

A SUPPLIER'S GUIDE

TO TELSTRA'S STANDARD PURCHASE ORDER TERMS




WHAT ARE THE PURCHASE ORDER TERMS?

The Standard Purchase Order Terms and Conditions (**Standard PO Terms**) are Telstra's standard short form terms and conditions that we use to buy goods and services from our suppliers. They're designed to be fair and efficient so we can quickly establish a legal contractual framework to conduct business with you, with commercial and technical details to be agreed under each specific Purchase Order (**PO**).

If we've offered to contract with you under these Standard PO Terms, that means we've assessed this procurement to be the appropriate level of complexity and/or contract value to be governed by these terms. As these are our standard procurement terms, we are not able to amend them. If you require amendments to the PO Terms or we change our assessment of this procurement, we'll require you to contract with us using our longer form Technology Supply Agreement (**TSA**).

HOW DO THE STANDARD PO TERMS WORK?

The Standard PO Terms are made up of three sections:

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|  | 1. Head Terms (attached) | The Head Terms are the standard general legal terms and conditions that apply to all goods and services provided by you to Telstra under the Standard PO Terms. They set out key legal and commercial provisions for both parties. |
|  | 2. Module Terms (attached) | The Module Terms contain legal terms and conditions that apply to specific categories of goods and services, such as software licences, SaaS services or maintenance and support services. |
|  | 3. Purchase Orders (PO) | The PO is a document issued by Telstra after consultation with you (usually using our online ordering system) detailing the goods and/or services you are providing to us, including the relevant fees and any other technical or other requirements that are specific to the product or service you are supplying. |

Because the most specific technical requirements and details are set out in the Purchase Order, the Purchase Order takes precedence, followed by any applicable Module Terms, and then the Head Terms.

GETTING FROM THE STANDARD PO TERMS TO A PURCHASE ORDER

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| STEP 1 | Review: Take the time to thoroughly read through this Guide, the Head Terms, and any applicable Module Terms. |
| STEP 2 | <p>Decide: Consider if there are any other critical details or information you need to include in the Purchase Order to govern your specific goods and/or services you are providing Telstra. These may include the exact description of the goods or services, the timeline(s)/ milestones for delivery, the applicable fees to apply (and invoicing milestones) or any acceptance testing/criteria.</p> <p>IMPORTANT: Remember that the Head Terms and Module Terms are our standard short form procurement terms, which can't be amended. If you want to make any changes, you won't be able to use our Standard PO Terms. Instead, we'll have to delay issuing a purchase order as we will need to enter into negotiations with you on different terms using our longer, more detailed TSA.</p> |
| STEP 3 | Discuss: Discuss your required additional details and information for the PO with us. Be aware that if there are too many complex commercial requirements or you require additional legal terms to be included in the PO, we will need you to contract with us using our longer TSA terms. |

Once we've both agreed on the content in the PO, we'll formally issue the PO to you. The agreement will begin on the earlier of the date set out in our first PO, or the date you start providing the goods or services.