



Telstra's legal restructure – Frequently Asked Questions for suppliers and partners

General restructure FAQs

1. What is Telstra's legal restructure?

Telstra is undertaking a legal restructure that includes the establishment of a new Telstra Group holding company called Telstra Group Limited, with four key subsidiaries that will sit under Telstra Group Limited and the transfer of certain assets to the new subsidiaries:

- **Telstra Limited**, which will continue to focus on how we create and innovate products and services for our customers and deliver the best possible customer experience, including maintaining our significant network leadership. Telstra Limited will also own the active parts of our network, including the mobile network and spectrum assets.
- **InfraCo (Telstra Corporation Limited)**, which will own and operate Telstra's passive or physical infrastructure assets: including the passive fibre networks, ducts, pits, poles, tunnels, certain fixed network sites and structures (including data centres) that underpin Telstra Group's fixed telecommunications network.
- **Amplitel** which owns and operates certain parts of Telstra's passive or physical tower assets. On 30 June 2021, Telstra announced it had entered into a strategic partnership with a consortium to unlock the value in these assets. Telstra retains 51 per cent majority ownership. Learn more about Amplitel [here](#).
- **Telstra International**, which will own and operate the Telstra Group's International Businesses, including Digicel's business in the South Pacific.

2. I received a notification saying my contracts are remaining with "Telstra Corporation Limited" but I'm an InfraCo supplier. What are the details of the Telstra InfraCo business?

On 1 January 2023, most of Telstra's customer and supplier contracts will be transferred to Telstra Limited under the scheme of arrangement, however, you may have been notified by us that your contract/s will remain with Telstra Corporation Limited.

If your contract is remaining with Telstra Corporation Limited, your contract relates to our Telstra InfraCo business.

Details of these companies are:

Telstra Corporation Limited	ABN 33 051 775 556
Telstra Limited	ABN 64 086 174 781

Telstra Group Limited is the new non-operating holding company of the Telstra Group. Its details are:

Telstra Group Limited	ABN 56 650 620 303
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3. What is the purpose of the restructure?

The legal restructure aims to increase the transparency of our infrastructure assets, improve management focus on our infrastructure and customer businesses, and create greater flexibility and optionality to realise value from the Telstra Group's fixed assets over time.

4. When will the restructure take place?

The Business Restructure Implementation (including the transfer of contracts to the new Telstra Group entities) **will complete on 1 January 2023.**

Having received a “yes” from our shareholders as well as approval from the Supreme Court of NSW on the scheme of arrangement we’re using to help finalise our legal restructure – the restructure can proceed as planned. You can view the announcements we’ve made to the ASX on these approvals [on our investor website](#).

Telstra Group Limited is now the head entity of the Telstra Group.

5. Will the financial standing or credit rating of the new entity differ to Telstra’s current standing?

Our intention is for Telstra Group Ltd (our holding company) to have and maintain our A band credit rating. Coupled with new intragroup arrangements to ensure continuity of services within the group, customers / partners / suppliers / landlords of Telstra Limited can be assured of the continued financial strength and capacity of our organisation as a whole and ability of entities within the group to fulfil our contractual arrangements once the restructure has been completed.

6. Will Telstra continue to be domiciled in Australia?

Telstra is an Australian company, serving the Australian population and will remain so after the Corporate Restructure. Existing foreign ownership restrictions will continue to apply after the restructure which limit total foreign ownership in a Telstra successor company to 35%. There are also provisions in the Telstra Corporation Act 1991 which require any Telstra successor company to (a) remain incorporated in Australia, (b) maintain a substantial business and operational presence in Australia and (c) ensure that its central management and control is ordinarily exercised in Australia.

7. Why don’t we need a formal novation or variation to transfer our contract to Telstra Limited?

There’s no need for a formal novation or variation of contracts that are transferring to Telstra Limited because Telstra will transfer your contract using a completely different mechanism: a legislative scheme of arrangement under section 413 of the *Corporations Act 2001* (unless it is an Exempt Contract – for example, see FAQ below).

This section 413 allows a court to order the transfer of all or part of a company’s undertaking, property and liabilities (including its contracts) to another company as part of an approved corporate restructure. The court has now made that order and ‘by virtue of the order’, the relevant property and liabilities (including contracts) are transferred to the relevant company (s 413(2) of the *Corporations Act 2001*).

Supplier and partner FAQs**8. How will the legal restructure affect Telstra’s partners and suppliers that have a contract/agreement directly with Telstra Corporation Limited?**

As a supplier to Telstra Corporation Limited, you will have received a notice from us informing you of one or more of the following:

1. Your contract/s are transferring to Telstra Limited as part of our legal restructure on 1 January 2023.
2. Some (or all) of your contract/s are staying with Telstra Corporation Limited.

3. All of your contract/s are transferring to Telstra Limited as part of our legal restructure on 1 January 2023 unless we contact you about them being novated separately to one of our new international entities.
4. Some of your active contract/s are transferring or (or, if we have contacted you separately about novation), being novated to Telstra Group Limited. Some suppliers will receive notice of this change by mid-December 2022.

Where your contract/s are transferring or being novated to a different legal entity within our group structure, we will be issuing purchase orders with (and require invoices containing) the new entity name and ABN. Where your contract/s allow it, other members of Telstra group may also continue to buy and use the products and services you currently supply to us under that contract, which may include Telstra Limited procuring your products and services for other Telstra group members.

Details of these companies are:

Telstra Corporation Limited	ABN 33 051 775 556
Telstra Limited	ABN 64 086 174 781

Telstra Group Limited is the new non-operating holding company of the Telstra Group. Its details are:

Telstra Group Limited	ABN 56 650 620 303
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9. What happens if after the restructure, more than one Telstra group member buys or uses your products or services?

If your contract allows for purchasing by Telstra Group Entities, you may start to receive purchase orders from these new Telstra entities. Telstra Limited will also purchase goods and services for the benefit of the Telstra Group.

10. Does my contract automatically get transferred to the new entity? Do we need a formal contract novation?

If your contract is being transferred as part of the restructure, then yes, your contract will be automatically transferred to the new entity (Telstra Limited) on 1 January 2023 and there's no need for any formal contract novations.

This is because the contracts will be transferred via a legislative Scheme of Arrangement under section 413 of the Corporations Act 2001, so a court order will legally ensure the contracts are transferred from Telstra Corporation to Telstra Limited on 1 January 2023.

Contracts that are being transferred outside of the Scheme of Arrangement (e.g. to certain Telstra International entities) will be novated separately.

11. What happens if my contract is currently with a different Telstra group entity - that is, not Telstra Corporation Limited?

If your contract is with a different Telstra group entity, your contract will not move as part of the restructure. We'll contact you directly if there are any other impacts on your contract that we need to discuss with you.

12. What happens next? Do I need to do anything?

If your contract is being transferred as part of the restructure, it will be automatically transferred to Telstra Limited on 1 January 2023 (or it will be automatically transferred to Telstra Group Limited if we have notified you of that).

Before then, **you will need to make the following system updates at your end, effective from 1 January 2023:**

- **Company name and ABN change:** you will need to update your internal systems to reflect the new Telstra Limited company name and its ABN, effective 1 January 2023.

Telstra Limited's full name and details are:

Telstra Limited

ABN 64 086 174 781

ACN 086 174 781

Level 41, 242-282 Exhibition St, Melbourne 3000

13. Who do I contact if I have concerns about the impact of the restructure on my contract/s with Telstra Corporation Limited?

If you have any other questions or concerns, please contact our ! Telstra Legal Restructure Supplier Communications email address on: F1802128@team.telstra.com

14. Will there be any change to how we do billing?

The system for invoicing will remain the same for our suppliers with the only change relating to referencing the new company name, ABN and purchase order details.

15. Will anything change with the current supplier support arrangements, such as the supplier portals or the assistance centre?

There is no change to these arrangements and the assistance centre will still provide support for all suppliers.

16. What are the Telstra entities I may start to receive purchase orders from in the future?

If your contract allows for purchasing by other Telstra Group Entities, you may start to receive purchase orders from some of the new related entities, including:

- Telstra Australia Networks Limited ABN 58 100 816 206
- Telstra International Networks Ltd ABN 56 142 220 157
- Telstra International Operations Pty Limited (ABN 31 163 423 005)
- Telstra Group Limited ABN 56 650 620 303
- Telstra Corporation Limited ABN 33 051 775 556

17. What happens to any open Purchase Orders or Statements of Work transferring to Telstra Limited from 1 January 2023?

Any open purchase orders or statements of work raised before 31 December 2022 and invoiced after 1 January 2023, will be processed and paid by Telstra Limited (ABN 64 086 174 781). Before 1 January 2023, you can continue to invoice Telstra Corporation Limited for existing open purchase orders or statements of work.

As confirmed previously, where applicable, we will also work with you to ensure supply continuity of your products and services across the Telstra Group, which may include Telstra Limited procuring your products and services for other Telstra Group members.

18. What should I do if I have outstanding invoices?

If you currently have an open purchase order and/or statement of work with Telstra Corporation Limited, please ensure you submit any outstanding invoices for your open purchase orders or statements of work no later than 16 December 2022 to ensure they are paid on time.

Any invoices submitted after this date will be processed from 3 January 2023.
