



# Securities Trading

## Group Policy Level 1

**Overview:** This policy sets out Telstra Group's Policy in relation to dealing in Telstra's securities.

**Scope:** This Group Policy applies to all directors, employees and contractors of Telstra Group Limited ('Telstra'), and its controlled entities (collectively 'Telstra Group') and to any other person notified that this Group Policy applies to them, unless an exemption has been granted. In this Group Policy a reference to 'our' or 'we' is a reference to the Telstra Group unless the context requires otherwise.

**Application:** This Group Policy applies in all jurisdictions in which we operate. There are insider trading laws of countries other than Australia, so you may be subject to additional prohibitions if these laws apply to you.

### Policy Principles

#### *Your Key Obligations*

#### **Obligations that apply to everyone**

1. There are two key obligations that apply to all Telstra Group directors, employees, contractors and their [Closely Related Parties](#):
  - a) you must not engage in insider trading in Telstra securities or securities of other companies that you know about through Telstra. Paragraphs 4 and 5 below explain what this means; and
  - b) you must not deal if your proposed dealing could be perceived as you taking advantage of your position in an inappropriate way. We call this the market perception obligation and it is explained in paragraph 6 below.

#### **Additional Obligations of Designated Persons**

2. If you are a Designated Person (described in paragraph 8 below), additional restrictions and obligations apply to you. These are explained in paragraphs 10 to 21 below. In particular, you can only deal in Telstra securities:
  - a) during specified window periods; and
  - b) after you have either notified the Telstra Company Secretary or obtained approval for the dealing.

The Designated Persons who need to obtain pre-approval (rather than just pre-notify) are specified in paragraph 13.

There are some limited exceptions to some of these obligations (but not the insider trading prohibition or market perception obligation). Those exceptions are explained in paragraph 30. In exceptional circumstances approval can be given to deal in Telstra securities in a way that's prohibited under this Policy (see paragraphs 22-27).

#### **Additional Obligations of Telstra Equity Plan Participants**

3. If you are an employee participating in a Telstra equity based remuneration plan, the specific hedging restriction described in paragraph 20 applies to you.

#### **Insider Trading Prohibition**

4. If you have price-sensitive information about Telstra which is not [generally available](#), it is illegal for you to:
  - a) [deal](#) in Telstra [securities](#);
  - b) advise, procure or encourage another person (for example, a family member or friend) to deal in Telstra securities; or
  - c) provide that information to any other person who may use it for the purpose of [dealing](#) in Telstra securities.

This is referred to in this Policy as the "insider trading prohibition".

5. As a result of the job you perform for, or your association with, the Telstra Group, you may obtain price-sensitive information relating to:
  - a) a major customer or supplier contract; or
  - b) a proposed acquisition by Telstra of assets or shares in another company.

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The insider trading prohibition applies equally to dealing in securities of that other company where the information is price-sensitive to the other company (and not generally available), even though the information may not be price-sensitive to Telstra.

There are insider trading laws of countries other than Australia, so you may be subject to additional prohibitions if those laws apply to you.

### Market Perception Obligation

6. Your dealings in securities can affect the Telstra Group's reputation. We expect you to consider how your proposed dealing in Telstra securities (or the securities of another company), could be perceived by the market, before you deal. You must not deal if your proposed dealing could be perceived by the market as you taking advantage of your position in an inappropriate way. This is referred to in this Policy as the "market perception obligation".

### Who is a Designated Person?

7. You must understand whether you're a Designated Person because there are serious consequences for you and us if you don't comply.

8. Designated Persons are all Designated Employees and their Closely Related Parties.

Designated Employees are:

- a) Telstra directors and the Telstra company secretary
- b) all Band A & B executives (which includes all executive [Key Management Personnel](#))
- c) all direct reports of Band A executives
- d) other persons specified from time to time by the Telstra CEO, Telstra CFO or the Telstra Company Secretary. These are the persons who we have identified may come into possession of price sensitive information about Telstra. The [Securities Trading intranet page](#) contains a full list of Designated Persons.

9. Designated Employees must take all reasonable steps to ensure that their Closely Related Parties comply with this Policy. Where this Policy requires your Closely Related Party to do an act (for example provide a notification or obtain approval), you must do that act on behalf of your Closely Related Party.

### If I'm a Designated Person, when can I deal?

10. If you're a Designated Person, you may only deal in Telstra securities during the following three periods each year and at such other times as the Telstra Board permits ("window periods"). The start of these three window periods is 10am (Sydney time) on the day following each of Telstra's half yearly results ASX release, Telstra's full year results ASX release and Telstra's Annual General Meeting. Each of these window periods ends at 4pm (Sydney time) 4 weeks after the start date.
11. The insider trading prohibition and market perception obligation continue to apply at all times including during window periods and even if you have given notification of a dealing or received approval to deal.

### Do I have to obtain approval or notify before I deal during a window period?

12. Certain Designated Persons must obtain approval and all other Designated Persons must notify the Telstra Company Secretary, before dealing in a window period.

### Approval Required

13. If you're any of the following persons, you may only deal in Telstra securities during a window period if you've submitted a [Window Dealing Approval Request form](#) and it's been approved by the person indicated below:

Designated Person requiring approval to deal	Approver
Telstra Directors and their Closely Related Parties	Telstra Chair in consultation with the Telstra CEO
Telstra Chair and his/her Closely Related Parties	Chair of the Telstra Audit & Risk Committee in consultation with the Telstra CEO

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Designated Person requiring approval to deal	Approver
Telstra CEO	Telstra Chair and one of the Chair of the Audit & Risk Committee or the Chair of the People & Remuneration Committee in consultation with the Telstra CFO
Band A executives (other than the CEO), other direct reports to the CEO (including the CEO's Chief of Staff and Executive Aides) and their Closely Related Parties	Telstra CEO
<ul style="list-style-type: none"> <li>i. Band B executives (other than those reporting directly to the CEO)</li> <li>ii. direct reports to Band A executives</li> <li>iii. other persons specified from time to time by the Telstra CEO, Telstra CFO or the Telstra Company Secretary</li> <li>iv. Closely Related Parties of any persons listed at i–iii above</li> </ul>	Telstra Group Company Secretary
Telstra Group Company Secretary and his/her Closely Related Parties	Telstra Chair in consultation with the Telstra CEO

The [Securities Trading intranet site](#) contains a full list of persons who require approval to deal.

14. If a Window Dealing Approval Request is approved, you'll be notified by email. You must undertake your proposed dealing **within 2 business days** of the date of the approval. If the dealing is not undertaken **within 2 business days**, the approval will no longer have effect and you'll need to make a new Window Dealing Approval Request for your proposed dealing.

#### Notification Required

15. If you're a Designated Person other than those specified in paragraph 13, you must notify the Telstra Company Secretary by completing the [Securities Trading Notification Form](#) before you deal in Telstra securities during a window period.

#### *If I'm a Designated Person, what else am I prohibited from doing?*

16. If you're a Designated Person, you are prohibited from:
- a) dealing in Telstra securities during any period that is not a window period or such other times as the Telstra Board specifies from time to time ("**blackout periods**");
  - b) using Telstra securities as collateral in any financial transaction, including entering margin loan arrangements in respect of Telstra securities or transferring Telstra securities to an existing margin loan account;
  - c) engaging in any short selling or stock lending arrangements in relation to Telstra securities; and
  - d) speculative dealing in relation to Telstra securities for short term gain. Buying and selling Telstra securities within a 3 month period and entering into short term arrangements such as forward contracts in respect of Telstra securities will always be considered speculative dealing and accordingly is prohibited. This does not prohibit exercising rights or options under an equity plan and subsequently selling the shares acquired.
17. Despite paragraph 16, if you entered an arrangement prior to becoming a Designated Person that would otherwise be prohibited under paragraphs 16 b)-d), you are permitted to continue that arrangement for 12 months from the date that you became a Designated Person or until the date of expiry of the relevant arrangement, whichever occurs earlier.

#### *Hedging Prohibitions*

18. There are two key hedging prohibitions:
- a) general hedging prohibition that applies only to Designated Persons;
  - b) a specific hedging prohibition that applies to [Telstra equity based remuneration plan](#) participants.

#### General hedging prohibition for Designated Persons

19. Subject to paragraph 21, if you're a Designated Person, you are prohibited from entering into any hedging arrangement that limits the economic risk of holding Telstra securities.

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### Hedging prohibition for Equity Plan participants

20. If you are an employee and participate in a Telstra equity based remuneration plan you must not enter into any hedging arrangement that limits the economic risk of holding Telstra securities allocated to you under these equity plans prior to the vesting or exercise of those securities or while they are subject to a trading restriction. You must also ensure that your Closely Related Parties do not enter into such hedging arrangements.

### Pre-existing Hedging Arrangements

21. If you have any hedging arrangements in effect prior to becoming a Designated Person that would otherwise be prohibited under paragraph 19, you may, in certain limited circumstances with the approval of the Telstra Company Secretary, be permitted to continue such arrangements for a limited period.

### *Approval of prohibited dealings in exceptional circumstances*

22. In exceptional circumstances, you may be granted approval to deal in Telstra securities in a way that's prohibited under this Policy.
23. Exceptional circumstances for these purposes include severe financial hardship, compulsion by court order or any other circumstance that is considered to be exceptional by the relevant approver.
24. All requests for approval to deal in Telstra securities in a way that is prohibited under this Policy, must be made in writing by completing the [Exceptional Dealing Approval Request form](#) and must set out the circumstances of the proposed dealing and the reason why the approval is being sought.
25. An Exceptional Dealing Approval Request must be approved by:

Person requiring Exceptional Dealing approval	Approver
Telstra Directors and their Closely Related Parties	Telstra Chair in consultation with the Telstra CEO
Telstra Chair and his/her Closely Related Parties	Chair of the Telstra Audit & Risk Committee in consultation with the Telstra CEO
Telstra CEO	Telstra Chair and one of the Chair of the Audit & Risk Committee or the Chair of the People & Remuneration Committee in consultation with the Telstra CFO
Band A executives (other than the CEO), other direct reports to the CEO and their Closely Related Parties	Telstra CEO
Telstra Group Company Secretary and his/her Closely Related Parties	Telstra Chair in consultation with the Telstra CEO
Any other person	Telstra Group Company Secretary

26. An Exceptional Dealing Approval Request will only be granted:
- in exceptional circumstances;
  - where the Exceptional Dealing Approval Request is accompanied by sufficient evidence that the proposed dealing in Telstra securities is the only reasonable course of action available in the circumstances; and
  - if you do not possess any price-sensitive information and you make a declaration to this effect.
27. If an Exceptional Dealing Approval Request is granted, you will be notified by email. You must undertake your proposed dealing **within 2 business days** of the date of the approval. If the dealing is not undertaken **within 2 business days**, the approval will no longer have effect and you will need to make a new Exceptional Dealing Approval Request for your proposed dealing.

### Conditions of any Approval or Refusal

28. Any approval of a Window Dealing Approval Request or an Exceptional Dealing Approval Request:
- can be given or refused in the approver's discretion without giving any reasons;

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- b) can be withdrawn at any time before you deal if new information becomes available or there is a change in circumstances;
  - c) can be subject to any conditions in the approver's discretion;
  - d) is final and binding on you; and
  - e) is not an endorsement of the proposed dealing. You remain responsible for your investment decisions and your compliance with the law (including the insider trading prohibition) and this Policy.
29. Any refusal of a Window Dealing Approval Request or Exceptional Dealing Approval Request may potentially be price-sensitive information. Any such refusal is confidential and you must not disclose the fact that your request has been refused to any other person without the consent of the Telstra Company Secretary.

#### *Excluded Dealings*

30. The obligations and restrictions relating to window periods, approvals, notifications and prohibited dealings (set out in paragraphs 10,13,15 and 16) don't apply to the following (but the insider trading prohibition and the market perception obligation continue to apply):
- a) dealings which don't result in a change in beneficial interest of Telstra securities e.g., transferring a personal holding of Telstra securities to a personal superannuation fund;
  - b) the following categories of passive trades:
    - i. acquisition of Telstra securities through:
      - a. a dividend reinvestment plan as an ordinary shareholder;
      - b. a share purchase plan available to all retail shareholders;
      - c. a rights issue;
    - ii. disposal of Telstra securities arising from the acceptance of a takeover offer, scheme of arrangement or [equal access buy-back](#) or disposal of rights acquired under a pro rata issue;
  - c) a disposal of Telstra securities as a result of a secured lender exercising their rights pursuant to an arrangement that was permitted under paragraph 17;
  - d) a transfer of Telstra securities between a Designated Employee and their Closely Related Party or between two Closely Related Parties of the Designated Employee;
  - e) a transfer of Telstra securities arising from the administration of a deceased estate;
  - f) applying for or acquiring Telstra securities under an equity plan operated by Telstra (including by exercise of options or rights). However, where any Telstra securities granted to a Designated Person under an equity plan cease to be held under the terms of that plan (for example, Telstra securities that are acquired following the exercise of options or rights or that are released from restriction), the Designated Person must only deal in those Telstra securities in accordance with this Policy; and
  - g) indirect and incidental trading that occurs when a Designated Person deals in units or shares of a managed investment scheme, listed investment company, exchange-traded fund or similar investment vehicle that is managed by a third party and that happens to hold Telstra securities as part of its portfolio.
31. Directors must notify the Telstra Company Secretary before dealing in reliance on an exclusion listed in paragraph 30.

#### *Telstra Executive Share Ownership Policy*

32. The Telstra CEO, Group Executives and Group Managing Directors should undertake any dealings in Telstra securities in compliance with the share ownership requirements set out in the [Telstra Executive Share Ownership Policy](#) as well as this Policy and the insider trading prohibition.

#### *Other Dealings*

33. The Telstra CEO or Telstra CFO may from time-to-time extend the operation of this Policy to apply to any other dealings in Telstra securities or to dealings in securities of other specified companies with which Telstra (or another Telstra Group entity) may have a close relationship.

#### *Where to get help*

34. It's vital that you understand the restrictions and obligations that apply to you relating to dealing in Telstra securities. If you're in any doubt or have any queries regarding this Policy, contact the Telstra Office of the Company Secretary or the M&A and Corporate Advisory legal team.

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## Breach of Policy

If you don't comply with this Policy, you could face disciplinary action. This may include termination of your employment or engagement. If you break the law you may also be personally liable.

Breach of the insider trading laws may subject you (or your family and friends) to:

- Criminal prosecution - penalties include heavy fines and imprisonment;
- Civil liability - you can be sued by another party or Telstra for any loss suffered as a result of illegal trading activities.

## Definitions

Term	Definition
Closely Related Party	<p>a) your spouse or domestic partner, your children (under 18) and dependants, children (under 18) and dependants of your spouse or domestic partner and any other family member who may be expected to influence, or be influenced by, your dealings in Telstra securities;</p> <p>b) A company, trust or other entity that you or any of the persons referred to in paragraph (a) control or significantly influence; or</p> <p>c) The trustee of a trust or fiduciary arrangement of which you or any of the persons referred to in (a) or (b) are a beneficiary, other than a Telstra Group company.</p>
deal or dealing	Dealing in securities is a broad concept and covers more than simply buying or selling securities. It also includes entering into agreements to buy or sell securities and may, in some circumstances, include the exercise of options.
equal access buy-back	Includes a selective buy-back which does not require shareholder approval as a result of a modification by ASIC of the Corporations Act.
equity based remuneration plan	Any plan pursuant to which securities are provided as an element of remuneration. It includes the short term incentive and long term incentive equity plans for Bands A, B and C executives and any grant of performance rights, performance shares, retention shares or restricted shares but excludes any general employee equity plans for employees who are not Band A, B or C executives .
generally available	<p>In relation to information, means:</p> <ul style="list-style-type: none"><li>• it consists of a readily observable matter; or</li><li>• it has been brought to the attention of investors through an announcement to the ASX and a reasonable period has elapsed.</li></ul>
Key Management Personnel	Telstra Directors (including the Telstra CEO) and those executives with authority and responsibility for planning, directing and controlling the activities of Telstra and the Telstra Group, directly or indirectly.

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Term	Definition
price sensitive information	<p>Information that is not generally available but, if generally available, would be likely to:</p> <ul style="list-style-type: none"><li>• have a material effect on the price or value of the securities or</li><li>• influence investors in deciding whether or not to buy or sell the securities.</li></ul> <p>You may possess price-sensitive information as a result of the job you perform. Examples of possible price-sensitive information are:</p> <ul style="list-style-type: none"><li>• the financial performance of Telstra (or another Telstra Group entity)</li><li>• entry into or termination of a material contract (such as a major transactional joint venture or partnership agreement) by Telstra (or another Telstra Group entity)</li><li>• a material acquisition or sale of assets by Telstra (or another Telstra Group entity)</li><li>• a proposed dividend or a change in dividend policy.</li></ul>
securities	<p>The definition of securities is very broad and includes:</p> <ul style="list-style-type: none"><li>• ordinary shares</li><li>• preference shares</li><li>• options or performance rights</li><li>• debentures</li><li>• convertible notes.</li></ul> <p>It also extends to financial products relating to securities issued by Telstra (for example, warrants and other derivative products) whether or not the financial products are created by Telstra or by third parties.</p>
Telstra	Telstra Group Limited.
Telstra Group	means Telstra and its controlled entities

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