(f) | Malaysia | **-** | - | **51.0** | - |
| • Reach Communications Services (Thailand) Limited (c)(d)(e)(f) | Thailand | **-** | - | **49.0** | - |
| • Reach Network (Thailand) Ltd (c)(d)(e)(f) | Thailand | **-** | - | **35.9** | - |

(continued over page)

# Notes to the Financial Statements (continued)

## 25. Investments in controlled entities (continued)

| Name of entity | Country of incorporation | Telstra Entity's recorded amount of investment (#) As at 30 June 2011 $m | 2010 $m | % of equity held by immediate parent As at 30 June 2011 % | 2010 % |
|---|---|---|---|---|---|
| **Controlled entities (continued)** | | | | | |
| • Reach Network (Thailand) Limited (c)(d)(e)(f) | Thailand | **-** | - | **32.0** | - |
| • Telstra Philippines Holdings Limited (formerly Reach Philippines Holdings Limited) (c)(f) | British Virgin Islands | **-** | - | **100.0** | - |
| • Incomgen Holdings Inc. (c)(d)(f) | Philippines | **-** | - | **40.0** | - |
| • Reach Web Holdings Inc. (c)(f) | Philippines | **-** | - | **60.0** | - |
| • Reach Networks Philippines Inc. (c)(f) | Philippines | **-** | - | **60.0** | - |
| • Reach Networks Philippines Inc. (c)(f) | Philippines | **-** | - | **40.0** | - |
| • Reach Web Holdings Inc. (c)(f) | Philippines | **-** | - | **40.0** | - |
| • Thai Cyber Web Co Limited (c)(d)(e)(f) | Thailand | **-** | - | **48.8** | - |
| • Telstra Global Holdings Limited (formerly Reach Global Holdings Limited) (c)(e)(f) | British Virgin Islands | **-** | - | **100.0** | - |
| • Telstra International Limited (formerly Reach Global Services Limited) (c)(e)(f) | Hong Kong | **-** | - | **100.0** | - |
| • Reach Network Services Korea Limited (c)(e)(f) | Republic of Korea | **-** | - | **100.0** | - |
| • Reach Holdings Limited (c) | Mauritius | **-** | - | **100.0** | 100.0 |
| • Reach Network India Private Limited (c) | India | **-** | - | **99.9** | 99.9 |
| • Reach Data Services India Private Limited (c) | India | **-** | - | **99.9** | 99.9 |
| • Beijing Australia Telecommunications Technical Consulting Services Company Limited (c) | China | **-** | - | **100.0** | 100.0 |
| • Telstra Holdings (Bermuda) No. 2 Limited | Bermuda | **-** | - | **100.0** | 100.0 |
| • CSL New World Mobility Limited | Bermuda | **-** | - | **76.4** | 76.4 |
| • New World PCS Holdings Limited | Cayman Islands | **-** | - | **100.0** | 100.0 |
| • CSL Limited | Hong Kong | **-** | - | **100.0** | 100.0 |
| • Hong Kong CSL Limited | Hong Kong | **-** | - | **100.0** | 100.0 |
| • Big Bang Holdings Limited | Hong Kong | **-** | - | **100.0** | 100.0 |
| • One2Free PersonalCom Limited | Hong Kong | **-** | - | **100.0** | 100.0 |
| • Integrated Business Systems Limited | Hong Kong | **-** | - | **100.0** | 100.0 |
| • New World PCS Limited | Hong Kong | **-** | - | **100.0** | 100.0 |
| • New World Mobility Limited | Hong Kong | **-** | - | **60.0** | 60.0 |
| • New World 3G Limited | Hong Kong | **-** | - | **100.0** | 100.0 |
| • Telstra Holdings (Bermuda) No 1 Limited | Bermuda | **-** | - | **100.0** | 100.0 |
| • Telstra International HK Limited | Hong Kong | **-** | - | **100.0** | 100.0 |
| • Telstra Japan Retail KK | Japan | **-** | - | **100.0** | 100.0 |
| • Telstra International Holdings No. 2 Limited | Bermuda | **-** | - | **100.0** | 100.0 |
| • Telstra Singapore Pte Ltd | Singapore | **-** | - | **100.0** | 100.0 |
| • Telstra Global Limited | United Kingdom | **-** | - | **100.0** | 100.0 |
| • PT Telstra Nusantara (b) | Indonesia | **-** | - | **100.0** | 100.0 |
| • Telstra Limited | United Kingdom | **-** | - | **100.0** | 100.0 |
| • Telstra (Cable Telecom) Limited | United Kingdom | **-** | - | **100.0** | 100.0 |
| • Telstra (PSINet) | United Kingdom | **-** | - | **100.0** | 100.0 |
| • Telstra (CTE) Limited | United Kingdom | **-** | - | **100.0** | 100.0 |
| • Cable Telecommunication Limited | United Kingdom | **-** | - | **100.0** | 100.0 |
| • PSINet Datacentre UK Limited | United Kingdom | **-** | - | **100.0** | 100.0 |
| • Inteligen Communications Limited | United Kingdom | **-** | - | **100.0** | 100.0 |
| • PSINet Jersey Limited | Jersey | **-** | - | **100.0** | 100.0 |
| • PSINet Hosting Centre Limited | Jersey | **-** | - | **100.0** | 100.0 |
| • Cordoba Holdings Limited | Jersey | **-** | - | **100.0** | 100.0 |
| • London Hosting Centre Limited | Jersey | **-** | - | **100.0** | 100.0 |
| • Telstra Inc | United States | **-** | - | **100.0** | 100.0 |
| • Telstra India (Private) Limited (c) | India | **-** | - | **100.0** | 100.0 |
| • Telstra NZ Limited | New Zealand | **-** | - | **100.0** | 100.0 |

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# Notes to the Financial Statements (continued)

## 25. Investments in controlled entities (continued)

| Name of entity | Country of incorporation | Telstra Entity's recorded amount of investment (#) | | % of equity held by immediate parent | |
|---|---|---|---|---|---|
| | | As at 30 June | | As at 30 June | |
| | | **2011** | 2010 | **2011** | 2010 |
| **Controlled entities (continued)** | | **$m** | $m | **%** | % |
| • Telstra New Zealand Holdings Limited | New Zealand | **-** | - | **100.0** | 100.0 |
| • Telstra Network Services NZ Limited (formerly Reach Network Services NZ Limited) (c)(e)(f) | New Zealand | **-** | - | **100.0** | - |
| • TelstraClear Limited | New Zealand | **-** | - | **100.0** | 100.0 |
| • CLEAR Communications Limited | New Zealand | **-** | - | **100.0** | 100.0 |
| • Telstra Telecommunications Private Ltd (c) | India | **-** | - | **74.0** | 49.0 |
| Network Design and Construction Limited (a) | Australia | **20** | 20 | **100.0** | 100.0 |
| • NDC Global Holdings Pty Limited | Australia | **-** | - | **100.0** | 100.0 |
| • NDC Global Services Pty Limited | Australia | **-** | - | **100.0** | 100.0 |
| Telstra Services Solutions Holdings Limited (a) | Australia | **313** | 514 | **100.0** | 100.0 |
| Sensis Pty Ltd (a) | Australia | **851** | 851 | **100.0** | 100.0 |
| • Location Navigation Pty Ltd | Australia | **-** | - | **100.0** | 100.0 |
| • Life Events Media Pty Limited (f) | Australia | **-** | - | **100.0** | - |
| • CitySearch Australia Pty Ltd | Australia | **-** | - | **100.0** | 100.0 |
| • Trading Post (Australia) Holdings Pty Ltd (b) | Australia | **-** | - | **-** | 100.0 |
| • Trading Post Group Pty Limited (b) | Australia | **-** | - | **-** | 100.0 |
| • The Personal Trading Post Pty Limited (b) | Australia | **-** | - | **-** | 100.0 |
| • ACN 092 426 778 Pty Ltd (formerly Auto Trader Australia Pty Ltd) (b) | Australia | **-** | - | **-** | 100.0 |
| • ACN 067 264 733 Pty Ltd (formerly WA Auto Trader Pty Ltd) (b) | Australia | **-** | - | **-** | 100.0 |
| • Trading Post (TCA) Pty Limited (b) | Australia | **-** | - | **-** | 100.0 |
| • Trading Post Australia Pty Limited (b) | Australia | **-** | - | **-** | 100.0 |
| • Sensis Holdings Pty Ltd (a) | Australia | **-** | - | **100.0** | 100.0 |
| • Telstra Sensis (Beijing) Co. Limited (c)(e) | China | **-** | - | **100.0** | 100.0 |
| Investment in controlled entities | | **12,693** | 12,686 | | |
| Allowance for impairment in value | | **(7,551)** | (7,376) | | |
| Total investment in controlled entities | | **5,142** | 5,310 | | |

#The amounts recorded are before any provision for reduction in value.

### (a) ASIC deed of cross guarantee financial information

A deed of cross guarantee was entered into on 17 May 2010, as defined in ASIC Class Order 98/1418 (Class Order). This deed replaces the previous deed of cross guarantee entered into on 28 June 2006.

The following entities form part of the deed of cross guarantee:

- Telstra Corporation Limited;
- Telstra Multimedia Pty Limited;
- Telstra International (Aus) Limited;
- Telstra Pay TV Pty Ltd;
- Telstra Business Systems Pty Ltd;
- iVision Pty Ltd;
- Telstra Communications Limited;
- Telstra Holdings Pty Ltd;
- Network Design and Construction Limited;
- Telstra Services Solutions Holdings Limited;
- Sensis Pty Ltd; and
- Sensis Holdings Pty Ltd.

iVision Pty Ltd was acquired during the year and added via an assumption deed on 29 June 2011.

Telstra Finance Limited is trustee of the closed group. However, it is not a group entity under the Deed.

The relevant group entities under the deed:

- form a closed group and extended closed group as defined in the ASIC Class Order 98/1418 (Class Order);
- do not have to prepare and lodge audited financial reports under the Corporations Act 2001; and
- guarantee the payment in full of the debts of the other parties to the deed in the event of their winding up.

# Notes to the Financial Statements (continued)

## 25. Investments in controlled entities (continued)

### (a) ASIC deed of cross guarantee financial information (continued)

The consolidated income statement and statement of financial position of the closed group is presented according to the Class Order as follows. This excludes Telstra Finance Limited. All significant transactions between members of the closed group have been eliminated.

| Closed group statement of financial position | Closed group | |
|---|---|---|
| | As at 30 June | |
| | **2011** | 2010 |
| | **$m** | $m |
| **Current assets** | | |
| Cash and cash equivalents | **2,316** | 1,628 |
| Trade and other receivables | **3,908** | 3,694 |
| Inventories | **257** | 280 |
| Derivative financial assets | **83** | 173 |
| Prepayments | **222** | 162 |
| Total current assets | **6,786** | 5,937 |
| **Non current assets** | | |
| Trade and other receivables | **1,345** | 1,299 |
| Inventories | **22** | 17 |
| Investments - accounted for using the equity method | **-** | 15 |
| Investments - other | **3,209** | 3,361 |
| Property, plant and equipment | **20,504** | 21,506 |
| Intangible assets | **5,974** | 5,757 |
| Derivative financial assets | **285** | 592 |
| Non current tax receivables | **382** | 321 |
| Total non current assets | **31,721** | 32,868 |
| **Total assets** | **38,507** | 38,805 |
| **Current liabilities** | | |
| Trade and other payables | **3,572** | 3,422 |
| Provisions | **384** | 384 |
| Borrowings | **2,969** | 2,957 |
| Derivative financial liabilities | **634** | 387 |
| Current tax payables | **370** | 317 |
| Revenue received in advance | **929** | 1,015 |
| Total current liabilities | **8,858** | 8,482 |
| **Non current liabilities** | | |
| Other payables | **57** | 49 |
| Provisions | **686** | 718 |
| Borrowings | **12,167** | 12,356 |
| Derivative financial liabilities | **1,799** | 1,511 |
| Deferred tax liabilities | **1,648** | 1,833 |
| Revenue received in advance | **298** | 338 |
| Defined benefit liability | **205** | 464 |
| Total non current liabilities | **16,860** | 17,269 |
| **Total liabilities** | **25,718** | 25,751 |
| **Net assets** | **12,789** | 13,054 |
| **Equity** | | |
| Share capital | **5,610** | 5,590 |
| Reserves | **(10)** | 161 |
| Retained profits | **7,189** | 7,303 |
| **Equity available to the closed group** | **12,789** | 13,054 |

# Notes to the Financial Statements (continued)

## 25. Investments in controlled entities (continued)

### (a) ASIC deed of cross guarantee financial information (continued)

| Closed group income statement and retained profits reconciliation | Closed group | |
|---|---|---|
| | Year ended 30 June | |
| | **2011** | 2010 |
| | **$m** | $m |
| **Income** | | |
| Revenue (excluding finance income) | **23,293** | 22,991 |
| Other income | **127** | 97 |
| | **23,420** | 23,088 |
| **Expenses** | | |
| Labour | **3,601** | 3,386 |
| Goods and services purchased | **5,332** | 4,558 |
| Other expenses | **4,718** | 4,843 |
| | **13,651** | 12,787 |
| Share of net (profit) from jointly controlled and associated entities | **(1)** | (2) |
| | **13,650** | 12,785 |
| Earnings before interest, income tax expense, depreciation and amortisation (EBITDA) | **9,770** | 10,303 |
| Depreciation and amortisation | **4,156** | 4,019 |
| Earnings before interest and income tax expense (EBIT) | **5,614** | 6,284 |
| Finance income | **191** | 129 |
| Finance costs | **1,262** | 1,011 |
| Net finance costs | **1,071** | 882 |
| **Profit before income tax expense** | **4,543** | 5,402 |
| Income tax expense | **1,306** | 1,585 |
| **Profit for the year available to the closed group** | **3,237** | 3,817 |
| Retained profits at the beginning of the financial year available to the closed group | **7,303** | 7,046 |
| Actuarial (gain)/loss on defined benefit plans | **178** | (155) |
| Income tax on actuarial loss on defined benefit plans | **(54)** | 46 |
| Effect on retained profits from removal of entities from the closed group | **-** | 23 |
| **Total available for distribution** | **10,664** | 10,777 |
| Dividends provided for or paid | **(3,475)** | (3,474) |
| **Retained profits at the end of the financial year available to the closed group** | **7,189** | 7,303 |

# Notes to the Financial Statements (continued)

## 25. Investments in controlled entities (continued)

### (b) Liquidations and deregistrations

These companies were liquidated or deregistered during the year.

At 30 June 2011, the following entities were in voluntary liquidation:

- Telecom Australia (Saudi) Company Limited; and
- PT Telstra Nusantara.

### (c) Controlled entities with different reporting dates

The following companies have reporting dates that differ from our reporting date of 30 June for fiscal 2011:

- Telecom Australia (Saudi) Company Limited - 31 December;
- Sequel Limited and its controlled entities - 31 December;
- Sequel Media Inc. and its controlled entities - 31 December;
- Telstra Sensis (Beijing) Co Limited - 31 December;
- Telstra Asia Holdings Limited and its controlled entities - 31 December;
- Telstra Asia Limited and its controlled entities - 31 December;
- Telstra Global Holdings Limited and its controlled entities - 31 December;
- Reach Network Services Korea Limited - 31 December;
- Reach Holdings Limited - 31 December;
- Reach Network India Private Limited - 31 March;
- Reach Data Services India Private Limited - 31 March;
- Beijing Australia Telecommunications Technical Consulting Services Company Limited - 31 December;
- Telstra India (Private) Limited - 31 March;
- Telstra Network Services NZ Limited - 31 December; and
- Telstra Telecommunications Private Ltd - 31 March.

Financial reports prepared as at 30 June are used for consolidation purposes.

### (d) Controlled entities in which our equity ownership is less than or equal to 50%

- We have no direct equity interest in the following entities within the Sequel Limited Group:

  - Beijing Autohome Information Technology Co. Ltd; and
  - Shijiazhuang Xinfeng Advertising Co. Ltd.

  The purpose of these entities is to hold the licenses and approvals required to operate Sequel Limited's internet content provision and advertising business respectively. Sequel Limited has the decision-making powers to control these entities. Sequel Limited is one of our controlled entities and therefore we have consolidated the financial results, position and cash flows of these entities into our Telstra Group financial report.

- We have no direct equity interest in the following entities within the Sequel Media Inc. Group:

  - Beijing Haochen Domain Information Technology Co. Ltd;
  - Lianhe Shangqing (Beijing) Advertisement Co. Ltd;
  - Beijing POP Information Technology Co. Ltd; and
  - Shijiazhuang Xinrong Advertising Co. Ltd.

  In addition, our controlled entity Union Tough Advertisement Limited has a 30% direct interest in Haocheng Shidai (Beijing) Advertisement Co. Ltd.

  The purpose of these entities is to hold the licenses and approvals required to operate Sequel Media Inc.'s internet content provision and advertising business respectively. Sequel Media Inc. has the decision-making powers to control these entities. Sequel Media Inc. is one of our controlled entities and therefore we have consolidated the financial results, position and cash flows of these entities into our Telstra Group financial report.

- We have no direct equity interest in the following entities within the Octave Investments Holdings Limited Group:

  - Beijing Jun Yuan Zhi Ye Information Technology Company Limited;
  - Beijing Shan Lian Hu Dong Network Technology Company Limited;
  - Beijing Shan Lian Chuang Yi Digital Technology Company Limited;
  - Beijing Chuang Yi He Xian Technology and Trading Company Limited;
  - Beijing Shan Lian Xun Tong Digital Technology Company Limited;
  - Hunan Zhi Yuan Information Network Technology Development Co Limited;
  - Beijing Xunjie Yingxiang Network Technology Company Ltd;
  - Beijing Rui Xin Zai Xian System Technology Company Limited;
  - Guangzhou Rui Yin Digital Technology Company Limited;
  - Shijiazhuang Ruixin Yin Shang Digital Technology Company Limited; and
  - Wuhan Rui Yin Zai Xian Digital Technology Company Limited.

  The purpose of these entities is to hold the licenses and approvals required to operate Octave Investments Holdings Limited's internet content provision and mobile value added services. Octave Investments Holdings Limited has the decision-making powers to control these entities. Octave Investments Holdings Limited is one of our controlled entities and therefore we have consolidated the financial results, position and cash flows of these entities into our Telstra Group financial report.

# Notes to the Financial Statements (continued)

## 25. Investments in controlled entities (continued)

### (d) Controlled entities in which our equity ownership is less than or equal to 50% (continued)

- We have no direct equity interest in the following entities within the Dotad Media Holdings Limited Group:

  - Beijing Baifen Tonglian Media Technology Co. Ltd;
  - Beijing Baifen Tonglian Information Technology Co. Ltd;
  - Shenzhen Huaxin Interactive Technology Co. Ltd;
  - Wanzhong Liandong Communication Technology (Beijing) Co. Ltd;
  - Shenzhen Baifen Tonglian Information Technology Co. Ltd;
  - Xian Huashang Tonglian New Media Co. Ltd; and
  - Beijing Zhongxin Changxun Information Technology Co. Ltd.

  The purpose of these entities is to hold the licenses and approvals required to operate Dotad Media Holdings Limited's mobile advertising business. Dotad Media Holdings Limited has the decision making powers to control these entities. Dotad Media Holdings Limited is one of our controlled entities and therefore we have consolidated the financial results, position and cash flows of these entities into our Telstra Group financial report.

- We have effective control over the following entities through economic dependency and contractual arrangements with the majority shareholders and have consolidated them into our group:

  - Reach Communications Services (Thailand) Limited;
  - Reach Network (Thailand) Limited;
  - Incomgen Holdings Inc.; and
  - Thai Cyber Web Co. Ltd.

- We own 50% of the issued capital of Telecom Australia (Saudi) Company Limited. We can exercise control over the Board of Directors of this entity in perpetuity, and therefore we have consolidated the financial results, position and cash flows of this entity into our Telstra Group financial report. This entity is currently in voluntary liquidation.

### (e) Controlled entities not individually audited by Ernst & Young

Companies not audited by Ernst & Young, our Australian statutory auditor.

### (f) New incorporations and business combinations

On 1 February 2011, our controlled entity Sensis Pty Ltd acquired 100% of the issued share capital in Life Events Media Pty Ltd for a total consideration of $5 million.

On 31 March 2011, we acquired 100% of the issued share capital in iVision Pty Ltd for a total consideration of $41 million.

On 28 February 2011, we acquired 100% of the issued share capital in Reach Asia Limited, Reach Global Holdings Limited, Reach Network Services Korea Limited and Reach Network Services NZ Limited and an intercompany loan for a total consideration of $39 million.

Refer to note 20 for further details on our acquisitions.

On 14 June 2011, we established a new entity Sequel Media Inc., which acquired all the shares in China Topside Limited and Norstar Advertising Media Holdings Limited from Sequel Limited on 30 June 2011. These transactions are the result of an internal restructure within the Sequel Limited Group.

### (g) Sales and disposals

Telstra International Holdings Limited sold its 50.6% shareholding in SouFun Holdings Ltd. Refer to note 20 for further details on our disposals.

### (h) Name changes

The following entity changed its name subsequent to 30 June 2011:

- iVision Pty Limited changed its name to Telstra iVision Pty Ltd.

### (i) Non-current assets held for sale

The carrying value of the assets and liabilities of Adstream (Aust) Pty Ltd have been classified as held for sale at 30 June 2011. Refer to note 12 and note 31 for further details.

# Notes to the Financial Statements (continued)

## 26. Investments in jointly controlled and associated entities

| | Telstra Group As at 30 June 2011 $m | 2010 $m |
|---|---|---|
| **Investments in jointly controlled entities** | | |
| Investments in jointly controlled entities | **2** | 2 |
| Allowance for impairment in value | **-** | - |
| Carrying amount of investments in jointly controlled entities | **2** | 2 |
| **Investments in associated entities** | | |
| Investments in associated entities | **24** | 39 |
| Allowance for impairment in value | **(24)** | (24) |
| Carrying amount of investments in associated entities | **-** | 15 |
| | **2** | 17 |

Our investments in jointly controlled and associated entities are listed below:

| Name of Entity | Principal activities | Ownership interest As at 30 June 2011 % | 2010 % | Telstra Group's carrying amount of investment (*) As at 30 June 2011 $m | 2010 $m |
|---|---|---|---|---|---|
| **Jointly controlled entities** | | | | | |
| FOXTEL Partnership (g)(h) | Pay television | **50.0** | 50.0 | **-** | - |
| FOXTEL Television Partnership (g)(h) | Pay television | **50.0** | 50.0 | **-** | - |
| Customer Services Pty Limited (g)(h) | Customer service | **50.0** | 50.0 | **-** | - |
| FOXTEL Management Pty Ltd (g)(h) | Management services | **50.0** | 50.0 | **-** | - |
| FOXTEL Cable Television Pty Ltd (a)(g)(h) | Pay television | **80.0** | 80.0 | **-** | - |
| Reach Ltd (incorporated in Bermuda) (e)(g)(h) | International connectivity services | **50.0** | 50.0 | **-** | - |
| TNAS Limited (incorporated in New Zealand) (e)(g)(h) | Toll free number portability in New Zealand | **33.3** | 33.3 | **-** | - |
| 3GIS Pty Ltd (e)(g) | Management services | **50.0** | 50.0 | **-** | - |
| 3GIS Partnership (e)(g) | 3G network services | **50.0** | 50.0 | **-** | - |
| Bridge Mobile Pte Ltd (incorporated in Singapore) (e)(g) | Regional roaming provider | **10.0** | 10.0 | **2** | 2 |
| | | | | **2** | 2 |
| **Associated entities** | | | | | |
| Australia-Japan Cable Holdings Limited (incorporated in Bermuda) (e)(g)(h) | Network cable provider | **46.9** | 46.9 | **-** | - |
| Telstra Super Pty Ltd (a)(h) | Superannuation trustee | **100.0** | 100.0 | **-** | - |
| Keycorp Limited (b)(c)(d)(f)(g) | Electronic transactions solutions | **-** | 48.2 | **-** | 15 |
| Telstra Foundation Ltd (a)(g)(h) | Charitable trustee organisation | **100.0** | 100.0 | **-** | - |
| Beijing Huaxin Hezhong Information Technology Co. Ltd (incorporated in China) (b)(e)(g) | Wireless music services | **-** | 30.0 | **-** | - |
| | | | | **-** | 15 |

Unless otherwise noted, all investments have a reporting date of 30 June, are incorporated in Australia and our voting power is the same as our ownership interest.

(*) The Telstra Group carrying amounts are calculated using the equity method of accounting.

# Notes to the Financial Statements (continued)

## 26. Investments in jointly controlled and associated entities (continued)

### (a) Jointly controlled and associated entities in which we own more than 50% equity

- We own 80% of the equity of FOXTEL Cable Television Pty Ltd. This entity is disclosed as a jointly controlled entity as the other equity shareholders have participating rights that prevent us from dominating the decision-making of the Board of Directors. Effective voting power is restricted to 50% and we have joint control.

- We own 100% of the equity of Telstra Super Pty Ltd, the trustee for the Telstra Superannuation Scheme (Telstra Super). We do not consolidate Telstra Super Pty Ltd as we do not control the Board of Directors. We have equal representation with employee representatives on the Board. Our voting power is limited to 44%, which is equivalent to our representation on the Board. The entity is therefore classified as an associated entity as we have significant influence over it.

- We own 100% of the equity of Telstra Foundation Ltd (TFL). TFL is limited by guarantee (guaranteed to $100) with Telstra Corporation Limited being the sole member. We did not contribute any equity to TFL on incorporation. TFL is the trustee of the Telstra Community Development Fund and manager of the Telstra Kids Fund. We do not consolidate TFL as we do not control the Board. Our voting power on the Board is limited to 38%, which is equivalent to our representation on the Board.

### (b) Other changes in jointly controlled and associated entities

On 8 December 2010 we sold our 48.2% interest in Keycorp for a total consideration of $23 million. Refer to note 20 for further details.

During the period, Dotad Media Holdings Limited (Dotad) sold Beijing Huaxin Hezhong Information Technology Co. Ltd for nominal consideration.

### (c) Fair value of investments in listed jointly controlled and associated entities

The fair value of our investment in Keycorp Limited at 30 June 2010 was $15 million.

### (d) Dividends received

A $1 million dividend was received from Keycorp Limited during the year (2010: $1 million).

### (e) Jointly controlled and associated entities with different reporting dates

The following jointly controlled and associated entities have different reporting dates to our reporting date of 30 June for fiscal 2011:

- Reach Ltd - 31 December;
- TNAS Limited - 31 March;
- 3GIS Pty Ltd - 31 December;
- 3GIS Partnership - 31 December;
- Bridge Mobile Pte Ltd - 31 March;
- Australia-Japan Cable Holdings Limited - 31 December; and
- Beijing Huaxin Target Information Co Ltd - 31 December.

Financial reports prepared as at 30 June are used for equity accounting purposes. Our ownership interest in jointly controlled and associated entities with different reporting dates is the same at that reporting date as at 30 June unless otherwise noted.

### (f) Share of net profits

| | Telstra Group | |
|---|---|---|
| | Year ended 30 June | |
| | **2011** | 2010 |
| | **$m** | $m |
| Net profit from jointly controlled and associated entities has been contributed by the following entities: | | |
| **Associated entities** | | |
| - Keycorp Limited (sold in December 2010) | **1** | 2 |
| | **1** | 2 |

# Notes to the Financial Statements (continued)

## 26. Investments in jointly controlled and associated entities (continued)

### (g) Other disclosures for jointly controlled and associated entities

The movements in the consolidated equity accounted amount of our jointly controlled and associated entities are summarised as follows:

| | Jointly controlled entities Telstra Group | | Associated entities Telstra Group | |
|---|---|---|---|---|
| | Year ended/As at 30 June | | Year ended/As at 30 June | |
| | **2011 $m** | 2010 $m | **2011 $m** | 2010 $m |
| **Carrying amount of investments at beginning of year** | **2** | 3 | **15** | 13 |
| Share of net profits for the year | **-** | - | **1** | 2 |
| Share of foreign currency translation reserve and movements due to exchange rate translations | **-** | (1) | **-** | - |
| Dividends received | **-** | - | **(1)** | (1) |
| Sale, transfers and reductions of investments during the year | **-** | - | **(15)** | - |
| Carrying amount of investments before reduction to recoverable amount | **2** | 2 | **-** | 14 |
| Impairment losses reversed during the year | **-** | - | | 1 |
| **Carrying amount of investments at end of year** | **2** | 2 | **-** | 15 |
| Our share of contingent liabilities of jointly controlled and associated entities | **9** | 11 | **-** | - |
| Our share of capital commitments contracted for by our jointly controlled and associated entities | **3** | 8 | **-** | - |

### Other commitments

Our jointly controlled entity, FOXTEL, has other commitments amounting to approximately $4,152 million (2010: $3,835 million). The majority of our 50% share of these commitments relate to minimum subscriber guarantees (MSG) for pay television programming agreements. These agreements are for periods of between 1 and 25 years and are based on current prices and costs under agreements entered into between the FOXTEL Partnership and various other parties. These minimum subscriber payments fluctuate in accordance with price escalation, as well as foreign currency movements. In addition to our MSG, FOXTEL has other commitments including obligations for satellite transponder costs and digital set top box units.

Our jointly controlled entity, 3GIS Partnership, has other commitments amounting to $182 million (2010: $294 million). The majority of our 50% share of these commitments relate to property leases. These leases are for periods of between 5 and 30 years and are based on future property payments under agreements entered into between the 3GIS Partnership and various other parties.

Under the Telstra Network Access Contract dated 6 December 2004, we are charged a 3G Network Access Charge that includes our 50% share of the partnership's operational expenditure. As we are obligated through this agreement to fund our share of the partnership's operating expenditure we are also responsible for our share of its expenditure commitments.

As announced on 21 October 2010, we have agreed to conclude our 3GIS Partnership with Vodafone Hutchison Australia in 2012. When the agreement concludes, our property lease commitments will continue as both parties will be assigned their share of leases.

# Notes to the Financial Statements (continued)

## 26. Investments in jointly controlled and associated entities (continued)

### (g) Other disclosures for jointly controlled and associated entities (continued)

Summarised presentation of all of our jointly controlled and associated entities' assets, liabilities, revenue and expense items (including jointly controlled and associated entities where equity accounting has been suspended):

| | Jointly controlled entities Telstra Group | | Associated entities Telstra Group | |
|---|---|---|---|---|
| | Year ended/As at 30 June | | Year ended/As at 30 June | |
| | **2011** | 2010 | **2011** | 2010 |
| | **$m** | $m | **$m** | $m |
| Current assets | **378** | 393 | **49** | 79 |
| Non current assets | **1,027** | 1,204 | **175** | 247 |
| **Total assets** | **1,405** | 1,597 | **224** | 326 |
| Current liabilities | **589** | 675 | **47** | 74 |
| Non current liabilities | **1,207** | 1,488 | **334** | 439 |
| **Total liabilities** | **1,796** | 2,163 | **381** | 513 |
| **Net liabilities** | **(391)** | (566) | **(157)** | (187) |
| Total income | **4,910** | 4,698 | **51** | 89 |
| Total expenses | **4,633** | 4,550 | **36** | 72 |
| **Profit before income tax expense** | **277** | 148 | **15** | 17 |
| Income tax benefit | **-** | - | **(2)** | - |
| **Profit for the year** | **277** | 148 | **17** | 17 |

Summarised presentation of our share of all our jointly controlled and associated entities' revenue and expense items (including jointly controlled and associated entities where equity accounting has been suspended):

| | Jointly controlled entities 2011 $m | 2010 $m | Associated entities 2011 $m | 2010 $m |
|---|---|---|---|---|
| Total income | **2,974** | 2,829 | **24** | 42 |
| Total expenses | **2,833** | 2,756 | **17** | 34 |
| **Profit before income tax expense** | **141** | 73 | **7** | 8 |
| Income tax benefit | **-** | - | **(1)** | - |
| **Profit for the year** | **141** | 73 | **8** | 8 |

# Notes to the Financial Statements (continued)

## 26. Investments in jointly controlled and associated entities (continued)

### (h) Suspension of equity accounting

Our unrecognised share of (profits)/losses for the period and cumulatively, for our entities where equity accounting has ceased and the investment is recorded at zero due to losses made by these entities and/or reductions in the equity accounted carrying amount, is shown below:

| | Telstra Group | | | |
|---|---|---|---|---|
| | Year ended 30 June | | | |
| | **Period 2011 $m** | **Cumulative 2011 $m** | Period 2010 $m | Cumulative 2010 $m |
| **Jointly controlled entities** | | | | |
| FOXTEL (*) | **(20)** | **132** | (12) | 152 |
| Reach Ltd | **(37)** | **559** | 6 | 596 |
| **Associated entities** | | | | |
| Australia-Japan Cable Holdings Limited | **(8)** | **148** | (6) | 156 |
| | **(65)** | **839** | (12) | 904 |

Equity accounting has also been suspended for the following jointly controlled and associated entities:

- TNAS Limited; and
- Telstra Super Pty Ltd.

There are no significant unrecognised profits/losses in these entities.

(*) FOXTEL includes FOXTEL Partnership, FOXTEL Television Partnership, Customer Services Pty Limited, FOXTEL Management Pty Limited and FOXTEL Cable Television Pty Ltd.

A $70 million distribution was received from FOXTEL during the year (2010: $60 million). This has been recorded as revenue in the income statement and has decreased our cumulative share of unrecognised losses in FOXTEL to $132 million after taking into account Telstra's share of FOXTEL's profit for the year of $100 million and other adjustments of $10 million.

# Notes to the Financial Statements (continued)

## 27. Employee share plans

The Company has a number of employee share plans that are available for Directors, executives and employees. These include those conducted through the:

- Telstra Growthshare Trust; and
- Telstra Employee Share Ownership Plan Trusts (TESOP99 and TESOP97).

The nature of each plan, details of plan holdings, movements in holdings, and other relevant information is disclosed below.

### Telstra Growthshare Trust

The Telstra Growthshare Trust commenced in fiscal 2000. Under the trust, Telstra operates a number of different equity plans, including:

- short term incentive plans;
- long term incentive plans; and
- Directshare and Ownshare plans.

The trustee for the trust is Telstra Growthshare Pty Ltd. This company is 100% owned by Telstra. Funding is provided to the Telstra Growthshare Trust to purchase Telstra shares on market to underpin the equity instruments issued.

In fiscal 2011, we recorded an expense of $12 million for our share based payment plans operated by the Telstra Growthshare Trust (2010: $5 million). As at 30 June 2011, we had an estimated total expense yet to be recognised of $27 million (2010: $31 million), which is expected to be recognised over a weighted average of 1.8 years (2010: 1.4 years).

### (a) Short term incentive (STI) plans

The purpose of the STI is to link key executives' rewards to individual key performance indicators and to Telstra's financial performance. The STI is delivered in cash and incentive shares and the executive is paid an annual STI only when the threshold targets are met or exceeded.

In fiscal 2010 and 2009, all STI payments were provided to Senior Executives as cash due to the changes of tax law governing employee share schemes.

#### (i) Description of equity instruments

Deferred Incentive shares (fiscal 2011)

For fiscal 2011, the Board approved 25% of executives' short term incentive to be allocated as deferred incentive shares. The effective allocation date will be 19 August 2011. These shares vest in equal parts over one and two years on the anniversary of their allocation date, subject to the executives' continued employment with any entity that forms part of the Telstra Group. However, the executives may retain the shares if they cease employment because of death, total and permanent disablement or redundancy (subject to applicable law relating to the provision of benefits or a determination by the Board). The executive is able to vote and receive dividends as and from the allocation date. The deferred incentive shares are not subject to any performance hurdles.

Incentive shares (fiscal 2008 and 2007):

In relation to fiscal 2008 and 2007 allocations of incentive shares, the incentive shares vested immediately, and the executive is able to use the incentive shares to vote and receive dividends from the vesting date. However, the executive is restricted from dealing with the vested incentive shares until after they are released from the restriction period.

Vested incentive shares are released from trust on the earliest of:

- five years from the date of effective allocation;
- when the minimum level of executive shareholding has been achieved and the Board approves removal of the five year restriction period;
- upon the ceasing of employment by the executive; or
- a date the Board determines (in response to an actual or likely change of control).

Once the vested incentive shares are exercised, Telstra shares will be transferred to the executive.

#### (ii) Summary of movements and other information

Allocations of Telstra's shares have been made in the form of incentive and deferred incentive shares under our STI plans and are detailed in the following table:

| | Incentive shares (^) | |
|---|---|---|
| | Number | Weighted average fair value (*) |
| **Outstanding as at 30 June 2009** | 2,870,504 | $4.34 |
| Granted . . . . . . . . . . . . . . . | 12,602 | $3.23 |
| Forfeited . . . . . . . . . . . . . . | (32,945) | $4.77 |
| Exercised . . . . . . . . . . . . . . | (1,677,853) | $4.33 |
| **Outstanding as at 30 June 2010** | 1,172,308 | $4.36 |
| Forfeited . . . . . . . . . . . . . . | **(68)** | **$4.77** |
| Exercised . . . . . . . . . . . . . . | **(191,749)** | **$4.42** |
| **Outstanding as at 30 June 2011 (#)** | **980,491** | **$4.35** |
| **Exercisable as at 30 June 2011** . . | **-** | **-** |

(^) Incentive shares includes both incentive shares and deferred incentive shares. The weighted average share price for incentive shares exercised during the financial year was $2.84 (2010: $3.55).

(*) The fair value of incentive shares granted is based on the market value of Telstra shares on allocation date.

(#) The number outstanding includes incentives shares that are subject to a restriction period. These amount to 980,491 as at 30 June 2011.

# Notes to the Financial Statements (continued)

## 27. Employee share plans (continued)

### Telstra Growthshare Trust (continued)

### (b) Long term incentive (LTI) plans

The purpose of LTI plans is to align key executives' rewards with shareholders' interests, and reward performance improvement whilst supporting business plans and corporate strategies. The Telstra Growthshare Trust Board administers the plans, and the Remuneration Committee and the Telstra Board determine who is invited to participate in these plans.

Performance of the LTI plans is measured with respect to the relevant performance period and subject to subsequent verification, ratification and sign off by the Remuneration Committee and approval by the Board.

As part of a review on the market positioning of management positions, Telstra elected to remove management positions that currently participate in LTI plans from any future LTI allocations. This change is effective 1 July 2011. Replacing the LTI plan is a share based deferral plan which requires management roles to defer 25% of the actual STI payment they receive into Telstra shares for a period of three years. If management separates from Telstra, for reasons other than death, total and permanent disability or redundancy, prior to the end of the three year deferral period, they will forfeit their entitlement to the deferred shares.

#### (i) Outstanding equity based instruments

Allocations have been made over a number of years in the form of performance rights, restricted shares and options under our LTI plans. These represent a right to acquire a share in Telstra. Further information regarding each type of LTI plan that was outstanding during the year are detailed in the following table:

| | Allocation date | Performance period | | Exercise price | Expiry date |
|---|---|---|---|---|---|
| | | from | to | | |
| Growthshare 2002 - Sept 2001 allocation | | | | | |
| TSR options | 6 Sept 2001 | 6 Sept 2004 | 6 Sept 2006 | $4.90 | 6 Sept 2011 |
| Growthshare 2006 - Feb 2006 allocation | | | | | |
| TSR, OEG, RG, NT & ITT performance rights | 19 Aug 2005 | 1 Jul 2005 | 30 Jun 2010 | $1 per parcel exercised | 19 Aug 2012 |
| ROI performance rights | 19 Aug 2005 | 1 Jul 2005 | 30 Jun 2008 | $1 per parcel exercised | 19 Aug 2012 |
| Growthshare 2007 | | | | | |
| TSR, RG, NGN & ITT & SEBITDA options | 31 Jan 2007 | 1 Jul 2006 | 30 Jun 2010 | $3.67 | 30 Jun 2012 |
| ROI options | 31 Jan 2007 | 1 Jul 2008 | 30 Jun 2010 | $3.67 | 30 Jun 2012 |
| Growthshare 2008 | | | | | |
| ESOP options | 17 Aug 2007 | n/a | n/a | $4.34 | 17 Aug 2012 |
| TSR options | 17 Aug 2007 | 1 Jul 2007 | 30 Jun 2011 | $4.34 | 30 Jun 2013 |
| ROI options | 17 Aug 2007 | 1 Jul 2008 | 30 Jun 2011 | $4.34 | 30 Jun 2013 |
| Growthshare 2009 | | | | | |
| ESOP options | 21 Aug 2008 | n/a | n/a | $4.36 | 21 Aug 2013 |
| US ESOP options | 21 Aug 2008 | n/a | n/a | $4.25 | 21 Aug 2013 |
| RTSR options | 21 Aug 2008 | 1 Jul 2008 | 30 Jun 2012 | $4.36 | 30 Jun 2014 |
| ROI restricted shares | 21 Aug 2008 | 1 Jul 2009 | 30 Jun 2012 | nil | 21 Aug 2014 |
| Growthshare 2010 | | | | | |
| ESRP performance rights | 21 Aug 2009 | n/a | n/a | nil | 21 Aug 2012 |
| RTSR restricted shares | 21 Aug 2009 | 1 Jul 2009 | 30 Jun 2012 | nil | 21 Aug 2013 |
| FCF ROI restricted shares | 21 Aug 2009 | 1 Jul 2009 | 30 Jun 2012 | nil | 21 Aug 2013 |
| Growthshare 2011 | | | | | |
| ESRP performance rights | **20 Aug 2010** | **n/a** | **n/a** | **nil** | **20 Aug 2013** |
| RTSR restricted shares | **20 Aug 2010** | **1 Jul 2010** | **30 Jun 2013** | **nil** | **20 Aug 2014** |
| FCF ROI restricted shares | **20 Aug 2010** | **1 Jul 2010** | **30 Jun 2013** | **nil** | **20 Aug 2014** |

Refer to section (b)(ii) for a description of the above equity instruments.

# Notes to the Financial Statements (continued)

## 27. Employee share plans (continued)

### Telstra Growthshare Trust (continued)

### (b) Long term incentive (LTI) plans (continued)

#### (i) Outstanding equity based instruments (continued)

In relation to these executive LTI plans, the Board may, in its discretion, reset the hurdles governing the fiscal 2011, fiscal 2010, fiscal 2009 and fiscal 2008 equity instruments to make them consistent with the changed circumstances resulting from the occurrence of factors including:

- a material change in the strategic business plan;
- a regulatory change; or
- a significant out-of-plan business development (this could include a major acquisition outside the current business plan, resulting in a significant change to the business of Telstra or the Telstra Group, that means that (in the reasonable opinion of the Board) the targets for that class of equity instruments are no longer appropriate).

In fiscal 2011, the Board did not reset the hurdles governing the equity instruments issued in fiscal 2011, fiscal 2010, fiscal 2009, or fiscal 2008.

#### (ii) Description of equity instruments

Restricted shares

In respect of restricted shares, an executive has no legal or beneficial interest in the underlying shares, no entitlement to dividends received from the shares and no voting rights in relation to the shares until the restricted shares vest. In relation to restricted shares issued in fiscal 2011, fiscal 2010 and fiscal 2009, if the performance hurdle is satisfied during the applicable performance period, a specified number of restricted shares, as determined in accordance with the trust deed and terms of issue, will vest and become restricted trust shares.

Although the trustee holds the restricted trust shares in trust, the executive will retain beneficial interest (dividends, voting rights, bonuses and rights issues) in the shares until they are transferred to them or sold on their behalf at expiration of the restriction period (unless forfeited).

A description of each restricted share that existed in fiscal 2011 is set out below:

- return on investment (ROI) restricted shares - the performance hurdle for these shares is based on an increase in the earnings before interest and tax for Telstra divided by the average investment;
- relative total shareholder return (RTSR) restricted shares - the performance hurdle for these shares is based on growth in Telstra's total shareholder return relative to the growth in total shareholder return of the companies in the peer group; and
- free cashflow return on investment (FCF ROI) restricted shares - the performance hurdle for these shares is based on Telstra’s annual free cashflow (less finance costs) over the performance period divided by the average investment over the performance period.

Options

An employee or executive is not entitled to Telstra shares unless the options initially vest (subject to the achievement of the relevant performance hurdles) and then are exercised. This means that the employee or executive cannot use options to vote or receive dividends until they have vested and been exercised. If the performance hurdles are satisfied in the applicable performance period, options must be exercised at any time before the expiry date, otherwise they will lapse. Once the options are exercised and the exercise price paid, Telstra shares will be transferred to the eligible employee or executive.

A description of each type of option that existed in fiscal 2011 is set out below:

Employee options:

- ESOP options - the performance hurdle for these options is based on the completion of three years continuous service by the participant (and once granted are not subject to any performance conditions); and
- US ESOP options - the performance hurdle for these options is based on the completion of three years continuous service by the participant (and once granted are not subject to any performance conditions).

Executive LTI options:

- relative total shareholder return options (RTSR options) - the performance hurdle for these options is based on growth in Telstra's total shareholder return relative to the growth in total shareholder return of the companies in the peer group;
- total shareholder return options (TSR options) - the performance hurdle for these options is based on growth in Telstra's total shareholder return; and
- return on investment options (ROI options) - the performance hurdle for these options is based on an increase in the earnings before interest and tax for Telstra relative to the average investment.

Performance rights

In respect of performance rights allocated prior to fiscal 2010, an executive or an employee has no legal or beneficial interest in the underlying shares, no entitlement to dividends received from the shares and no voting rights in relation to the shares until the performance rights vest. If the performance hurdle is satisfied during the applicable performance period, a specified number of performance rights, as determined in accordance with the trust deed and terms of issue, will become vested performance rights.

The exercise price for the vested performance rights allocated to executives prior to fiscal 2010 is $1 in total for all of the performance rights exercised on a particular day.

# Notes to the Financial Statements (continued)

## 27. Employee share plans (continued)

### Telstra Growthshare Trust (continued)

### (b) Long term incentive (LTI) plans (continued)

#### (ii) Description of equity instruments (continued)

For employee share rights plan (ESRP) performance rights allocated in fiscal 2011 and fiscal 2010, there is no exercise price payable. Once the performance rights have vested, the rights will be automatically exercised and Telstra shares will be transferred to the employee. Until this time, the employee cannot use the performance rights (or vested performance rights) to vote or receive dividends.

A description of each type of performance right that existed in fiscal 2011 is set out below:

Employee performance rights:

- employee share rights plan (ESRP) performance rights - the performance hurdle for these rights is based on the completion of three years continuous service by the participant (and once granted are not subject to any performance conditions).

Executive LTI performance rights:

- revenue growth (RG) performance rights - the performance hurdle for these rights is based on increases in Telstra's revenue; and
- network transformation (NT) performance rights - the performance hurdle for these rights is based on completion of certain elements in Telstra's network transformation program.

#### (iii) Performance hurdles

Restricted Shares

Details of the relevant performance hurdles in relation to restricted shares, are set out below:

Relative Total Shareholder Return (RTSR) restricted shares (fiscal 2011 and fiscal 2010)

For fiscal 2011 and fiscal 2010 RTSR restricted shares, the single performance period is the three year period ending on 30 June 2013 and 30 June 2012 respectively.

If Telstra achieves a result placing it in at least the 50th percentile for the performance period, then:

- the number of RTSR restricted shares that vest for that performance period is scaled proportionately from the 50th percentile (at which 25% of the allocation vests) to the 75th percentile (at which 100% of the allocation vests); and
- any restricted shares that do not vest will lapse.

If Telstra does not reach the 50th percentile, all of these RTSR restricted shares will lapse.

Any RTSR restricted shares that vest become restricted trust shares and are held by the Trustee until the restriction period ends (4 years after the effective allocation date of the restricted shares).

Free Cashflow Return on Investment (FCF ROI) restricted shares (fiscal 2011 and fiscal 2010)

For fiscal 2011 and fiscal 2010 FCF ROI restricted shares, the single performance period is the three year period ending on 30 June 2013 and 30 June 2012 respectively.

The number of FCF ROI restricted shares that will vest is calculated as follows:

- if the threshold target is achieved, then 50% of the allocation of FCF ROI restricted shares will vest;
- if the result achieved is between the threshold and stretch targets, then the number of FCF ROI restricted shares that will vest is scaled proportionately between 50% and 100%; and
- if the stretch target is achieved or exceeded, then 100% of the FCF ROI restricted shares will vest.

If the threshold target is not achieved, all of these FCF ROI restricted shares will lapse.

Any FCF ROI restricted shares that vest become restricted trust shares and are held by the Trustee until the end of the restriction period.

Return on Investment (ROI) restricted shares (fiscal 2009)

For ROI restricted shares, there are three performance periods as follows:

- First performance period - 1 July 2009 to 30 June 2010;
- Second performance period - 1 July 2010 to 30 June 2011; and
- Third performance period - 1 July 2011 to 30 June 2012.

For each of the performance periods, the number of restricted shares that will vest is calculated as follows:

- if the threshold target is achieved, then 50% of the allocation of restricted shares for that period will vest;
- if the result achieved is between the threshold and stretch target, then the number of restricted shares for that period that will vest is scaled proportionately between 50% and 100%; and
- if the stretch target is achieved or exceeded, then 100% of the restricted shares for that period will vest.

Any restricted shares that vest become restricted trust shares. Any restricted shares which do not vest in their respective performance periods will lapse.

# Notes to the Financial Statements (continued)

## 27. Employee share plans (continued)

### Telstra Growthshare Trust (continued)

### (b) Long term incentive (LTI) plans (continued)

#### (iii) Performance hurdles (continued)

Options

Details of the relevant performance hurdles in relation to options are set out below:

ESOP options and US ESOP options (fiscal 2009 (ESOP and US ESOP) and 2008 (ESOP only))

As part of the employee share option plan, certain eligible employees were provided options that vest upon completing certain employment requirements. If an eligible employee continues to be employed by an entity that forms part of the Telstra Group three years after the effective allocation date of the options (and in certain other circumstances), the options will vest. These options are not subject to any additional performance hurdles.

Relative Total Shareholder Return (RTSR) options (fiscal 2009)

For RTSR options, the applicable performance hurdle is based on comparing the TSR growth of Telstra against other companies in the peer group. Telstra is then given a score to determine its rank in comparison to the peer group. The RTSR options vest only if Telstra achieves a rank of at least the 50th percentile.

The Board has the discretion to amend the members in the peer group, as well as make necessary adjustments to the calculation of the TSR amount, TSR growth or rank.

For RTSR options, there are three performance periods as follows:

- First performance period - 1 July 2008 to 30 June 2010;
- Second performance period - 1 July 2008 to 30 June 2011; and
- Third performance period - 1 July 2008 to 30 June 2012.

The result for each performance period is separately measured. If Telstra achieves a rank greater than or equal to the 50th percentile for the performance period, then:

- the number of TSR options that will vest for that performance period is scaled proportionately from the 50th percentile (at which 25% of the allocation becomes exercisable) to the 75th percentile (at which 100% of the allocation becomes exercisable); and
- 25% of any unvested options for that performance period will lapse.

If Telstra achieves a rank of less than the 50th percentile for the performance period, then none of the options allocated for that performance period will vest and 25% of the options will lapse.

In addition, for the third performance period, if Telstra's rank meets or exceeds:

- both the 50th percentile and the rank achieved in the first performance period, the remaining unvested options from the first performance period will vest; and/or
- both the 50th percentile and the rank achieved in the second performance period, the remaining unvested options from the second performance period will vest.

The number of additional unvested options which may vest is also determined by using a linear scale.

If Telstra achieves a rank of less than the 50th percentile for the third performance period, then no options will vest for the third performance period. Furthermore, any remaining unvested options which do not vest or lapse following the third performance period will lapse following the end of the third performance period.

Total Shareholder Return (TSR) options (fiscal 2008)

For TSR options allocated to each performance period, the applicable performance hurdle is based on the market value of Telstra shares and the value of any other benefits paid or made available to Telstra shareholders, including dividends. This performance hurdle is set by the Board.

The TSR hurdle has been measured over the following three performance periods:

| | Performance Period | | |
|---|---|---|---|
| | 1st | 2nd | 3rd |
| Growthshare 2008 (TSR) . . . . . . . . | 1 July 2007 to 30 June 2009 | 1 July 2007 to 30 June 2010 | 1 July 2007 to 30 June 2011 |

The result for each performance period is separately measured. These TSR options vest if the growth in Telstra's total shareholder return meets or exceeds certain targets over the relevant performance period. The performance period result is calculated as follows:

- if the threshold target is achieved, then 50% of the allocation of options for that period will vest;
- if the result achieved is between the threshold and stretch targets, then the number of vested options is scaled proportionately between 50% and 100%; and
- if the stretch target is achieved, then 100% of the options will vest.

For the third performance period the number of options that will vest is based on the performance period result. Further, if the threshold target in the third performance period is met, then:

- if the stretch target is achieved in the third performance period, 100% of options that did not vest in the first and second performance periods will also vest (provided they have not lapsed); or
- if the threshold target is not achieved in the first and/or second performance period respectively, and the result achieved in the third performance period is less than the stretch target (but more than the threshold target), 50% of the options that did not vest in the first and/or second performance period respectively will also vest (provided they have not lapsed).

# Notes to the Financial Statements (continued)

## 27. Employee share plans (continued)

### Telstra Growthshare Trust (continued)

### (b) Long term incentive (LTI) plans (continued)

#### (iii) Performance hurdles (continued)

Return on Investment (ROI) options (fiscal 2008)

The ROI hurdle has been measured over the following three performance periods:

| | Performance Period | | |
|---|---|---|---|
| | 1st | 2nd | 3rd |
| Growthshare 2008 (ROI) . . . . . . . . | 1 July 2008 to 30 June 2009 | 1 July 2009 to 30 June 2010 | 1 July 2010 to 30 June 2011 |

For each of the performance periods, the number of options that will vest is calculated as follows:

- if the threshold target is achieved in the applicable performance period, then 50% of the allocation of options will vest;
- if the result achieved is between the threshold and stretch targets, then the number of vested options is scaled proportionately between 50% and 100%; and
- if the stretch target is achieved, then 100% of the options will vest.

The maximum number of options that can vest in a performance period is limited to the initial number allocated, less any options that may have lapsed.

Performance rights

Details of the relevant performance hurdles in relation to performance rights are set out below:

Employee Share Rights Plan (ESRP) performance rights (fiscal 2011 and fiscal 2010)

As part of the employee share rights plan, certain eligible employees were provided performance rights that vest upon completing certain employment requirements. If an eligible employee continues to be employed by an entity that forms part of the Telstra Group three years after the effective allocation date of the performance rights (and in certain other circumstances), the performance rights will vest. These performance rights are not subject to any performance hurdles.

# Notes to the Financial Statements (continued)

## 27. Employee share plans (continued)

### Telstra Growthshare Trust (continued)

### (b) Long term incentive (LTI) plans (continued)

#### (iv) Summary of movements and other information

| | Number of equity instruments | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding at 30 June 2010 | Granted | Forfeited (*) | Exercised | Expired (^) | Outstanding at 30 June 2011 | Exercisable at 30 June 2011 |
| Growthshare 2002 - Sept 2001 allocation | | | | | | | |
| TSR options | 8,939,000 | - | (602,000) | - | - | 8,337,000 | 8,337,000 |
| Growthshare 2006 - Feb 2006 allocation | | | | | | | |
| RG performance rights (#) | 370,319 | - | - | (312,857) | - | 57,462 | 57,462 |
| NT performance rights (#) | 58,751 | - | - | (35,928) | - | 22,823 | 22,823 |
| Growthshare 2008 | | | | | | | |
| ESOP options | 12,326,078 | - | (1,051,107) | (250) | - | 11,274,721 | 11,274,721 |
| TSR options | 14,113,671 | - | (2,018,861) | - | (12,094,810) | - | - |
| ROI options | 10,357,760 | - | (1,027,940) | - | (4,837,906) | 4,491,914 | 4,491,914 |
| Growthshare 2009 | | | | | | | |
| ESOP options | 14,051,102 | - | (1,474,325) | (159) | - | 12,576,618 | - |
| US ESOP options | 69,500 | - | (24,500) | - | - | 45,000 | - |
| RTSR options | 14,925,718 | - | (2,867,044) | - | (977,731) | 11,080,943 | - |
| ROI restricted shares | 3,580,248 | - | (662,898) | - | (1,253,641) | 1,663,709 | - |
| Growthshare 2010 | | | | | | | |
| ESRP performance rights | 1,944,862 | - | (218,619) | (30,223) | - | 1,696,020 | - |
| RTSR restricted shares | 7,403,997 | - | (1,742,516) | - | - | 5,661,481 | - |
| FCF ROI restricted shares | 7,403,997 | - | (1,742,516) | - | - | 5,661,481 | - |
| Growthshare 2011 | | | | | | | |
| ESRP performance rights | - | 1,168,590 | (9,689) | - | - | 1,158,901 | - |
| RTSR restricted shares | - | 7,147,682 | (289,092) | - | - | 6,858,590 | - |
| FCF ROI restricted shares | - | 7,147,682 | (289,092) | - | - | 6,858,590 | - |

(*) Forfeited refers to either instruments that lapsed on cessation of employment or the instrument lapsing unexercised.

(^) Expired refers to the performance hurdle not being met.

(#) The performance rights outstanding and exercisable at 30 June 2011 are those performance rights that satisfied the RG and NT performance hurdles for the final performance period. The Growthshare 2006 plan reached its final testing point as at 30 June 2010.

# Notes to the Financial Statements (continued)

## 27. Employee share plans (continued)

### Telstra Growthshare Trust (continued)

### (b) Long term incentive (LTI) plans (continued)

**(iv) Summary of movements and other information (continued)**

| | Number of equity instruments | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding at 30 June 2009 | Granted | Forfeited (*) | Exercised | Expired (^) | Outstanding at 30 June 2010 | Exercisable at 30 June 2010 |
| Growthshare 2002 - Sept 2001 allocation | | | | | | | |
| TSR options | 10,278,000 | - | (1,339,000) | - | - | 8,939,000 | 8,939,000 |
| Growthshare 2005 - Aug 2004 allocation | | | | | | | |
| TSR performance rights | 94,844 | - | (39,963) | (54,881) | - | - | - |
| Growthshare 2006 - Feb 2006 allocation | | | | | | | |
| TSR performance rights | 1,116,343 | - | (99,797) | - | (1,016,546) | - | - |
| OEG performance rights | 827,354 | - | (72,063) | - | (755,291) | - | - |
| RG performance rights (#) | 617,632 | - | (41,131) | (88,080) | (118,102) | 370,319 | 370,319 |
| NT performance rights (#) | 377,501 | - | (20,327) | (88,080) | (210,343) | 58,751 | 58,751 |
| ITT performance rights | 587,220 | - | (51,257) | - | (535,963) | - | - |
| ROI performance rights | 91,527 | - | - | - | (91,527) | - | - |
| Growthshare 2007 | | | | | | | |
| TSR options | 18,922,845 | - | (2,614,093) | - | (16,308,752) | - | - |
| RG options | 17,543,844 | - | (3,654,413) | - | (13,889,431) | - | - |
| NGN options | 17,802,575 | - | (4,295,623) | - | (13,506,952) | - | - |
| ITT options | 11,982,397 | - | (1,738,885) | - | (10,243,512) | - | - |
| ROI options | 14,709,380 | - | (1,486,033) | - | (13,223,347) | - | - |
| SEBITDA options | 31,304,615 | - | (4,574,649) | - | (26,729,966) | - | - |
| Growthshare 2008 | | | | | | | |
| ESOP options | 13,938,188 | - | (1,611,791) | (319) | - | 12,326,078 | - |
| TSR options | 15,993,398 | - | (1,879,727) | - | - | 14,113,671 | - |
| ROI options | 15,993,395 | - | (1,401,520) | - | (4,234,115) | 10,357,760 | - |
| Growthshare 2009 | | | | | | | |
| ESOP options | 15,677,479 | - | (1,626,058) | (319) | - | 14,051,102 | - |
| US ESOP options | 69,500 | - | - | - | - | 69,500 | - |
| RTSR options | 18,355,596 | - | (2,219,662) | - | (1,210,216) | 14,925,718 | - |
| ROI restricted shares | 5,818,222 | - | (703,580) | - | (1,534,394) | 3,580,248 | - |
| Growthshare 2010 | | | | | | | |
| ESRP performance rights | - | 2,047,583 | (102,499) | (222) | - | 1,944,862 | - |
| RTSR restricted shares | - | 7,413,228 | (9,231) | - | - | 7,403,997 | - |
| FCF ROI restricted shares | - | 7,413,228 | (9,231) | - | - | 7,403,997 | - |

(*) Forfeited refers to either instruments that lapsed on cessation of employment or the instrument lapsing unexercised.

(^) Expired refers to the performance hurdle not being met.

(#) The performance rights outstanding and exercisable at 30 June 2010 include those performance rights that satisfied the RG and NT performance hurdles for the final performance period.

# Notes to the Financial Statements (continued)

## 27. Employee share plans (continued)

### (b) Long term incentive (LTI) plans (continued)

**(iv) Summary of movements and other information (continued)**

| | Options (*) | | Performance rights (^) | | Restricted Shares (#) | |
|---|---|---|---|---|---|---|
| | Number | Weighted average fair value (**) | Number | Weighted average fair value (**) | Number | Weighted average fair value (**) |
| **Outstanding as at 30 June 2009** | 202,571,212 | $0.63 | 3,712,421 | $2.87 | 5,818,222 | $2.83 |
| Granted | - | - | 2,047,583 | $2.88 | 14,826,456 | $1.81 |
| Forfeited | (28,441,454) | $0.64 | (427,037) | $2.47 | (722,042) | $2.80 |
| Exercised (^^) | (638) | $0.33 | (231,263) | $3.05 | - | - |
| Expired | (99,346,291) | $0.76 | (2,727,772) | $2.25 | (1,534,394) | $2.83 |
| **Outstanding as at 30 June 2010** | 74,782,829 | $0.45 | 2,373,932 | $2.91 | 18,388,242 | $2.01 |
| Granted | **-** | **-** | **1,168,590** | **$2.37** | **14,295,364** | **$1.75** |
| Forfeited | **(9,065,777)** | **$0.39** | **(228,308)** | **$2.86** | **(4,726,114)** | **$1.95** |
| Exercised (##) | **(409)** | **$0.35** | **(379,008)** | **$3.16** | **-** | **-** |
| Expired | **(17,910,447)** | **$0.50** | **-** | **-** | **(1,253,641)** | **$2.83** |
| **Outstanding as at 30 June 2011** | **47,806,196** | **$0.45** | **2,935,206** | **$2.69** | **26,703,851** | **$1.84** |
| **Exercisable as at 30 June 2011** | **24,103,635** | **$0.70** | **80,285** | **$3.18** | **-** | **-** |

(*) Options include RTSR, TSR, ROI, ESOP and US ESOP options. The options "exercised" includes those participants that have been made redundant and are then consequently entitled to the Telstra shares.

(^) Performance rights include TSR, RG, NT and ESRP performance rights.

(#) Restricted shares relate to RTSR, FCFROI and ROI restricted shares.

(**) The fair value of these instruments is calculated using an option pricing model that takes into account various factors, including the exercise price and expected life of the instrument, the current price of the underlying share and its expected volatility, expected dividends, the risk-free rate for the expected life of the instrument, and the expected average volatility of Telstra's peer group companies.

(^^) The weighted average share price for instruments exercised during fiscal 2010 was $3.36 for fiscal 2008 and fiscal 2009 ESOP allocation of options, and $3.38 for fiscal 2005, fiscal 2006 and fiscal 2010 allocation of performance rights respectively. These share prices were based on the closing market price on the exercise dates.

(##) The weighted average share price for instruments exercised during fiscal 2011 was $2.58 for fiscal 2008 and fiscal 2009 ESOP allocation of options, and $2.76 for fiscal 2005 and fiscal 2010 allocation of performance rights respectively. These share prices were based on the closing market price on the exercise dates.

# Notes to the Financial Statements (continued)

## 27. Employee share plans (continued)

### Telstra Growthshare Trust (continued)

### (b) Long term incentive (LTI) plans (continued)

#### (v) Fair value of equity instruments granted

The fair value of LTI instruments granted during the financial year was calculated using a valuation technique that is consistent with the Black-Scholes methodology and utilises Monte Carlo simulations. The following weighted average assumptions were used in determining the valuation:

| | **Growthshare LTI FCF ROI restricted shares** | **Growthshare LTI RTSR restricted shares** | **Growthshare ESRP performance rights** | Growthshare LTI FCF ROI restricted shares | Growthshare LTI RTSR restricted shares | Growthshare ESRP performance rights |
|---|---|---|---|---|---|---|
| | **Feb 2011** | **Feb 2011** | **Feb 2011** | Feb 2010 | Feb 2010 | Dec 2009 |
| Share price . . . . . . . . . | **$2.98** | **$2.98** | **$2.94** | $3.01 | $3.01 | $3.42 |
| Risk free rate . . . . . . . . | **5.27%** | **5.27%** | **5.28%** | 4.75% | 4.75% | 4.95% |
| Dividend yield . . . . . . . | **9.0%** | **9.0%** | **9.0%** | 6.5% | 6.5% | 6.5% |
| Expected stock volatility . . | **25%** | **25%** | **25%** | 26% | 26% | 26% |
| Expected life . . . . . . . . | **(*)** | **(*)** | **(*)** | (*) | (*) | (*) |
| Expected rate of achievement of TSR performance hurdles | **n/a** | **33%** | **n/a** | n/a | 33.2% | n/a |

(*) The date the instruments become exercisable.

For fiscal 2011 LTI FCF ROI and RTSR restricted shares, the fair value has been measured at a grant date of 17 February 2011 and has been allocated over the period for which the service is received which commenced 1 July 2010.

For fiscal 2011 ESRP performance rights, the fair value has been measured at a grant date of 16 February 2011 and has been allocated over the period for which the service is received which commenced on 1 July 2010.

The expected stock volatility is a measure of the amount by which the price is expected to fluctuate during a period. This was based on historical daily and weekly closing share prices.

# Notes to the Financial Statements (continued)

## 27. Employee share plans (continued)

### Telstra Growthshare Trust (continued)

### (c) Telstra Directshare and Ownshare

#### (i) Nature of Telstra Directshare and Ownshare

Telstra Directshare

As a result of the changes to tax laws governing employee share schemes, the Board has determined that, from 1 July 2009, non-executive directors are no longer required to receive a minimum of 20% of their total remuneration as restricted Telstra shares, known as Directshare. Instead, the Board has decided to implement a policy to encourage non-executive directors to hold a total value equivalent to at least 50% of their total remuneration as Telstra shares.

Participation by Telstra's non-executive directors in Directshare is therefore optional. If the non-executive director chooses not to participate, they can receive their total remuneration in cash. If the non-executive director chooses to participate, the trustee may determine to allocate shares to the participating directors on a six monthly basis, on dates determined by the trustee at its discretion. Shares are acquired by the trustee from time to time. Although the trustee holds the shares in trust, the participant retains the beneficial interest in the shares (dividends, voting rights, bonuses and rights issues) until they are transferred at expiration of the restriction period.

The restriction period on Directshares already allocated continues until the earliest of:

- 10 years (2010: 10 years) from the date of allocation of the shares;
- the participating director is no longer a director of, or is no longer employed by, a company in the Telstra Group; and
- the Trustee determines that an 'event' under the terms of Directshare has occurred.

Telstra Ownshare

Certain eligible employees may, at their election, be provided part of their remuneration in Telstra shares. Shares are acquired by the trustee from time to time and allocated to these employees at the time their application is accepted. Although the trustee holds the shares in trust, the participant retains the beneficial interest in the shares (dividends, voting rights, bonuses or rights issues) until they are transferred at expiration of the restriction period.

The restriction period continues until the earliest of:

- three years from the date of allocation (depending on the elections available to the participant at the time of allocation);
- the participant ceases employment with the Telstra Group; and
- the Board of Telstra determines that an 'event' has occurred.

At the end of the restriction period, the Ownshares will be transferred to the participant. The participant is not able to deal in the shares until this transfer has taken place.

#### (ii) Instruments granted during the financial year

The fair value of the instruments granted under the Directshare and Ownshare plans is determined by the remuneration foregone by the participant. On the grant of Directshares and Ownshares, the participants in the plans are not required to make any payment to the Telstra Entity. The 5 November 2010 grant of Ownshares relates to shares acquired through salary sacrifice by employees.

There were no shares granted during fiscal 2011 under the Directshare plan. For the Ownshare plan, the weighted average fair value of fully paid shares granted to executives as at 30 June 2011 was $2.68 (2010: $3.41) and the total fair value of shares granted was $464,776 (2010: $451,116).

# Notes to the Financial Statements (continued)

## 27. Employee share plans (continued)

### Telstra Growthshare Trust (continued)

### (c) Telstra Directshare and Ownshare (continued)

#### (iii) Summary of movements

The table below provides information about our Directshare and Ownshare plans:

| | Number of equity instruments | | | | | | |
|---|---|---|---|---|---|---|---|
| | Outstanding at 30 June 2009 | Granted (*) | Distributed (^) | Outstanding at 30 June 2010 | **Granted (*)** | **Distributed (^)** | **Outstanding at 30 June 2011** |
| Directshares | | | | | | | |
| 5 September 2003 allocation | 14,366 | - | (4,841) | 9,525 | **-** | **-** | **9,525** |
| 20 February 2004 allocation | 15,435 | - | (5,202) | 10,233 | **-** | **-** | **10,233** |
| 20 August 2004 allocation | 4,622 | - | (1,867) | 2,755 | **-** | **-** | **2,755** |
| 19 February 2005 allocation | 15,704 | - | (7,793) | 7,911 | **-** | **-** | **7,911** |
| 19 August 2005 allocation | 14,223 | - | (8,975) | 5,248 | **-** | **-** | **5,248** |
| 17 February 2006 allocation | 22,022 | - | (13,792) | 8,230 | **-** | **-** | **8,230** |
| 18 August 2006 allocation | 31,871 | - | (19,528) | 12,343 | **-** | **-** | **12,343** |
| 23 February 2007 allocation | 34,114 | - | (19,592) | 14,522 | **-** | **-** | **14,522** |
| 17 August 2007 allocation | 34,048 | - | (18,705) | 15,343 | **-** | **-** | **15,343** |
| 29 February 2008 allocation | 51,433 | - | (26,465) | 24,968 | **-** | **-** | **24,968** |
| 21 August 2008 allocation | 61,113 | - | (24,755) | 36,358 | **-** | **-** | **36,358** |
| 6 March 2009 allocation | 97,797 | - | (34,616) | 63,181 | **-** | **-** | **63,181** |
| 21 August 2009 allocation | - | 14,712 | (8,399) | 6,313 | **-** | **-** | **6,313** |
| 19 February 2010 allocation | - | 6,809 | - | 6,809 | **-** | **-** | **6,809** |
| | 396,748 | 21,521 | (194,530) | 223,739 | **-** | **-** | **223,739** |
| Ownshares | | | | | | | |
| 18 August 2006 allocation | 302,067 | - | (302,067) | - | **-** | **-** | **-** |
| 27 October 2006 allocation | 143,971 | - | (143,971) | - | **-** | **-** | **-** |
| 27 September 2007 allocation | 356,631 | - | (36,203) | 320,428 | **-** | **(320,428)** | **-** |
| 26 October 2007 allocation | 142,189 | - | (18,836) | 123,353 | **-** | **(123,353)** | **-** |
| 15 September 2008 allocation | 417,280 | - | (63,963) | 353,317 | **-** | **(37,576)** | **315,741** |
| 24 October 2008 allocation | 202,796 | - | (9,831) | 192,965 | **-** | **(3,119)** | **189,846** |
| 24 December 2009 allocation | - | 132,292 | (2,642) | 129,650 | **-** | **(5,432)** | **124,218** |
| 5 November 2010 allocation | - | - | - | - | **173,424** | **(2,760)** | **170,664** |
| | 1,564,934 | 132,292 | (577,513) | 1,119,713 | **173,424** | **(492,668)** | **800,469** |

(*) The number of Directshares granted is based on the monthly volume weighted average price of a Telstra share in the six months prior to allocation, in conjunction with the remuneration foregone. The number of Ownshares granted is based on the weighted average price of a Telstra share in the week ending on the day before the allocation date, in conjunction with the remuneration foregone.

(^) Directshares and Ownshares are not required to be exercised. The fully paid shares held by the Telstra Growthshare Trust relating to these instruments are transferred to the participants at the completion of the restriction period.

# Notes to the Financial Statements (continued)

## 27. Employee share plans (continued)

### TESOP99 and TESOP97

As part of the Commonwealth's sale of its shareholding in fiscal 2000 and fiscal 1998, we offered eligible employees the opportunity to buy ordinary shares of Telstra. These share plans were:

- the Telstra Employee Share Ownership Plan II (TESOP99); and
- the Telstra Employee Share Ownership Plan (TESOP97).

Although the Telstra ESOP Trustee Pty Ltd (wholly owned subsidiary of Telstra) is the trustee for TESOP99 and TESOP97 and holds the shares in the trust, the participating employee retains the beneficial interest in the shares (dividends and voting rights).

Generally, employees were offered interest free loans by the Telstra Entity to acquire certain shares, and in some cases became entitled to certain extra shares and loyalty shares as a result of participating in the plans. All shares acquired under the plans were transferred from the Commonwealth either to the employees or to the trustee for the benefit of the employees.

While a participant remains an employee of the Telstra Entity, a company in which Telstra owns greater than 50% equity, or the company which was their employer when the shares were acquired, there is no date by which the employee has to repay the loan. The loan may, however, be repaid in full at any time by the employee using his or her own funds.

The loan shares, extra shares and in the case of TESOP99, the loyalty shares, were subject to a restriction on the sale of the shares or transfer to the employee for three years, or until the relevant employment ceased. This restriction period has now been fulfilled under each plan.

If a participant ceases to be employed by the Telstra Entity, a company in which Telstra owns greater than 50% equity, or the company which was their employer when the shares were acquired, the employee must repay their loan within two months of leaving to acquire the relevant shares. This is the case except where the restriction period has ended because of the employee's death or disablement (in this case the loan must be repaid within 12 months).

If the employee does not repay the loan when required, the trustee can sell the shares. The sale proceeds must then be used to pay the costs of the sale and any amount outstanding on the loan, after which the balance will be paid to the employee. The Telstra Entity's recourse under the loan is limited to the amount recoverable through the sale of the employee's shares.

## Notes to the Financial Statements (continued)

# 27. Employee share plans (continued)

### TESOP99 and TESOP97 (continued)

The Telstra ESOP Trustee continues to hold the loan shares where the employee has ceased employment and elected not to repay the loan, until the share price is sufficient to recover the loan amount and associated costs. The Trustee will then sell the shares. As at 30 June 2011, there were 8,999,600 shares held for this purpose (2010: 8,831,000).

The following table provides information about our TESOP99 and TESOP97 share plans:

| | TESOP97 | | | TESOP99 | | |
|---|---|---|---|---|---|---|
| | Number | Weighted average fair value (*) | Total fair value $m | Number | Weighted average fair value (*) | Total fair value $m |
| **Equity instruments outstanding and exercisable as at 30 June 2009** | 25,672,500 | $3.39 | 87 | 13,899,000 | $3.39 | 47 |
| Exercised (#) | (2,290,375) | $3.16 | (7) | (56,400) | $3.16 | - |
| **Equity instruments outstanding and exercisable as at 30 June 2010** | 23,382,125 | $3.25 | 76 | 13,842,600 | $3.25 | 45 |
| Exercised (#) | **(23,367,125)** | **$2.68** | **(63)** | **(53,600)** | **$2.68** | **-** |
| **Equity instruments outstanding and exercisable as at 30 June 2011** | **15,000** | **$2.89** | **-** | **13,789,000** | **$2.89** | **40** |

(*) The fair value of these shares is based on the market value of Telstra shares at reporting date and exercise date.

(#) The amount exercised relates to the shares released from trust as a result of the interest free loan to employees being fully repaid during the year.

The employee share loan balance as at 30 June 2011 is $70 million (2010: $77 million). The weighted average loan still to be repaid for TESOP97 is $0.10 per instrument (2010: $0.19) and for TESOP99 is $5.06 per instrument (2010: $5.28).

# Notes to the Financial Statements (continued)

## 28. Key management personnel compensation

In accordance with AASB 124: "Related Party Disclosures", key management personnel (KMP) have authority and responsibility for planning, directing and controlling the activities of the Telstra Group. As such, KMP are deemed to include the following:

- the non-executive Directors of the Telstra Entity; and
- certain executives in the Chief Executive Officer's (CEO's) senior leadership team, including the CEO, referred to as a 'senior executive' in this note.

### Directors

During fiscal 2011 and fiscal 2010, the Directors of the Telstra Entity were:

| Name | Position |
|---|---|
| **Current Directors** | |
| Catherine B Livingstone | Chairman, Non-Executive Director |
| David I Thodey | Executive Director and Chief Executive Officer |
| John V Stanhope | Executive Director, Chief Financial Officer and Group Managing Director, Finance and Administration |
| Geoffrey A Cousins | Non-Executive Director |
| Russell A Higgins | Non-Executive Director |
| John P Mullen | Non-Executive Director |
| Nora L Scheinkestel | Non-Executive Director (appointed on 12 August 2010) |
| John M Stewart | Non-Executive Director |
| John W Stocker | Non-Executive Director |
| Steven M Vamos | Non-Executive Director |
| John D Zeglis | Non-Executive Director |

### Senior executives

The senior executives that qualified as KMP for fiscal 2011 and fiscal 2010 were:

| Name | Position |
|---|---|
| **Current Senior Executives** | |
| David I Thodey | Executive Director and Chief Executive Officer |
| John V Stanhope | Executive Director, Chief Financial Officer and Group Managing Director, Finance and Administration |
| Bruce Akhurst | Chief Executive Officer, Sensis |
| Gordon Ballantyne | Group Managing Director, Telstra Consumer and Country Wide (KMP effective from 1 July 2010) |
| Paul Geason | Group Managing Director, Telstra Enterprise and Government (from 22 January 2011) and Group Managing Director, Telstra Wholesale (up to 21 January 2011) |
| Kate McKenzie | Group Managing Director, Telstra Innovation Products and Marketing |
| Brendon Riley | Chief Operations Officer, Telstra Operations (KMP effective from 28 February 2011) |
| Deena Shiff | Group Managing Director, Telstra Business |

**Former Senior Executives**

Nerida Caesar, resigned as Group Managing Director, Telstra Enterprise and Government, on 21 January 2011.

Michael Rocca, resigned as Chief Operations Officer, Telstra Operations, on 27 February 2011.

# Notes to the Financial Statements (continued)

## 28. Key management personnel compensation (continued)

### KMP aggregate compensation

During fiscal 2011 and fiscal 2010, the aggregate compensation provided to our KMP was:

| | Telstra Group | |
|---|---|---|
| | As at 30 June | |
| | **2011** | 2010 (*) |
| | **$** | $ |
| Short term employee benefits | **17,673,942** | 12,106,982 |
| Post employment benefits | **815,232** | 782,706 |
| Other long term benefits | **257,529** | 214,997 |
| Termination benefits | **1,700,353** | - |
| Share-based payments (a) | **4,558,079** | 1,531,362 |
| | **25,005,135** | 14,636,047 |

(*) Prior year comparative information has been restated to reflect the fiscal 2011 KMP.

(a) Mr Ballantyne and Mr Riley do not hold any interests in equity instruments of the Telstra Entity during fiscal 2011. Mr Ballantyne also does not hold any interest in the shares of the Telstra Entity.

In accordance with AASB 124 we have made the detailed remuneration disclosures in the Remuneration Report which is part of the Directors' Report. Please refer to the Remuneration Report for further details.

### Other transactions with our KMP and their related entities

Our KMP have telecommunications services transactions with the Telstra Group, which are not significant and are both trivial and domestic in nature. The KMP related entities also have telecommunications services with us on normal commercial terms and conditions.

Our KMP are provided with telecommunications and other services and equipment to assist them in performing their duties. From time to time, we also make products and services available to our KMP without charge to enable them to familiarise themselves with our products, services and recent technological developments. To the extent it is considered a benefit to a KMP, it is included in their compensation.

# Notes to the Financial Statements (continued)

## 28. Key management personnel compensation (continued)

### KMP interests in shares of the Telstra Entity

During fiscal 2011, our KMP and their related entities held share capital of the Telstra Entity directly, indirectly or beneficially as follows:

| | Total shares held at 30 June 2010 (a) | Directshare allocation | Equity instruments exercised | Shares acquired or disposed of by other means | Total shares held at 30 June 2011 (b) | Shares that are held nominally (c) |
|---|---|---|---|---|---|---|
| | Number | Number | Number | Number | Number | Number |
| **Non-Executive Directors** | | | | | | |
| Catherine B Livingstone | 124,635 | - | - | **26,181** | **150,816** | **150,816** |
| Geoffrey A Cousins | 21,765 | - | - | **10,000** | **31,765** | **21,765** |
| Russell A Higgins | 22,992 | - | - | **17,521** | **40,513** | **35,193** |
| John P Mullen | 26,159 | - | - | - | **26,159** | **26,159** |
| Nora L Scheinkestel | 9,100 | - | - | **20,900** | **30,000** | **30,000** |
| John M Stewart | 9,031 | - | - | **25,000** | **34,031** | **9,031** |
| John W Stocker | 212,238 | - | - | - | **212,238** | **194,124** |
| Steven M Vamos | 24,021 | - | - | **15,979** | **40,000** | **40,000** |
| John D Zeglis | 53,993 | - | - | **50,000** | **103,993** | **37,493** |
| | 503,934 | - | - | **165,581** | **669,515** | **544,581** |
| **Senior Executives** | | | | | | |
| David I Thodey | 495,588 | - | **9,525** | **100,000** | **605,113** | **486,590** |
| John V Stanhope | 437,067 | - | **9,078** | **400** | **446,545** | **169,318** |
| Bruce Akhurst | 166,999 | - | **10,307** | - | **177,306** | **169,526** |
| Nerida Caesar | 19,340 | - | - | - | **19,340** | **9,100** |
| Paul Geason | 8,960 | - | - | **35,400** | **44,360** | **5,800** |
| Kate McKenzie | 102,185 | - | **15,525** | - | **117,710** | **72,021** |
| Brendon Riley | 5,735 | - | - | - | **5,735** | **1,705** |
| Michael Rocca | 444,102 | - | **9,095** | - | **453,197** | **171,198** |
| Deena Shiff | 303,776 | - | **7,029** | - | **310,805** | **143,129** |
| | 1,983,752 | - | **60,559** | **135,800** | **2,180,111** | **1,228,387** |
| | 2,487,686 | - | **60,559** | **301,381** | **2,849,626** | **1,772,968** |

Total shareholdings include shares held by our KMP and their related entities. Unless related to our employee share plans, shares acquired or disposed by our KMP during fiscal 2011 were on an arm's length basis at market price.

(a) For those non-executive Directors and senior executives who qualified as KMP during the year, represents shares held as at the date they became KMP.

(b) For those non-executive Directors and senior executives who left Telstra during the year, represents shares held as at the date they resigned.

(c) Nominally refers to shares held either indirectly or beneficially. This includes those acquired under Directshare as well as certain incentive shares issued to our KMP that vest immediately. These shares are subject to a restriction period, such that the non-executive Director or senior executive is restricted from dealing with the shares until after they are released from the restriction period. Refer to note 27 for further details.

# Notes to the Financial Statements (continued)

## 28. Key management personnel compensation (continued)

### KMP interests in shares of the Telstra Entity (continued)

During fiscal 2010 our KMP and their related entities held share capital of the Telstra Entity directly, indirectly or beneficially as follows:

| | Total shares held at 30 June 2009 (a) | Directshare allocation | Equity instruments exercised | Shares acquired or disposed of by other means | Total shares held at 30 June 2010 (b) | Shares that are held nominally (c) |
|---|---|---|---|---|---|---|
| | Number | Number | Number | Number | Number | Number |
| **Non-Executive Directors** | | | | | | |
| Catherine B Livingstone | 112,982 | - | - | 11,653 | 124,635 | 124,635 |
| Geoffrey A Cousins | 21,765 | - | - | - | 21,765 | 21,765 |
| Russell A Higgins | 22,992 | - | - | - | 22,992 | 17,672 |
| Charles Macek | 223,155 | 8,400 | - | - | 231,555 | 225,987 |
| John P Mullen | 26,159 | - | - | - | 26,159 | 26,159 |
| John M Stewart | 9,031 | - | - | - | 9,031 | 9,031 |
| John W Stocker | 212,238 | - | - | - | 212,238 | 194,124 |
| Steven M Vamos | 24,021 | - | - | - | 24,021 | 24,021 |
| Peter J Willcox | 91,334 | - | - | - | 91,334 | 91,334 |
| John D Zeglis | 40,871 | 13,122 | - | - | 53,993 | 37,493 |
| | 784,548 | 21,522 | - | 11,653 | 817,723 | 772,221 |
| **Senior Executives** | | | | | | |
| David I Thodey | 495,588 | - | - | - | 495,588 | 386,590 |
| John V Stanhope | 437,067 | - | - | - | 437,067 | 168,918 |
| Bruce Akhurst | 166,999 | - | - | - | 166,999 | 159,219 |
| Nerida Caesar | 32,340 | - | - | (13,000) | 19,340 | 9,100 |
| Paul Geason | 6,260 | - | - | 2,700 | 8,960 | 5,800 |
| Kate McKenzie | 102,185 | - | - | - | 102,185 | 72,021 |
| Justin Milne | 199,886 | - | - | - | 199,886 | 80,851 |
| David Moffatt | 724,634 | - | - | (299,500) | 425,134 | 190,547 |
| Michael Rocca | 444,102 | - | - | - | 444,102 | 171,198 |
| Deena Shiff | 303,776 | - | - | - | 303,776 | 143,129 |
| | 2,912,837 | - | - | (309,800) | 2,603,037 | 1,387,373 |
| | 3,697,385 | 21,522 | - | (298,147) | 3,420,760 | 2,159,594 |

Total shareholdings include shares held by our KMP and their related entities. Unless related to our employee share plans, shares acquired or disposed by our KMP during fiscal 2010 were on an arm's length basis at market price.

(a) For those non-executive Directors and senior executives who qualified as KMP during fiscal 2010, represents shares held as at the date they became KMP.

(b) For those non-executive Directors and senior executives who retired from office during fiscal 2010 or no longer qualify as KMP as at 30 June 2010 represents shares held as at the date they retired or no longer qualified as KMP.

(c) Nominally refers to shares held either indirectly or beneficially. This includes those acquired under Directshare as well as certain incentive shares issued to our KMP that vest immediately. These shares are subject to a restriction period, such that the non-executive Director or senior executive is restricted from dealing with the shares until after they are released from the restriction period. Refer to note 27 for further details.

# Notes to the Financial Statements (continued)

## 28. Key management personnel compensation (continued)

### KMP interests in rights, options and restricted shares of Telstra Entity

The following details the balances and changes in instruments issued for our KMP during fiscal 2011:

| Instrument type (*) | Total held at 30 June 2010 (a) | Granted during the year | Exercised during the year | Other changes (b) | Total held at 30 June 2011 (c) | Vested as at 30 June 2011 (c) | Vested and exercisable at 30 June 2011 (c) |
|---|---|---|---|---|---|---|---|
| **Senior Executive** | **Number** | **Number** | **Number** | **Number** | **Number** | **Number** | **Number** |
| **Performance rights** | | | | | | | |
| David I Thodey | 9,525 | - | (9,525) | - | - | - | - |
| John V Stanhope | 9,078 | - | (9,078) | - | - | - | - |
| Bruce Akhurst | 10,307 | - | (10,307) | - | - | - | - |
| Kate McKenzie | 15,007 | - | (15,007) | - | - | - | - |
| Michael Rocca | 9,095 | - | (9,095) | - | - | - | - |
| Deena Shiff | 7,029 | - | (7,029) | - | - | - | - |
| **Options** | | | | | | | |
| David I Thodey | 2,778,217 | - | - | (1,242,912) | 1,535,305 | 786,174 | 786,174 |
| John V Stanhope | 2,020,885 | - | - | (985,748) | 1,035,137 | 440,998 | 440,998 |
| Bruce Akhurst | 3,035,004 | - | - | (1,339,317) | 1,695,687 | 888,739 | 888,739 |
| Nerida Caesar | 335,467 | - | - | - | 335,467 | 37,565 | 37,565 |
| Paul Geason | 300,580 | - | - | (135,234) | 165,346 | 81,392 | 81,392 |
| Kate McKenzie | 828,627 | - | - | (451,323) | 377,304 | 91,304 | 91,304 |
| Michael Rocca | 2,486,864 | - | - | - | 2,486,864 | 511,999 | 262,000 |
| Deena Shiff | 2,034,343 | - | - | (1,019,394) | 1,014,949 | 384,522 | 384,522 |
| **Restricted shares** | | | | | | | |
| David I Thodey | 1,294,450 | 1,355,932 | - | (83,807) | 2,566,575 | - | - |
| John V Stanhope | 913,334 | 774,672 | - | (66,468) | 1,621,538 | - | - |
| Bruce Akhurst | 931,520 | 724,068 | - | (90,275) | 1,565,313 | - | - |
| Nerida Caesar | 468,967 | - | - | - | 468,967 | - | - |
| Paul Geason | 236,201 | 242,924 | - | (9,392) | 469,733 | - | - |
| Kate McKenzie | 363,118 | 302,544 | - | (31,995) | 633,667 | - | - |
| Michael Rocca | 857,327 | - | - | - | 857,327 | - | - |
| Deena Shiff | 727,751 | 575,390 | - | (70,528) | 1,232,613 | - | - |

# Notes to the Financial Statements (continued)

## 28. Key management personnel compensation (continued)

### KMP interests in rights, options and restricted shares of Telstra Entity (continued)

| Instrument type (*) Senior Executive | Total held at 30 June 2010 (a) Number | Granted during the year Number | Exercised during the year Number | Other changes (b) Number | Total held at 30 June 2011 (c) Number | Vested as at 30 June 2011 (c) Number | Vested and exercisable at 30 June 2011 (c) Number |
|---|---|---|---|---|---|---|---|
| **Incentive shares rights (d)** | | | | | | | |
| Kate McKenzie | 518 | - | (518) | - | - | - | - |
| **TESOP97** | | | | | | | |
| John V Stanhope | 2,500 | - | - | (2,500) | - | - | - |
| Bruce Akhurst | 2,500 | - | - | (2,500) | - | - | - |
| Michael Rocca | 2,500 | - | - | (2,500) | - | - | - |
| **TESOP99** | | | | | | | |
| John V Stanhope | 400 | - | - | - | 400 | 400 | 400 |
| Bruce Akhurst | 400 | - | - | - | 400 | 400 | 400 |
| Deena Shiff | 400 | - | - | - | 400 | 400 | 400 |

(*) Each vested equity instrument is convertible into one ordinary share.

(a) For those senior executives who qualified as KMP during the year, represents equity instruments held as at the date they became KMP.

(b) During fiscal 2011, other changes for our performance rights, options and restricted shares are a result of instruments expiring due to the specified performance hurdles not being achieved or instruments forfeiting due to KMP retiring during the year. For TESOP97, the shares were released from trust as a result of the interest free loans being fully repaid during fiscal 2011.

(c) For those senior executives who left Telstra during the year, represents equity instruments held as at the date they resigned.

(d) Excludes incentive shares that vest immediately and are beneficially owned by the KMP. "Granted" for incentive shares rights relate to additional incentive shares provided to our senior executives. Any dividends paid by the Company prior to the exercise of their incentive shares will increase the number of Telstra shares allocated to the senior executives when the vested incentive shares are exercised. Refer to note 27 for further details.

# Notes to the Financial Statements (continued)

## 28. Key management personnel compensation (continued)

### KMP interests in rights, options and restricted shares of Telstra Entity (continued)

The following details the balances and changes in instruments issued for our KMP during fiscal 2010:

| Instrument type (*) | Total held at 30 June 2009 (a) | Granted during the year | Exercised during the year | Other changes (b) | Total held at 30 June 2010 (c) | Vested as at 30 June 2010 (c) | Vested and exercisable at 30 June 2010 (c) |
|---|---|---|---|---|---|---|---|
| **Senior Executive** | Number | Number | Number | Number | Number | Number | Number |
| **Performance rights** | | | | | | | |
| David I Thodey | 95,246 | - | - | (85,721) | 9,525 | 9,525 | 9,525 |
| John V Stanhope | 90,765 | - | - | (81,687) | 9,078 | 9,078 | 9,078 |
| Bruce Akhurst | 103,068 | - | - | (92,761) | 10,307 | 10,307 | 10,307 |
| Kate McKenzie | 50,017 | - | - | (35,010) | 15,007 | 15,007 | 3,891 |
| Justin Milne | 46,129 | - | - | - | 46,129 | - | - |
| David Moffatt | 104,824 | - | - | - | 104,824 | - | - |
| Michael Rocca | 90,942 | - | - | (81,847) | 9,095 | 9,095 | 9,095 |
| Deena Shiff | 70,293 | - | - | (63,264) | 7,029 | 7,029 | 7,029 |
| **Options** | | | | | | | |
| David I Thodey | 8,671,491 | - | - | (5,893,274) | 2,778,217 | 786,174 | 534,000 |
| John V Stanhope | 6,502,618 | - | - | (4,481,733) | 2,020,885 | 440,998 | 241,000 |
| Bruce Akhurst | 9,385,487 | - | - | (6,350,483) | 3,035,004 | 888,739 | 617,000 |
| Nerida Caesar | 1,060,624 | - | - | (725,157) | 335,467 | 37,565 | - |
| Paul Geason | 829,500 | - | - | (528,920) | 300,580 | 81,392 | 54,000 |
| Glenice Maclellan | 881,685 | - | - | (633,748) | 247,937 | 30,718 | - |
| Kate McKenzie | 2,661,761 | - | - | (1,918,803) | 742,958 | 91,304 | - |
| Justin Milne | 3,033,715 | - | - | (94,578) | 2,939,137 | 101,085 | - |
| David Moffatt | 9,724,691 | - | - | (288,988) | 9,435,703 | 285,867 | - |
| Michael Rocca | 8,185,152 | - | - | (5,698,288) | 2,486,864 | 511,999 | 262,000 |
| Deena Shiff | 6,621,922 | - | - | (4,587,579) | 2,034,343 | 384,522 | 178,000 |
| **Restricted shares** | | | | | | | |
| David I Thodey | 279,357 | 1,098,900 | - | (83,807) | 1,294,450 | - | - |
| John V Stanhope | 221,560 | 758,242 | - | (66,468) | 913,334 | - | - |
| Bruce Akhurst | 300,917 | 720,878 | - | (90,275) | 931,520 | - | - |
| Nerida Caesar | 42,010 | 439,560 | - | (12,603) | 468,967 | - | - |
| Paul Geason | 31,307 | 214,286 | - | (9,392) | 236,201 | - | - |
| Glenice Maclellan | 35,000 | 83,850 | - | (10,500) | 108,350 | - | - |
| Kate McKenzie | 395,113 | - | - | (31,995) | 363,118 | - | - |
| Justin Milne | 117,317 | 281,044 | - | - | 398,361 | - | - |
| David Moffatt | 316,743 | - | - | - | 316,743 | - | - |
| Michael Rocca | 276,950 | 663,462 | - | (83,085) | 857,327 | - | - |
| Deena Shiff | 235,093 | 563,186 | - | (70,528) | 727,751 | - | - |

# Notes to the Financial Statements (continued)

## 28. Key management personnel compensation (continued)

### KMP interests in rights, options and restricted shares of Telstra Entity (continued)

| Instrument type (*) Senior Executive | Total held at 30 June 2009 (a) Number | Granted during the year Number | Exercised during the year Number | Other changes (b) Number | Total held at 30 June 2010 (c) Number | Vested as at 30 June 2010 (c) Number | Vested and exercisable at 30 June 2010 (c) Number |
|---|---|---|---|---|---|---|---|
| **Incentive shares rights (d)** | | | | | | | |
| Kate McKenzie | 518 | - | - | - | 518 | 518 | - |
| David Moffatt | 22,587 | 1,982 | - | - | 24,569 | 24,569 | - |
| **TESOP97** | | | | | | | |
| John V Stanhope | 2,500 | - | - | - | 2,500 | 2,500 | - |
| Bruce Akhurst | 2,500 | - | - | - | 2,500 | 2,500 | - |
| Michael Rocca | 2,500 | - | - | - | 2,500 | 2,500 | - |
| **TESOP99** | | | | | | | |
| John V Stanhope | 400 | - | - | - | 400 | 400 | - |
| Bruce Akhurst | 400 | - | - | - | 400 | 400 | - |
| Deena Shiff | 400 | - | - | - | 400 | 400 | - |

(*) Each vested equity instrument is convertible into one ordinary share.

(a) For those senior executives who qualified as KMP during the year, represents equity instruments held as at the date they became KMP.

(b) During fiscal 2010, other changes for our performance rights and options are a result of instruments expiring due to the specified performance hurdles not being achieved or instruments forfeiting due to KMP retiring during the year.

(c) For those senior executives who retired from office during the year or no longer qualify as KMP at 30 June 2010, represents equity instruments held as at the date they retired or no longer qualified as KMP.

(d) Excludes incentive shares that vest immediately and are beneficially owned by the KMP. "Granted" for incentive shares rights relate to additional incentive shares provided to our senior executives. Any dividends paid by the Company prior to the exercise of their incentive shares will increase the number of Telstra shares allocated to the senior executives when the vested incentive shares are exercised. Refer to note 27 for further details.

# Notes to the Financial Statements (continued)

## 29. Related party disclosures

### Transactions involving our controlled entities

Interests in controlled entities are set out in note 25. Our transactions with our controlled entities recorded in the income statement and statement of financial position are as follows:

| | Telstra Entity Year ended/As at 30 June 2011 $m | 2010 $m |
|---|---|---|
| **Income from controlled entities:** | | |
| Sale of goods and services (a) | **991** | 1,124 |
| Dividend revenue (b) | **164** | 105 |
| **Expenses to controlled entities:** | | |
| Purchase of goods and services (a) | **433** | 402 |
| Finance costs | **24** | 6 |
| **Total amounts receivable at 30 June from:** | | |
| **Current** | | |
| Controlled entities - receivables (a)(d) | **788** | 615 |
| Controlled entities - loans (e)(f) | **3,147** | 2,984 |
| Allowance for amounts owed by controlled entities | **(2,773)** | (2,665) |
| | **1,162** | 934 |
| **Non current** | | |
| Controlled entities - loans (f) | **-** | 176 |
| **Movement in allowance for amounts owed by controlled entities:** | | |
| Opening balance | **(2,665)** | (2,487) |
| Impairment loss (c) | **(108)** | (178) |
| Closing balance | **(2,773)** | (2,665) |
| **Total amounts payable at 30 June to:** | | |
| **Current** | | |
| Controlled entities - payables (a)(d) | **217** | 238 |
| Controlled entities - loans (e) | **1,832** | 1,305 |
| | **2,049** | 1,543 |

(a) The Telstra Entity sold and purchased goods and services and received and paid interest to its controlled entities. These transactions are in the ordinary course of business and are on normal commercial terms and conditions.

Details of our individual significant transactions involving our controlled entities during fiscal 2011 are detailed as follows:

- the Telstra Entity received procurement fees from its controlled entity Sensis Pty Ltd for the use of Yellow Pages® and White Pages® trademarks amounting to $522 million (2010: $622 million). As at 30 June 2011, the Telstra Entity recorded revenue received in advance amounting to $170 million (2010: $225 million) for the use of these trademarks;
- the Telstra Entity paid management fees to its controlled entity Sensis Pty Ltd amounting to $338 million (2010: $311 million) for undertaking agency and contract management services for the national directory service; and
- the Telstra Entity received income from its controlled entity Telstra Multimedia Pty Ltd amounting to $347 million (2010: $339 million) for access to ducts that store the hybrid fibre coaxial (HFC) cable network.

(b) During fiscal 2011 the Telstra Entity recorded dividend revenue mainly from the following entities:

- $70 million (2010: $60 million) from Telstra Media Pty Limited;
- $43 million (2010: $16 million) from Telstra Business Systems Pty Ltd; and
- $41 million (2010: $29 million) from Telstra Holdings Pty Ltd.

(c) The profit before income tax expense of the Telstra Entity includes an impairment loss of $108 million (2010: $178 million) relating to a movement in allowance for amounts owed by a controlled entity.

(d) The Telstra Entity and its Australian controlled entities have formed a tax consolidated group, with a tax funding arrangement currently in place. The amounts receivable or amounts payable to the Telstra Entity under this arrangement are due in the next financial year upon final settlement of the current tax payable for the tax consolidated group. Refer to note 9 for further details.

## Notes to the Financial Statements (continued)

# 29. Related party disclosures (continued)

### Transactions involving our controlled entities (continued)

(e) The Telstra Entity operates a current account with some of its Australian controlled entities, being an internal group bank account used to settle transactions with its controlled entities or between two controlled entities. Cash deposit balances in the current account owed to our controlled entities are recorded as loans. All loan balances with our controlled entities are unsecured, with settlement required in cash. As at 30 June 2011, $2,978 million (2010: $2,984 million) related to loans owed by, and $1,832 million (2010: 1,305 million) related to, loans payable to controlled entities. We also have an allowance for amounts owed by controlled entities of $2,773 million (2010: $2,665 million) as at 30 June 2011.

(f) At 30 June 2011, a $169 million (2010: $176 million) loan provided to Telstra OnAir Holdings Pty Ltd was reclassified to current following the market announcement that Telstra and Vodafone Hutchison Australia will conclude their joint venture agreement for the 3GIS network in 2012. Refer to note 26 for further details. This loan has been provided to ensure committed deferred consideration payments and funding calls from the 3GIS Partnership can be met. The loan is an interest free loan.

### Transactions involving our jointly controlled and associated entities

Interests in our jointly controlled and associated entities are set out in note 26. Our transactions with our jointly controlled and associated entities recorded in the income statement and statement of financial position are as follows:

| | Telstra Group Year ended/As at 30 June | |
|---|---|---|
| | **2011 $m** | 2010 $m |
| **Income from jointly controlled and associated entities:** | | |
| Sale of goods and services (a) | **197** | 200 |
| Distribution from FOXTEL Partnership (b) | **70** | 60 |
| **Expenses to jointly controlled and associated entities:** | | |
| Purchase of goods and services (a) | **884** | 918 |
| **Total amounts receivable at 30 June from:** | | |
| **Current** | | |
| Jointly controlled and associated entities - trade receivables (a) | **4** | 10 |
| Jointly controlled and associated entities - loans (c) | **35** | - |
| | **39** | 10 |
| **Non current** | | |
| Jointly controlled and associated entities - loans (c) | **5** | 219 |
| Allowance for amounts owed by jointly controlled and associated entities (c) | **(5)** | (182) |
| | **-** | 37 |
| **Movement in allowance for amounts owed by jointly controlled and associated entities:** | | |
| Opening balance | **(182)** | (191) |
| Amounts reversed | **147** | - |
| Foreign currency exchange differences | **30** | 9 |
| Closing balance | **(5)** | (182) |
| **Total amounts payable at 30 June to:** | | |
| **Current** | | |
| Jointly controlled and associated entities - payables (a) | **13** | 6 |

(a) We sold and purchased goods and services, and received interest from our jointly controlled and associated entities. These transactions were in the ordinary course of business and on normal commercial terms and conditions.

Details of our individual significant transactions involving our jointly controlled and associated entities during fiscal 2011 are detailed as follows:

- we purchased pay television services amounting to $640 million (2010: $539 million) from our jointly controlled entity FOXTEL. The purchases were to enable the resale of FOXTEL services, including pay television content, to our existing customers as part of our ongoing product bundling initiatives. In addition, we made sales to FOXTEL for our cost recoveries of $102 million (2010: $84 million);
- purchases were made by the Telstra Group of $233 million (2010: $270 million) from our jointly controlled entity Reach Ltd (Reach) in line with market prices. These were for the purchase of, and entitlement to, capacity and connectivity services; and
- sales to Reach were made for international inbound call termination services, construction and consultancy by the Telstra Group of $54 million (2010: $59 million).

(b) A $70 million (2010: $60 million) distribution was received from our jointly controlled entity FOXTEL during the year.

# Notes to the Financial Statements (continued)

## 29. Related party disclosures (continued)

### Transactions involving our jointly controlled and associated entities (continued)

(c) Loans provided to jointly controlled and associated entities relate mainly to loans provided to Reach of $5 million (2010: $182 million) and the 3GIS Partnership (3GIS) of $35 million (2010: $37 million).

The loan provided to Reach is an interest free loan and repayable upon the giving of twelve months notice by both PCCW Limited and us. We have provided for the non-recoverability of the loan as we do not consider that Reach is in a position to be able to repay the loan amount in the medium term. Refer to note 20 for details on the restructure of Reach network assets that occurred during fiscal 2011.

The loan provided to 3GIS represents interest free funding for operational expenditure purposes. In accordance with the partnership agreement, the loan is repayable on dissolution of the partnership. At 30 June 2011 the loan was reclassified to current following the market announcement that Telstra and Vodafone Hutchison Australia will conclude their joint venture agreement for the 3GIS network in 2012. Refer to note 26 for further details.

### Transactions involving other related entities

#### Post-employment benefits

As at 30 June 2011, the Telstra Superannuation Scheme (Telstra Super) owned 42,589,721 shares in Telstra Corporation Limited (2010: 34,455,614) at a cost of $130 million (2010: $118 million) and a market value of $123 million (2010: $112 million). All of these shares were fully paid at 30 June 2011. In fiscal 2011, we paid dividends to Telstra Super of $10 million (2010: $8 million). We own 100% of the equity of Telstra Super Pty Ltd, the trustee of Telstra Super.

Telstra Super also held bonds issued by Telstra Corporation Limited. These bonds had a cost of $4 million (2010: $5 million) and a market value of $10 million (2010: $5 million) at 30 June 2011.

All purchases and sales of Telstra shares and bonds by Telstra Super are determined by the trustee and/or its investment managers on behalf of the members of Telstra Super.

#### Key management personnel (KMP)

For details regarding our KMP’s remuneration and interests in Telstra, as well as other related party transactions, refer to note 28.

# Notes to the Financial Statements (continued)

## 30. Parent entity information

| | Telstra Entity As at 30 June | |
|---|---|---|
| | **2011** | 2010 |
| | **$m** | $m |
| **Statement of Financial Position** | | |
| Total current assets | **7,430** | 6,363 |
| Total non current assets (a) | **31,679** | 32,946 |
| **Total assets** | **39,109** | 39,309 |
| Total current liabilities | **9,726** | 9,321 |
| Total non current liabilities | **16,871** | 17,342 |
| **Total liabilities** | **26,597** | 26,663 |
| Share capital | **5,610** | 5,590 |
| Cashflow hedging reserve | **(14)** | 157 |
| General reserve | **194** | 194 |
| Retained profits | **6,722** | 6,705 |
| **Total Equity** | **12,512** | 12,646 |

| | Telstra Entity Year ended 30 June | |
|---|---|---|
| | **2011** | 2010 |
| | **$m** | $m |
| **Statement of Comprehensive Income** | | |
| Profit for the year (a) | **3,367** | 3,811 |
| Total comprehensive income | **3,319** | 3,767 |

(a) Includes $283 million (2010: $404 million) of impairment losses relating to the value of our investments in and amounts owed by our controlled entities. The impairment losses have been eliminated on consolidation of the Telstra Group.

Except for those noted below, our accounting policies for the Telstra Entity are consistent with those for the Telstra Group:

- Under our tax funding arrangements, amounts receivable (or payable) recognised by the Telstra Entity for the current tax payable (or receivable) assumed from our wholly owned entities are booked as current assets or liabilities.
- Investments in controlled entities, included within non current assets above, are recorded at cost less impairment of the investment value. Where we hedge the value of our investment in an overseas controlled entity, the hedge is accounted for in accordance with note 2.22. Refer to note 25 for details on our investments in controlled entities.
- Our interests in associated and jointly controlled entities, including partnerships, are accounted for using the cost method of accounting and are included within non current assets in the table above.

### Property, plant and equipment commitments

| | Telstra Entity As at 30 June | |
|---|---|---|
| | **2011** | 2010 |
| | **$m** | $m |
| Total property, plant and equipment expenditure commitments contracted for at balance date but not recorded in the financial statements | **415** | 578 |

### Contingent liabilities and guarantees

#### Common law claims

Certain common law claims by employees and third parties are yet to be resolved. As at 30 June 2011, management believes that the resolution of these contingencies will not have a significant effect on the Telstra Entity's financial position, results of operations or cash flows. The maximum amount of these contingent liabilities cannot be reasonably estimated.

Included in our common law claims is the following litigation case:

#### Optus Confidential Information

Optus commenced proceedings in the Federal Court of Australia in December 1997 alleging that Telstra breached the Trade Practices Act and misused Optus' confidential information. All the claims were subsequently settled or withdrawn other than a confidential information claim (relating to the preparation and use of STD and IDD market share reports). It relates to historical events in the period from 1993-2003.

In April 2009, the Federal Court held that Telstra breached the terms of its Access Agreement with Optus by preparing STD and IDD market share reports, but that Telstra had not also breached an equitable duty of confidence. Optus successfully appealed the equity finding to the Full Federal Court in early 2010. Telstra filed a special leave application on this issue to the High Court. On 30 July 2010, the High Court dismissed Telstra's application as premature but made it clear that Telstra's right to seek leave to appeal on this issue was preserved until after the final judgment in these proceedings. Optus has not yet quantified its claim and no trial date has been set. Hence, it is not yet possible to estimate Telstra's actual liability to Optus, if any.

# Notes to the Financial Statements (continued)

## 30. Parent entity information (continued)

### Contingent liabilities and guarantees (continued)

#### National Broadband Network

On 23 June 2011, Telstra entered into Definitive Agreements (DAs) with NBN Co Limited (NBN Co) and the Commonwealth Government for its participation in the rollout of the National Broadband Network (NBN). The DAs remain subject to a number of conditions precedent that must be satisfied or waived for the DAs to come into full force and effect.

One of the DAs (the Implementation and Interpretation Deed), unlike the other DAs, became operative immediately on signing on 23 June 2011 as it contains the mechanics needed for the proposed transaction to be fully implemented and specifies the conditions precedent. The conditions precedent include Telstra shareholder approval, and ACCC acceptance of Telstra's structural separation undertaking and approval of Telstra's draft migration plan. It also contains various interim arrangements to enable NBN Co to obtain immediate access to Telstra's facilities and infrastructure for its early phase rollout. Telstra will provide information and infrastructure services for NBN Co to continue its rollout prior to all the conditions precedent being satisfied or waived. This may require Telstra to commence various remediation activities on the different types of infrastructure it will be making available to NBN Co under these interim arrangements as well as recognising the associated revenue from the interim arrangements.

The activities which may be required under the interim arrangements involve provision of planning information to NBN Co and, potentially, remediation to repair and augment Telstra's infrastructure, if required, during the interim access arrangements. The DAs require Telstra to provide and remediate relevant infrastructure up to agreed fitness standards. Telstra will not be in a position to know the actual state of the existing infrastructure, and, therefore, precisely what remediation is necessary, until after each location and details of the infrastructure required by NBN Co is confirmed via an agreed initial rollout plan and ordering processes.

If the conditions precedent in the DAs are not satisfied or waived, the proposed transaction for Telstra's participation in the rollout of the NBN will not proceed. In this event, NBN Co will continue to obtain certain operations and maintenance services from Telstra for a period of 10 years in relation to any infrastructure that is in use or has been ordered by NBN Co up to that time under the interim arrangements. Telstra will at that point cease any further remediation activities, under the DAs, for that infrastructure not yet in use or ordered by NBN Co.

As at 30 June 2011, no remediation provision in relation to the interim arrangements can be recognised as a number of conditions precedent have to be satisfied or waived before the proposed transaction can proceed. Refer to note 2.10(b) and note 21 for further discussion on the NBN.

#### Indemnities, performance guarantees and financial support

We have provided the following indemnities, performance guarantees and financial support, through the Telstra Entity:

- indemnities to financial institutions to support bank guarantees to the value of $294 million (2010: $291 million) in respect of the performance of contracts;
- indemnities to financial institutions in respect of the obligations of our controlled entities. The maximum amount of our contingent liabilities for this purpose was $189 million (2010: $286 million);
- financial support for certain controlled entities to the amount necessary to enable those entities to meet their obligations as and when they fall due. The financial support is subject to conditions including individual monetary limits totalling $60 million (2010: $73 million) and a requirement that the entity remains our controlled entity;
- guarantees of the performance of jointly controlled entities under contractual agreements to a maximum amount of $10 million (2010: $12 million);
- guarantees over the performance of third parties under defeasance arrangements, whereby lease payments are made on our behalf by the third parties over the remaining terms of the finance leases. The lease payments over the remaining expected term of the leases amount to $106 million (US$114 million) (2010: $319 million (US$272 million)). In fiscal 2011, we exercised our early buyout option to terminate a portion of the leases that commenced in 1999. We still hold an early buyout option for the remaining leases; and
- during fiscal 1998, we resolved to provide IBM Global Services Australia Limited (IBMGSA) with guarantees issued on a several basis up to $210 million as a shareholder of IBMGSA. We issued a guarantee of $68 million on behalf of IBMGSA during fiscal 2000. During fiscal 2004, we sold our shareholding in this entity. The $68 million guarantee is provided to support service contracts entered into by IBMGSA and third parties, and was made with IBMGSA bankers, or directly to IBMGSA customers. As at 30 June 2011, this guarantee has still been provided and $142 million (2010: $142 million) of the $210 million guarantee facility remains unused.

  Upon sale of our shareholding in IBMGSA and under the deed of indemnity between shareholders, our liability under these performance guarantees has been indemnified for all guarantees that were in place at the time of sale. Therefore, the overall net exposure to any loss associated with a claim has effectively been offset.

# Notes to the Financial Statements (continued)

## 31. Events after reporting date

We are not aware of any matter or circumstance that has occurred since 30 June 2011 that, in our opinion, has significantly affected or may significantly affect in future years:

- our operations;
- the results of those operations; or
- the state of our affairs;

other than:

### Final Dividend

On 11 August 2011, the directors of Telstra Corporation Limited resolved to pay a fully franked final dividend of 14 cents per ordinary share. The record date for the final dividend will be 26 August 2011 with payment being made on 23 September 2011. Shares will trade excluding the entitlement to the dividend on 22 August 2011.

A provision for dividend payable has been raised as at the date of resolution, amounting to $1,738 million. The final dividend will be fully franked at a tax rate of 30%. The financial effect of the dividend resolution was not brought to account as at 30 June 2011.

There are no income tax consequences for the Telstra Group resulting from the resolution and payment of the final ordinary dividend, except for $745 million franking debits arising from the payment of this dividend that will be adjusted in our franking account balance.

The Dividend Reinvestment Plan (DRP) continues to be suspended.

### FOXTEL takeover of AUSTAR

Our 50% jointly controlled entity, FOXTEL, announced on 11 July 2011 that it had entered into definitive agreements with AUSTAR and Liberty Global to acquire all of the issued shares in AUSTAR. The transaction remains subject to a number of approvals including from the Foreign Investment Review Board, ACCC, AUSTAR minority shareholders and the court. The transaction will be funded by a combination of FOXTEL bank debt and shareholder debt contributions in the form of subordinated shareholder notes. Our contribution will be up to $450 million. The final amount will be determined following the satisfaction of the conditions precedent.

### Disposal of Adstream Australia

On 21 July 2011, we sold our 64.4% shareholding in Adstream (Aust) Pty Ltd for a total consideration of $24 million. Payment is deferred for a period of up to two years and is subject to commercial rates of interest. The disposal of our share of net assets of $24 million will have a minimal profit or loss impact.

In accordance with AASB 5: "Non-current Assets Held for Sale and Discontinued Operations" the carrying value of assets and liabilities of Adstream Australia have been classified as held for sale as at 30 June 2011. Refer to note 12 for further details.

### New organisational structure

On 6 July 2011, Telstra announced changes to its organisational structure.

Effective 1 August 2011, the entire sales and retail customer service workforce, was unified in a single business unit, Telstra Customer Sales and Service, responsible for sales and services to all segments including consumer, business, enterprise and government customers.

A new business unit, Applications and Ventures Group, was also created to invest and partner with other companies and government agencies to provide a new range of digital services for business and consumers, including health and education sectors.

# Directors' Declaration

*This directors' declaration is required by the Corporations Act 2001 of Australia.*

The directors of Telstra Corporation Limited have made a resolution that declared:

(a) the financial statements and notes of the Telstra Group set out on pages 84 to 213:

(i) comply with the Accounting Standards applicable in Australia, International Financial Reporting Standards and Interpretations, and Corporations Regulations;

(ii) give a true and fair view of the financial position as at 30 June 2011 and performance, as represented by the results of the operations and cash flows, for the year ended 30 June 2011; and

(iii) have been made out in accordance with the Corporations Act 2001.

(b) they have received declarations as required by section 295A of the Corporations Act 2001;

(c) at the date of this declaration, in the directors' opinion, there are reasonable grounds to believe that Telstra Corporation Limited will be able to pay its debts as and when they become due and payable in Australia; and

(d) at the date of this declaration there are reasonable grounds to believe that the members of the extended closed group identified in note 25(a) to the full financial statements, as parties to a Deed of Cross Guarantee, will be able to meet any obligations or liabilities to which they are, or may become subject to, under the Deed of Cross Guarantee described in note 25(a).

For and on behalf of the board

Catherine B Livingstone AO
**Chairman**

David I Thodey
**Chief Executive Officer and Executive Director**

Date: 11 August 2011
Melbourne, Australia

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# Independent Auditor's Report to the Members of Telstra Corporation Limited

Report on the Financial Report

We have audited the accompanying financial report of Telstra Corporation Limited, which comprises the consolidated statement of financial position as at 30 June 2011, the consolidated income statement and consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

*Directors' Responsibility for the Financial Report*

The directors of the company are responsible for the preparation of the financial report that gives a true and fair in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal controls as the directors determine are necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements,* that the financial statements comply with *International Financial Reporting Standards*.

*Auditor's Responsibility*

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Independence*

In conducting our audit we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of the company a written Auditor's Independence Declaration, a copy of which is included in the directors' report. We confirm that the Auditor's Independence Declaration would be in the same terms if given to the directors as at the time of this auditor's report.

*Auditor's Opinion*

In our opinion:

a. the financial report of Telstra Corporation Limited is in accordance with the *Corporations Act 2001*, including:
   i giving a true and fair view of the consolidated entity's financial position as at 30 June 2011 and of its performance for the year ended on that date; and
   ii complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
b. the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in pages 69 to 83 of the directors' report for the year ended 30 June 2011. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

*Opinion*

In our opinion the Remuneration Report of Telstra Corporation Limited for the year ended 30 June 2011, complies with section 300A of the *Corporations Act 2001*.

Ernst & Young

Ernst & Young

SJ Ferguson
Partner
Melbourne, Australia
11 August 2011

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## TELSTRA CORPORATION LIMITED

ABN 33 051 775 556
Incorporated in the Australian Capital Territory
Telstra is listed on Stock Exchanges in Australia
and in New Zealand (Wellington)

## WEBSITE

Telstra's investor relations home page:
www.telstra.com.au/investor

# INDICATIVE FINANCIAL CALENDAR*

| | |
|---|---|
| Final dividend paid | Friday 23 September 2011 |
| Annual General Meeting | Tuesday 18 October 2011 |
| Half Year Results announcement | Thursday 9 February 2012 |
| Ex-dividend share trading commences | Monday 20 February 2012 |
| Record date for interim dividend | Friday 24 February 2012 |
| Interim dividend paid | Friday 23 March 2012 |
| Annual Results announcement | Thursday 9 August 2012 |
| Ex-dividend share trading commences | Monday 20 August 2012 |
| Record date for final dividend | Friday 24 August 2012 |
| Final dividend paid | Friday 21 September 2012 |
| Annual General Meeting | Tuesday 16 October 2012 |

* Timing of events may be subject to change. Any change will be notified to the Australian Securities Exchange (ASX).

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Telstra