



Telstra Group Limited

Notice of 2026 Annual General Meeting

Tuesday 13 October 2026

The Annual General Meeting of Telstra Group Limited will commence at 9:30am (Sydney time) on Tuesday 13 October 2026 at:

Sofitel Sydney Wentworth
Ballroom (Level 3)
61–101 Phillip Street
Sydney NSW 2000

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

Dear Shareholder,

I am pleased to invite you to attend Telstra's 2026 Annual General Meeting (AGM) commencing at 9:30am (Sydney time) on Tuesday 13 October 2026. Registration will open from 8:30am (Sydney time).

Shareholders are invited to attend in person at the Sofitel Sydney Wentworth, Ballroom (Level 3), 61–101 Phillip Street, Sydney. Shareholders who cannot attend in person can view a live webcast of the meeting and submit written questions online at meetings.openbriefing.com/TLSAGM26 using the meeting platform provided by our share registry MUFG Corporate Markets (AU) Limited. We welcome your questions both before and during the meeting. Please refer to page 8 for more information.

This Notice of Meeting provides all the important information you need to know about our AGM.

The items of business at the AGM are outlined on page 7 and should be read together with the explanatory notes commencing from page 14.

Holly Kramer, having joined the Board in March 2026, will stand for election. Maxine Brenner and Ming Long AM will stand for re-election. The Telstra Board (other than the relevant Director in relation to their own election or re-election) recommends the election and re-election of each Director. The explanatory notes provide further detail on each Director.

Bridget Loudon notified the Board that she will not stand for re-election and will therefore retire from the Board at the conclusion of the AGM. Bridget has served on the Board for six years and has been a member of the People and Remuneration Committee and the Nomination Committee. On behalf of the Board, I extend our sincere thanks to Bridget for her valuable contribution to the Board during her tenure.

On behalf of the Board, I would like to thank our shareholders for their continued support. We look forward to welcoming you to our AGM.

Yours sincerely,



Craig Dunn
Chair
31 August 2026

Important information for Shareholders

Attending the AGM

The venue for our AGM is the:
Sofitel Sydney Wentworth
Ballroom (Level 3)
61–101 Phillip Street
Sydney NSW 2000

Car Parking

The Sofitel Sydney Wentworth Hotel car park is operated by Wilson Parking. Entry and exit are via Bligh Street.

Public transport

Martin Place Station

About 300 metres, approximately 4–5 minutes' walk.

Wynyard Station

About 500 metres, approximately 6–8 minutes' walk.

Circular Quay Station

About 700 metres, approximately 8–10 minutes' walk.

Circular Quay Ferry Wharf

About 600 metres, approximately a 7-minute walk.

Accessibility

The Sofitel Sydney Wentworth has accessible facilities.

The Ballroom is located on level 3 and is accessible by lifts and escalators.

Shareholders requiring accessibility assistance are encouraged to contact the hotel ahead of the meeting.

KEY

-  Train Station
-  Light Rail Stop
-  Metro Station
-  Ferry Wharf



How to view the live AGM webcast and ask a question online during the meeting

Shareholders who are not able to attend in person can view a live webcast of the meeting and submit written questions online during the meeting. Please follow the instructions below:

1. Go to meetings.openbriefing.com/TLSAGM26 (a platform provided by our share registry, MUFG Corporate Markets (AU) Limited).
2. Log in to the portal using your full name, mobile number, email address, and participant type.
3. Click on the blue 'Register and Watch Meeting' button. On the left – a live webcast of the meeting starts automatically once the meeting has commenced. If the webcast does not start automatically, please press the play button and ensure the audio on your computer or device is turned on.
4. To submit a written question, select the 'Ask a Question' button. Note: Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions. You will be prompted to enter your Shareholder number or proxy details before you can ask a question. See below for information on how to locate your Shareholder number. The 'Ask a Question' box will pop up with two sections for completion. Select the category/resolution for your question, then type your question and submit.
5. A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked. If your question has been answered and you would like to reply, you can submit another question. Note that not all questions are guaranteed to be answered during the meeting, but we will do our best to address your matter.

Shareholders will not be able to vote online during the meeting.

Online meeting platform helpline:
T +61 1800 990 363

Key terms used in this Notice of Meeting

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

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

Shareholder number – is a general term for your:

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

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

Locating your Shareholder number

For security reasons, Shareholder numbers can only be sent by post to the Shareholder's registered address, they cannot be provided by email or phone. Please allow 7 to 10 business days to receive a Shareholder number by post.

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

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

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

Shareholders can register to view the live webcast of the AGM without their Shareholder number but will not be able to ask an online question.

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

Telstra Notice of Annual General Meeting 2026

The items of business should be read in conjunction with the explanatory notes on pages 14 to 27. The explanatory notes form part of this Notice of Meeting.

Items of Business

1. Chair and CEO Presentations

2. Discussion of Financial Statements and Reports

To discuss the company’s financial statements and reports for the year ended 30 June 2026.

3. Election and Re-election of Directors

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

- (a) ‘That Maxine Brenner, being eligible, be re-elected as a Director’.
- (b) ‘That Holly Kramer, being eligible, be elected as a Director’.
- (c) ‘That Ming Long AM, being eligible, be re-elected as a Director’.

4. Allocation of Equity to the CEO

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

- (a) Grant of FY26 STI Restricted Share Rights to the CEO
“That approval be given for all purposes, for the grant of 290,500 Restricted Share Rights to the Chief Executive Officer and Managing Director, Vicki Brady, under the Telstra FY26 Short Term Incentive Plan.”
- (b) Grant of FY27 LTI Performance Rights to the CEO
“That approval be given for all purposes, for the grant of 788,875 Performance Rights to the Chief Executive Officer and Managing Director, Vicki Brady, under the Telstra FY27 Long Term Incentive Plan.”

5. Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

‘That the Remuneration Report for the year ended 30 June 2026 be adopted.’

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

Voting and asking questions:

Am I eligible to vote at the AGM?

You are eligible to vote at the AGM if you are a Shareholder as at 9:30am (Sydney time) on Sunday, 11 October 2026.

How can I vote?

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

Option: Lodge your vote before the AGM
Details
You can lodge your vote directly before the AGM.
Instructions
You can lodge your vote: • online at vote.cm.mpms.mufig.com/tls To log in you will need your Shareholder number and the postcode or country code for your shareholding (refer to page 6 for information on how to locate your Shareholder number). • by hand: Telstra Share Registry MUFG Corporate Markets (AU) Limited Liberty Place, Level 41, 161 Castlereagh Street SYDNEY NSW 2000 • by fax: +61 (2) 9287 0309 • by mail: Telstra Share Registry MUFG Corporate Markets (AU) Limited PO Box A942 SYDNEY SOUTH NSW 1234
Votes by Shareholders must be received by: 9:30am (Sydney time) on Sunday, 11 October 2026

How can I vote? (continued)

Option: Appoint a Proxy before the AGM

Details

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

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

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

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

Instructions

You can appoint a proxy:

- **online** at vote.cm.mpms.mufig.com/tls
To log in you will need your Shareholder number and the postcode or country code for your shareholding (refer to page 6 for information on how to locate your Shareholder number).
- **by hand:**
Telstra Share Registry
MUFG Corporate Markets (AU) Limited
Liberty Place, Level 41, 161 Castlereagh Street
SYDNEY NSW 2000
- **by fax:** +61 (2) 9287 0309
- **by mail:**
Telstra Share Registry
MUFG Corporate Markets (AU) Limited
PO Box A942
SYDNEY SOUTH NSW 1234

Proxy appointments must be received by:
9:30am (Sydney time) on Sunday, 11 October 2026

Option: Vote in person at the AGM

Details

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

Instructions

Registration will open from 8:30am (Sydney time) on Tuesday, 13 October 2026 at the Sofitel Sydney Wentworth, Ballroom (Level 3), 61–101 Phillip Street, Sydney NSW 2000. The meeting will commence at 9:30am (Sydney time).

What if I hold my shares jointly?

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



How can I ask questions?

If you are attending the meeting in person, you will have a reasonable opportunity to ask questions from the floor and the Chair of the meeting will outline the process for taking questions during the meeting.

If you are not attending the meeting in person, Shareholders can submit questions using one of the options below. Questions should be relevant to the AGM.

Option	Instructions
Before the AGM	You can submit questions before the AGM online at vote.cm.mpms.mufig.com/tls. To log in you will need your Shareholder number (see page 6) and the postcode or country code for your shareholding. When you have accessed your shareholding online, select the 'Ask Question' option under the 'Action' column. Questions must be received by Telstra's Share Registry by 9:30am (Sydney time) on Sunday, 11 October 2026. The Chair and CEO will endeavour to address the more frequently raised Shareholder matters during the AGM. Please note, questions to the auditor in relation to the content of the auditor's report or the conduct of the audit must be received by Telstra's Share Registry by 5:00pm (Sydney time) on Tuesday, 6 October 2026.
Online during the AGM	If you are viewing the meeting via the live webcast at meetings.openbriefing.com/TLSAGM26, you may submit written questions online during the meeting. Please refer to page 5 for instructions on how to do this.
Customer related questions received ahead of the AGM will be responded to as soon as possible from the date of receipt. If a customer related question is received during the AGM, either submitted online or in person at the venue, staff will be available to respond to the enquiry, and it will be addressed outside of the AGM.	

Corporate representatives

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

Powers of attorney

If you appoint an attorney to attend and vote at the AGM on your behalf, the power of attorney (or a certified copy) must be received by Telstra's Share Registry by 9:30am (Sydney time) on Sunday, 11 October 2026, unless the power of attorney has previously been lodged with Telstra's Share Registry.

Chair's voting intentions

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

Chair as proxy

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

If you direct the Chair of the meeting how to vote on an item of business, your vote will be cast in accordance with your direction. If you do not direct the Chair of the meeting how to vote on an item of business, or the Chair of the meeting becomes your proxy by default, then by submitting a proxy appointment you will be expressly authorising the Chair of the meeting to exercise your votes as an undirected proxy on a resolution even though it may be directly or indirectly connected with the remuneration of a member of the Key Management Personnel.

Notice of Meeting – Explanatory Notes

Key Management Personnel (KMP)

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

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

Voting exclusions

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

2026 Annual Report

The 2026 Annual Report is available for Shareholders on our investor website telstra.com/annualreport. If you would like to receive a hard copy of the 2026 Annual Report, at no charge, please contact Telstra's Share Registry on (+61) 1300 88 66 77. Shareholders who have previously elected to receive a hard copy of the 2026 Annual Report will receive it in the mail.

By order of the Board of Directors



Craig Emery

Group Company Secretary
31 August 2026

Item 2 – Discussion of Financial Statements and Reports

This item of business provides a reasonable opportunity for Shareholders to comment on and ask questions on the financial statements and reports (including the Sustainability Report) and on the business, operations and management of Telstra for the year ended 30 June 2026. There will also be a reasonable opportunity to ask questions of the company's auditor relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Item 3 – Election and Re-election of Directors

Our 2026 Corporate Governance Statement at telstra.com/governance provides information on our Director appointment, election and re-election process.

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

Maxine Brenner **BA, LLB**

Non-executive Director appointed on 17 February 2023 and elected on 17 October 2023. Chair of the Risk and Sustainability Committee and member of the People and Remuneration Committee and the Nomination Committee. Previously Chair of the Audit and Risk Committee from 2023 to 2025.

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

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

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

Other listed company directorships (past three years)

Director, Brambles Limited (from 2024) and Woolworths Group Limited (from 2020). Former – Director, Origin Energy Limited (2013–2025) and Qantas Airways Limited (2013–2024).

Other directorships and appointments

Member of the University of NSW Council.

Holly Kramer BA (Hons), MBA

Non-executive Director appointed on 20 March 2026. Chair of the People and Remuneration Committee and member of the Nomination Committee.

Holly has more than 35 years of international experience in retail, telecommunications, manufacturing and digital sectors. She is known for her expertise in customer-centric transformation, digital innovation and building strong workplace cultures.

Holly has served on a wide range of major listed and unlisted boards in both Australia and New Zealand and has chaired remuneration, sustainability, and audit and risk committees.

Holly's executive career includes Chief Executive Officer of Best & Less, senior executive roles at Telstra for 10 years up to 2009, and at Pacific Brands and Ford Motor Company in Australia and the United States.

Other listed company directorships (past three years)

Director, ANZ Group Holdings Limited (from 2023) and Fonterra Co-operative Group Limited (from 2020). Former – Director, Woolworths Group Limited (2016–2025) and Endeavour Group Limited (2021–2023).

Other directorships and appointments

President, Commonwealth Remuneration Tribunal (from 2024) and Chair, McKinnon Foundation (from 2024). Member, Bain & Company Advisory Council (from 2021) and Senior Advisor, Pollination Group (from 2023).

Ming Long AM

BEC, LLB, MBA, FCA, DBus (Hon)

Non-executive Director appointed on 1 January 2023 and elected on 17 October 2023. Member of the Audit Committee, the Risk and Sustainability Committee, and the Nomination Committee.

Ming is an experienced director with over a decade of board experience in areas spanning real estate, infrastructure, funds and investment management. She has a strong focus on resilience and innovation.

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

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

Other directorships and appointments

Chair, CSIRO (from 2025, Deputy Chair from 2024–2025). Director, IFM Investors (from 2022) and QBE Insurance (Auspac) (from 2019). Former – Chair, AMP Capital Funds Management Limited (2017–2022) and Diversity Council Australia (Chair 2021–2024, Deputy Chair 2017–2021). Director, Committee for Economic Development of Australia (CEDA) (2019–2025). Member, AASB S2 Implementation Advisory Panel (2025–2026).

Board recommendation

The Board (other than the relevant Director in relation to their own election or re-election) recommends the election of Holly Kramer and the re-election of Maxine Brenner and Ming Long AM. The Chair of the meeting intends to vote all available proxies in favour of the election of Holly Kramer and the re-election of Maxine Brenner and Ming Long AM.

Item 4 – Allocation of Equity to the CEO

4(a) Grant of FY26 STI Restricted Share Rights to the CEO

4(b) Grant of FY27 LTI Performance Rights to the CEO

Background

As outlined in the 2026 Remuneration Report, Telstra made changes to the structure of its employee incentive plans that took effect for FY26. Broadly, the changes established a new Short Term Incentive Plan (**STI Plan**) and Long Term Incentive Plan (**LTI Plan**) that replaced the Executive Variable Remuneration Plan (**EVP**).

As a result of the change in structure, shareholders are being asked to approve two separate grants of securities to Vicki Brady, the Chief Executive Officer and Managing Director (**CEO**):

- 290,500 restricted share rights under the FY26 STI Plan (**STI Restricted Share Rights**); and
- 788,875 performance rights under the FY27 LTI Plan (**LTI Performance Rights**).

Assuming shareholder approval is obtained:

- the FY26 STI Restricted Share Rights are subject only to a time-based restriction and will be provided in two equal tranches. 50% are deferred for one year from the end of FY26 and 50% are deferred for two years from the end of FY26; and
- the FY27 LTI Performance Rights will be provided in two equal tranches. One tranche will be subject to a performance condition linked to Telstra's 3-year average underlying return on invested capital (**uROIC**) and the other tranche will be subject to a performance condition linked to Telstra's 4-year relative total shareholder return (**RTSR**). In each case the performance period commenced at the start of FY27. The RTSR comparator group for this latter tranche will be 20 companies in the ASX 50 with comparable risk and return profiles.

The Board has structured the incentive framework to ensure executive focus and outcomes align with shareholder expectations and to deliver clear performance linkages to Telstra's Connected Future 30 strategy.

The CEO's total remuneration package for FY26 comprised fixed remuneration (paid in cash) (**Fixed Remuneration**) of \$2,500,000 and variable remuneration delivered through the FY26 STI Plan and LTI Plan.

The amount earned by the CEO under the FY26 STI Plan (**Individual STI Outcome**) is delivered through a combination of cash (50%) and the proposed grant of STI Restricted Share Rights (50%). It had the potential to deliver rewards that were valued at 100% of Fixed Remuneration for performance at target and 150% of Fixed Remuneration for stretch performance.

The CEO's Individual STI Outcome was calculated by multiplying the STI Scorecard result of 121.4% of target (or 80.9% of maximum) by her adjusted individual performance multiplier of 91%. Her original individual performance multiplier of 111% reflected her rating and relative performance within the executive team. In the Board's view the CEO continued to build on her strong leadership track record in FY26, including continued momentum in earnings and dividend growth, improved capital returns, growth in key parts of Telstra's core business, particularly mobiles and digital infrastructure, ongoing capital discipline and focused portfolio management, along with strong cost control. The CEO also delivered improved customer experience and maintained high employee engagement scores despite significant change programs across the company. However, to reflect the accountability taken by the CEO for the mobile network outage on 8 July 2026, the Board exercised discretion to reduce the CEO's individual performance multiplier by 20 percentage points. This reduced her Individual STI Outcome by \$607,000 and resulted in an overall Individual STI Outcome for the CEO of \$2,761,850, which equates to 110.5% of her target opportunity and 73.6% of her maximum opportunity.

Further details on how the CEO's Individual STI Outcome was calculated are set out in our 2026 Remuneration Report.

The CEO's Individual STI Outcome for FY26 is proposed to result in the delivery of 290,500 STI Restricted Share Rights. The number of STI Restricted Share Rights was determined based on the dollar value of the CEO's Individual STI Outcome, multiplied by 50%, and then divided by \$4.7536, being the five-day volume weighted average share price (**VWAP**) of Telstra shares commencing on the day after the FY26 results announcement. As noted above, the remainder of the CEO's Individual STI Outcome is delivered in cash.

The amount earned by the CEO under the FY26 LTI was delivered through performance rights. Shareholders approved the CEO's FY26 LTI grant of 728,265 performance rights at the 2025 AGM on 14 October 2025.

Under the FY27 LTI Plan, it is proposed that the CEO be granted 788,875 LTI Performance Rights. The number of LTI Performance Rights was determined by dividing the dollar value of the CEO's LTI award (being \$3,750,000) or 150% of her Fixed Remuneration) by \$4.7536 (being the five-day VWAP of Telstra shares commencing on the day after the FY26 results announcement).

Delivering the CEO's LTI award in performance rights (where one tranche is subject to Telstra's 3-year average uROIC and the other subject to our 4-year RTSR) links the CEO's reward to stewardship of shareholder capital and to Telstra's share price and dividend performance relative to the performance of ordinary securities issued by 20 companies in the ASX50 with comparable risk and return profiles. This reinforces the ultimate focus on shareholder value creation and helps align actual pay outcomes with returns delivered to shareholders over the long term.

STI Restricted Share Rights and LTI Performance Rights

The key terms of the STI Restricted Share Rights and LTI Performance Rights are set out below.

Entitlements
• STI Restricted Share Right: Each STI Restricted Share Right is a right to receive one fully paid ordinary Telstra share or, at Telstra's discretion, a cash amount equivalent to the value of a Telstra share, subject to the satisfaction of a deferral period. The STI Restricted Share Rights will be granted in two equal tranches, with the first tranche vesting after 30 June 2027 and the second after 30 June 2028. • LTI Performance Rights: Each LTI Performance Right that vests and is exercised, following testing of the relevant performance condition described below, typically entitles the CEO to one fully paid ordinary Telstra share or, at Telstra's discretion, a cash amount equivalent to the value of a Telstra share.

Entitlements (continued)
• The CEO may not trade, dispose or otherwise deal with any STI Restricted Share Rights or LTI Performance Rights granted to her. Telstra shares allocated on vesting and exercise of any STI Restricted Share Rights and LTI Performance Rights will not be subject to restrictions on dealing unless the CEO has not met her minimum shareholding requirement under Telstra's Executive Share Ownership Policy at the time the STI Restricted Share Rights or LTI Performance Rights are exercised. If that circumstance arises, the Telstra shares will be subject to a restriction on dealing until the CEO can demonstrate she has met her minimum shareholding requirement via another method or she ceases to be employed by Telstra. • In certain limited circumstances, such as a takeover event where 50% or more of all issued fully paid ordinary shares of the Telstra group's head entity are acquired, the Board may exercise discretion to accelerate the vesting of STI Restricted Share Rights and LTI Performance Rights.
FY26 STI Plan performance conditions
• As described above, the number of STI Restricted Share Rights granted to the CEO was determined based on performance against certain predetermined performance measures and the CEO's individual performance during FY26. • STI Restricted Share Rights only vest if service conditions are met at the end of each deferral period. See the section below titled "Treatment on cessation of employment" for more information.

FY27 LTI Plan performance conditions

- The LTI Performance Rights will be granted in two equal tranches.
- The number of LTI Performance Rights that vest in the first tranche will depend on Telstra's average uROIC over a three-year performance period ending 30 June 2029. Vesting will be determined on a straight-line basis, with 50% of the relevant LTI Performance Rights vesting when Telstra's average uROIC is at 'threshold', up to 100% of the relevant LTI Performance Rights vesting where Telstra's average uROIC is at 'maximum' or above. None of the relevant LTI Performance Rights will vest where Telstra's average uROIC is below 'threshold'. The 'threshold' and 'maximum' have been set by the Board and are aligned with Telstra's Connected Future 30 strategy, consistent with expectations to meet or exceed the FY30 10% uROIC target under that strategy.
- The threshold-to-maximum range for uROIC will be disclosed in the Remuneration Report for the year in which the uROIC performance condition is tested to ensure the targets are not interpreted as forward-looking statements. Consistent with Telstra's approach to setting and reporting performance against incentive measures, the Remuneration Report at the end of the performance period will set out Telstra's actual performance, the threshold and maximum performance requirements, and vesting (if any) over the performance period.
- The number of LTI Performance Rights in the second tranche that vest will depend on Telstra's total shareholder return over a four-year performance period ending 30 June 2030 relative to the total shareholder return of entities in a comparator group comprising a group of around 20 companies in the S&P / ASX50 as of 1 July 2026 that the Board determines have a comparable risk and return profile to Telstra. A list of those companies is set out in the 2026 Remuneration Report. The Board may remove comparator group companies in certain circumstances described in the Remuneration Report. The number of LTI Performance Rights that vest in the second tranche will be determined on a straight-line basis, with 50% of the relevant LTI Performance Rights vesting when Telstra's RTSR ranks at the 50th percentile of the comparator group, up to 100% of the relevant LTI Performance Rights vesting where Telstra's RTSR ranks at the 75th percentile or above. None of the relevant LTI Performance Rights will vest where Telstra's RTSR ranks below the 50th percentile.

FY27 LTI Plan performance conditions (continued)

- The starting price that will be used to determine Telstra's RTSR at the end of the four-year performance period is \$5.11. Both the starting price and end price for the purpose of calculating Telstra's RTSR is the average of the daily closing share price over the 30-day period to 30 June of the relevant year.
- Any LTI Performance Rights that do not vest following testing of the relevant performance condition will lapse.

Issue and exercise

- As the STI Restricted Share Rights and LTI Performance Rights form part of the variable remuneration component of the CEO's remuneration package, they will be granted at no cost to the CEO.
- STI Restricted Share Rights and LTI Performance Rights typically have an exercise period of 7 years from the date of vesting (**Expiry Date**).
- No amount is payable by the CEO on the exercise of STI Restricted Share Rights or LTI Performance Rights.
- Any shares to be provided on the exercise of STI Restricted Share Rights and LTI Performance Rights will be purchased on-market.

Dividends, ranking and voting rights

- The CEO has no legal or beneficial interest in Telstra shares (or cash), no entitlement to receive dividends and no voting rights in relation to the STI Restricted Share Rights or LTI Performance Rights during the period between allocation and exercise of those rights. However, when vested STI Restricted Share Rights or LTI Performance Rights are exercised, the CEO will be allocated an additional number of Telstra shares reflecting the number of Telstra shares the CEO would have received if dividends were paid on those rights between the date of grant and exercise, assuming those dividends were reinvested under Telstra's Dividend Reinvestment Plan. Shares allocated on exercise of any STI Restricted Share Rights and LTI Performance Rights will rank equally with other Telstra shares. No dividend equivalent payment will be made in relation to any STI Restricted Share Rights and LTI Performance Rights that do not vest.

Treatment on cessation of employment

- Generally, if the CEO ceases employment for reasons of redundancy, death, total and permanent disablement, certain medical conditions, retirement, separation by mutual agreement or Telstra initiated separation for a reason unrelated to performance or conduct (**Permitted Reason**):
 - STI Restricted Share Rights that have been granted will be retained by the CEO and remain subject to the original deferral period;
 - LTI Performance Rights that have been granted but are unvested will be prorated and a portion of the unvested LTI Performance Rights will lapse having regard to the time remaining in the relevant performance period as at the date of cessation; and
 - STI Restricted Share Rights and LTI Performance Rights that have vested will remain eligible to be exercised, until the earlier of 3 years from the date of cessation and the Expiry Date.
- If the CEO ceases employment for any reason other than a Permitted Reason before the end of the performance period or restriction period:
 - any unvested STI Restricted Share Rights and LTI Performance Rights lapse; and
 - any vested STI Restricted Share Rights and LTI Performance Rights will remain eligible to be exercised, until the earlier of 3 years from date of cessation and the Expiry Date.

Malus and Clawback

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

Other discretions

Subject to applicable law (including the ASX Listing Rules), the Board may vary the terms of the STI Restricted Share Rights or LTI Performance Rights where the Board considers it to be in the best interests of the Company to do so and will disclose the extent to which any terms and conditions are varied.

This may include:

- bringing forward the date on which STI Restricted Share Rights or LTI Performance Rights may vest or be exercised;
- changing the way in which the performance conditions are to be measured;
- extending the vesting period; and
- extending the exercise period.

Other information

- If shareholder approval is obtained at the AGM, the STI Restricted Share Rights and LTI Performance Rights will be granted within 12 months of the date of the AGM.
- The CEO is currently the only Director entitled to participate in the STI Plan and LTI Plan.
- A total of 728,265 LTI Performance Rights and 2,345,579 EVP Performance Rights have previously been granted to Vicki Brady. They were granted at no cost to Vicki Brady.
- A total of 85,872 LTI Performance Rights have previously been granted to Vicki Brady (under the FY17 LTI Plan). They were granted at no cost to Vicki Brady.
- There is no loan scheme in relation to the STI Restricted Share Rights or LTI Performance Rights.
- The grant of STI Restricted Share Rights and LTI Performance Rights to the CEO falls within the exceptions to ASX Listing Rule 10.14 set out in ASX Listing Rule 10.16(b) because the terms of the STI Restricted Share Rights and LTI Performance Rights require any shares to be granted on exercise of the rights to be purchased on-market. Telstra is voluntarily seeking shareholder approval for good governance.
- Details of any securities issued to the CEO under the STI Plan or the LTI Plan will be published in Telstra's Annual Report relating to the period in which they are issued, along with a statement that approval for the issue was obtained from shareholders.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the STI Plan or LTI Plan after these resolutions are approved and who were not named in this Notice of Meeting will not participate until shareholder approval is obtained under that ASX Listing Rule.

Outcome if shareholder approval is not obtained

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

Voting Exclusion Statement

Telstra will disregard any votes cast:

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

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

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

Board recommendation

The Board (other than Vicki Brady) considers the CEO's total remuneration package, including the proposed grant of STI Restricted Share Rights and LTI Performance Rights to be appropriate in all the circumstances. The Board (other than Vicki Brady) recommends that shareholders vote in favour of items 4(a) and 4(b). The Chair of the meeting intends to vote all available proxies in favour of the grant to the CEO.

Item 5 – Remuneration Report

The 2026 Remuneration Report contains information regarding:

- our remuneration policy and strategy;
- the structure of non-executive Director, CEO and certain senior executive remuneration arrangements, and how we seek to align senior executive remuneration with our performance;
- the remuneration of non-executive Directors, the CEO and certain senior executives for the year ended 30 June 2026. The 2026 Remuneration Report can be found on pages 44 to 77 of the 2026 Annual Report; and
- the approach taken by the Board to determining CEO and Senior Executive remuneration outcomes in light of the 8 July 2026 network outage.

This item provides an opportunity for shareholders at the AGM to comment on, and ask questions about, the 2026 Remuneration Report.

The vote on this item will be advisory only and will not bind the directors of Telstra. However, the Board will take the outcome of the vote into consideration when reviewing Telstra's remuneration practices and policies.

Voting Exclusion Statement

Telstra will disregard any votes cast on item 5:

- by or on behalf of a member of the KMP whose remuneration is disclosed in the 2026 Remuneration Report (and their closely related parties) in any capacity; and
- as proxy by a person who is a member of the KMP at the date of the AGM (and their closely related parties),

unless the vote is cast as proxy for a person entitled to vote on item 5:

- in accordance with a direction as to how to vote provided by that person; or
- by the Chair of the meeting as the Chair has received express authority from that person to vote undirected proxies as the Chair sees fit even though item 5 is connected with the remuneration of the KMP.

Board recommendation

The Board recommends that shareholders vote in favour of item 5. The Chair of the meeting intends to vote all available proxies in favour of this resolution.

Conducting Telstra's Annual General Meeting

Our AGM will be conducted at the venue listed in this Notice of Meeting. A live webcast of the meeting can be viewed online through the meeting platform provided by our share registry, MUFG Corporate Markets (AU) Limited, at meetings.openbriefing.com/TLSAGM26.

Our AGM will give Shareholders the opportunity to:

- hear presentations from the Chair and CEO about the operations and performance of the company and the outlook for the year ahead.
- consider and vote on the resolutions contained in the Notice of Meeting.
- make comments and ask questions (in person or by submitting a written question online during the meeting) of the Chair of the meeting, the Board, management and the auditor on the items of business, the management of the company or the conduct of the audit and the auditor's report. The Chair and CEO will generally answer questions on behalf of the Board and management. Please refer below in relation to individual customer service questions.

To help achieve these objectives we will:

- host the AGM from a centrally located venue in Sydney.
- provide a live webcast of the AGM online for shareholders to view the AGM and to submit written questions online through our share registry's (MUFG Corporate Markets (AU) Limited) online platform at meetings.openbriefing.com/TLSAGM26.
- provide a recording and a transcript of the AGM after the AGM at telstra.com/aggm.
- make hearing loop facilities available for Shareholders with hearing difficulties attending the AGM at the venue.
- make closed captions available for Shareholders with hearing difficulties viewing the online live webcast of the meeting.

- enable Shareholders to ask questions online prior to the meeting at vote.cm.mpms.mufig.com/tls. Shareholders will need to log in using their Shareholder number and then select the 'Ask Question' option under the 'Action' column. In respect of questions asked prior to the meeting, the Chair and CEO will endeavour to address the more frequently raised Shareholder matters during the meeting. We may not be able to answer all questions. Please refer below in relation to individual customer service questions.
- provide a reasonable opportunity for Shareholders attending the AGM to ask questions of the Board either at the meeting venue or through the online platform. See page 11 for information on how to ask a question during the AGM.
- if several Shareholders submit the same question online to the meeting at a similar time, it may be practical for the Chair of the meeting to respond once, addressing the Shareholders who submitted the same question.
- answer Shareholders' questions honestly and fairly. If we cannot answer a question at the AGM, we will seek to provide a response to the Shareholder after the meeting.
- inform Shareholders as to the proxy and direct voting position with respect to the resolutions to be considered by the meeting and the way the Chair of the meeting intends to vote available proxies.



To help achieve these objectives we ask that Shareholders:

- are courteous and respectful to all Shareholders and others attending the AGM. Disrespectful or rude questions and questions using bad language will not be responded to.
- keep their questions and comments to a reasonable length of time to allow as many Shareholders as possible who wish to speak at the meeting an opportunity to do so. Generally, a maximum of two minutes each time a Shareholder addresses the meeting will be appropriate.
- confine their questions to the matters before the meeting. If a Shareholder's question appears to be more relevant to the Shareholder's own circumstance than to Shareholders as a whole, the question (whether in person or online) will be referred to the customer service attendants available and will be addressed outside of the AGM proceedings.
- please respect the privacy of individual Shareholders attending the AGM and assist in the orderly conduct of the AGM by not taking photographs or audio or video recordings of the proceedings.

Individual customer service questions:

The Chair of the meeting will refer all individual customer service questions asked at the AGM to customer service team members located in the foyer of the venue. Individual customer service questions submitted online during the AGM will be referred to the customer team for response after the meeting. All individual customer service questions will be addressed outside of the AGM.