Attachment 1

Notice of Pro Forma Transfer of Control of International Section 214 Authorizations and Submarine Cable Landing License

Pursuant to Sections 63.24(f) and 1.767(g)(7) of the Federal Communications Commission's ("Commission") rules, 47 C.F.R. §§ 63.24(f) and 1.767(g)(7), Telstra Incorporated ("Telstra USA") notifies the Commission of a pro forma transfer of control of international section 214 authorizations and submarine cable landing licenses held by Telstra USA from Telstra Corporation Limited ("TCL") to Telstra Group Limited ("TGL") as a part of a corporate reorganization. As explained in this notice, the reorganization, which has partially taken place, constitutes a non-substantial (pro forma) transfer of control because there is no change in the ultimate ownership and control of Telstra USA, which continues to hold its FCC authorizations.

Answer to Question 10 (47 C.F.R. § 63.18(a))

Name, Address, and Telephone Number

Transferor:
Telstra Corporation Limited
Level 25, 242 Exhibition St, Melbourne, VIC 3000, Australia
Tel: +61 3 86473889

Transferee:
Telstra Group Limited
Level 41, 242 Exhibition St, Melbourne, VIC 3000, Australia
Tel: +61 3 86473889 (Group General Counsel)

Place of Organization (47 C.F.R. § 63.18(b))

Telstra Group Limited is an Australian public company limited by shares, registered in Victoria, under number 650 620 303.

Point of Contact (47 C.F.R. § 63.18(c))

Correspondence concerning this Notification should be sent to:

Jacqueline Brosnan
Legal Counsel
Telstra Group Limited
400 George Street
Sydney NSW 2000
Tel: +6428 441 682
Email: jacqueline.brosnan@team.telstra.com

With copy to:

Edgar Class
Wiley Rein LLP
2050 M Street NW
Washington DC 20036
Tel: +1 202.719.7504
Email: eclass@wiley.law

Authorizations (47 C.F.R. § 63.18(d))

TGL holds no FCC licenses or authorizations.

Telstra USA is a licensee of the Endeavor submarine cable system. *See* File No. SCL-LIC-20070621-00009. Telstra USA has an ownership interest in the Asia America Gateway (AAG) Cable System within the U.S. territorial limits (excluding Guam). *See* File No. SCL-LIC-20070824-00015.[1] Telstra USA also holds international Section 214 authority to provide facilities-based and resold international telecommunications services. See File Nos. ITC-214-19970610-00320 (old file no. ITC-97-320) (facilities-based service between the U.S. and Australia); ITC-214-19970610-00321 (old file no. ITC-97-319) (facilities-based service between the U.S. and all approved international points, except Australia); ITC-214-19960610-00238 (old file no. ITC-96-321) (resold switched and non-interconnected private line services between the U.S. and all approved international points, except Australia); ITC-214-19960610-00241 (old file no. ITC-96-320) (international simple resale services between the U.S. and all approved international points); ITC-214-19960610-00240 (old file no. ITC-96-319) (international simple resale and resold switched and private line services between the U.S. and Australia).

Telstra International Australia Limited ("TIAL") (formerly known as Telstra International Limited) has an ownership interest in the AAG Cable System located in the territorial limits of any country other than the United States, as well as Guam.[2]

Answer to Question 11 (47 C.F.R. § 63.18(h)(1))

The following entities directly or indirectly own ten percent or more of the equity interests and/or voting interests of TGL as of September 30, 2022:

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1 *See* Letter from Robert J. Aamoth, Kelley Drye & Warren LLP, to Marlene H. Dortch, Secretary, Federal Communications Commission, File No. SCL-LIC-20070824-00015 (dated Feb. 22, 2010) ("2010 Pro Forma Notice") (giving notice of TCL's pro forma assignment of that part of its interest in the AAG Cable System within the U.S. territorial limits (excluding Guam) to Telstra USA.

2 *See* 2010 Pro Forma Notice (giving notice of TCL's pro forma assignment of that part of its interest in the AAG Cable System located in the territorial limits of any country other than the U.S., as well as Guam, to Telstra International Limited). At the time of the 2010 Pro Forma Notice, TIAL was known as Telstra International Limited.

Name: HSBC Custody Nominees (Australia) Limited[3]
Address: GPO Box 5302, Sydney, NSW 2001 Australia
Citizenship: Australia
Principal Business: Asset management company
Percentage Held: HSBC Custody Nominees (Australia) Limited holds a direct 22.70% equity and voting interest in Telstra Group Limited.

Name: J.P. Morgan Nominees Australia Limited
Address: Locked Bag 20049, Melbourne, Victoria 3001 Australia
Citizenship: Australia
Principal Business: Asset management company
Percentage Held: J.P. Morgan Nominees Australia Limited holds a direct 11.27% equity and voting interest in Telstra Group Limited.

Ownership Diagram (47 C.F.R. § 63.18(h)(2))

See Attachments 2 and 3.

Answer to Question 12 (47 C.F.R. § 63.18(h)(3))

The current directors of TGL are listed below. Each of the directors is also a current director of TCL. TCL holds an Australian carrier license. As part of the restructure, each director effective December 31, 2022, will resign as a director of TCL.

- John P Mullen
- Vicki Brady
- Eelco Blok
- Roy H. Chestnutt
- Craig W. Dunn
- Bridget Loudon
- Elana Rubin
- Niek Jan van Damme

Eelco Blok is also a director of the following foreign carrier affiliates of TCL:

- OTE SA (also known as Hellenic Telecommunications Organization SA) (Greece)
- GlasfaserPlus (Germany)

[3] HSBC's ownership is due to acting as custodian of the TCL shares for several underlying entities. None of the custodially held assets singularly equates to a >15% holding in Telstra Corporation Limited. As of September 30, 2022, the largest single shareholding custodially held by HSBC was 2.7% and that held by JP Morgan Nominees Australia Limited was 1.8%. As a matter of law, custodians typically are responsible for safekeeping of assets, have no independent power with respect to those assets, and must only act on the instructions of the underlying beneficial owner.

Answer to Question 13

Telstra USA is a wholly owned subsidiary of Telstra Holdings Pty Ltd ("THPL"), an Australian company and a holding company. THPL is a wholly-owned subsidiary of Telstra Corporation Limited ("TCL"). Telstra International Australia Limited ("TIAL") (formerly known as Telstra International Limited), an Australian company, is also a wholly-owned subsidiary of TCL.[4] Prior to Step 1 of the reorganization (described below), TCL was an Australian Stock Exchange listed company with its shares held by the public ("Telstra Shareholders").

The corporate reorganization consists of three steps. Under Step 1, on October 31, 2022, a new company, Telstra Group Limited ("TGL"), was interposed between TCL and the Telstra Shareholders. TGL has replaced TCL as the listed entity. The Telstra Shareholders of TCL received one new share in TGL in exchange for each of their existing shares in TCL. TGL wholly owns TCL and is the new parent entity of the Telstra companies and the Australian Stock Exchange listed company. Attachment 1 provides diagrams setting out the ownership structure before and after the Step 1 pro forma transactions.

In Step 2, TGL will establish Telstra International Holdings Pty Ltd ("TIH") as a wholly owned subsidiary. Lastly, in Step 3, (a) Telstra Group's international assets, including THPL, will be transferred to TIH, (b) TIAL will assign its interests in the Asia America Gateway ("AAG") Cable System located in the territorial limits of any country other than the United States, as well as the U.S. territory of Guam, to Telstra Australia Networks Pty Limited ("TAN"), and (c) TCL will assign its interests in the Endeavour cable to TAN, with no change to Telstra USA's continued ownership of the Endeavour cable portion in U.S. territorial waters.

The transaction contemplated in Step 2 is due to complete on November 30, 2022, and Step 3 on January 1, 2023.[5] Attachment 2 provides a diagram setting out the ownership structure after the pro forma transactions in Steps 2 and 3 are completed.

Section 63.24(d) of the Commission's rules states that the types of transactions listed in Note 2 thereto "shall be considered presumptively pro forma and prior approval from the Commission need not be sought." 47 C.F.R. § 63.24(d). Note 2 to Section 63.24(d) states that presumptively pro forma transactions include a "corporate reorganization that involves no substantial change in the beneficial ownership of the corporation," and reorganizations "where there is an assignment from a corporation to a corporation owned or controlled by the assignor stockholders without substantial change in their interests." *Id*. at Note 2.

The corporate reorganization in Step 1 is pro forma because there was no substantial change in the beneficial ownership of Telstra USA or TIAL. Specifically, the exchange of shares in TCL for shares in TGL by the public shareholders caused the transfer of control of all

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[4] On May 6, 2011, Telstra International Australia Limited changed its name to Telstra International Australia Limited.

[5] Telstra USA will notify the Commission of completion of the pro forma assignments consistent with the Commission's rules.

TCL subsidiaries, including Telstra USA and TIAL, "from a corporation to a corporation owned or controlled by the assignor stockholders without substantial change in their interests." *Id*. Telstra USA and TIAL continue to hold the authorizations today subsequent to Step 1 of the pro forma transaction, which simply inserted a new entity above TCL with no change in the ultimate ownership and control of the FCC authorization holders. Additionally, the planned reorganization in Steps 2 and 3 will be pro forma in nature because they will not change the ultimate control of any affected authorizations.

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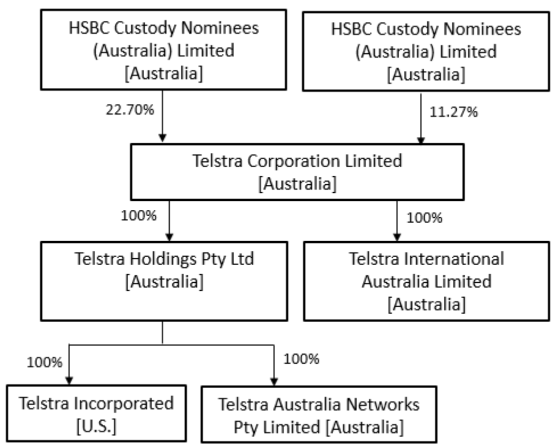
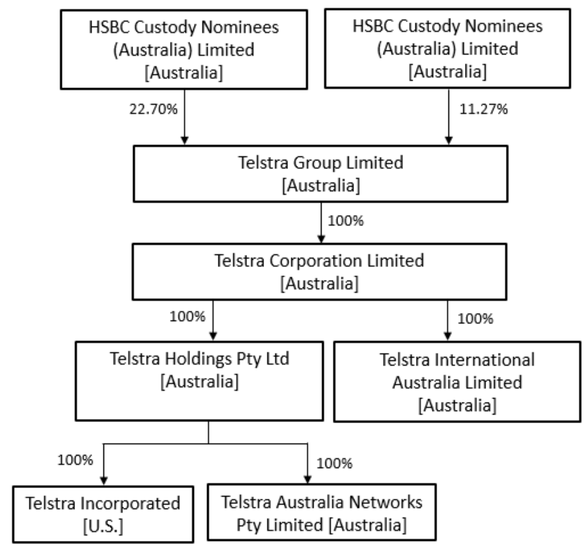
Attachment 2

Prior to Step 1 of the Pro Forma Reorganization



After Step 1 of the Pro Forma Reorganization



Attachment 3

After Steps 2 and 3 of the Pro Forma Reorganization