

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Ten Network Holdings Limited ("Ten")

ACN/ARSN ACN 081 327 066

**1. Details of substantial holder (1)**

Name Mr James Douglas Packer, Aldem Holdings Pty Limited and each of the entities set out in Annexure A, each a substantial shareholder.

ACN/ARSN (if applicable) 181 624 399

There was a change in the interests of the substantial holder on

23/11/15

The previous notice was given to the company on

27/3/14

The previous notice was dated

27/3/14

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORD	231,220,579	8.79%	274,965,013	7.68%**

\*\* Aldem Holdings Pty Limited took its full entitlement under the Accelerated Renounceable Rights Offer however was diluted as a result of shares issued pursuant to a placement.

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
23/11/15	Aldem Holdings Pty Limited	Shares issued as part of Ten's Accelerated Renounceable Rights Offer.	\$6,551,665.10	Ordinary 43,744,434	43,744,434

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Aldem Holdings Pty Limited and each of the entities set out in Annexure A	Aldem Holdings Pty Limited	Aldem Holdings Pty Limited	Legally and Beneficially held	274,965,013 ordinary shares	274,965,013

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
See Annexure A	The entities listed in Annexure A – c/- Level 3, 54-58 Park Street, Sydney, NSW, 2000

**Signature**

print name CATHERINE DAVIES

capacity COMPANY SECRETARY

sign here



date

26 NOVEMBER 2015

## Annexure A

This is Annexure A of 4 pages referred to in Form 604 Notice of change of interest of substantial holder by Mr James Douglas Packer, Aidem Holdings Pty Limited and each of the entities set out in this annexure.

  
Name: CATHERINE DAVIES  
Capacity: COMPANY SECRETARY

Date: 25 NOVEMBER 2015

<u>PARTY/ENTITY NAME</u>	<u>AUSTRALIAN COMPANY NO.</u>
555 E DURANT HOLDINGS LLC	
ANCARAC INVESTMENTS BV	
ANCARAC PTY LTD	055 253 891
ANGEL WATERS PTY LTD	103 177 760
ARCTIC CAPITAL LTD	
ASPINALL HOLDINGS BV	
AUSTRALIAN FINANCIAL TIMES PTY LTD	003 993 682
AUSTRALIAN FLUORINE CHEMICALS PTY LTD	000 333 684
BAREAGE PTY LTD	060 526 865
BIRDMAN HOLDINGS LLC	
BLACK MASS HOLDINGS LLC	
BLACKCOURT LEAGUE INVESTMENTS PTY LIMITED	118 259 733
BSI BLUE SKY INTERNATIONAL LTD (BVI)	
BSI BLUE SKY INTERNATIONAL LTD (MAURITIUS)	
BUTTERMILK PROPERTIES LLC	
CAIRNTON HOLDINGS BAHAMAS LIMITED	
CAIRNTON HOLDINGS LLC	
CAIRNTON HOLDINGS PTY LIMITED	008 394 134
CAIRNTON LIMITED	
CAIRNTON PARTNERSHIP	
CAIRNTON PTY LTD	001 735 075
CALATINE PTY LTD	056 229 675
CAPTWO PTY LTD	091 030 929
CASTHREE PTY LTD	084 494 619
CASTWO PTY LTD	084 494 520
CATONE PTY LTD	091 030 910
CAVALANE HOLDINGS PTY LTD	080 695 754
CBG HOLDING COMPANY PTY LIMITED	163 161 420
CEEJAG PTY LTD	088 591 575
CHERMON PTY LTD	123 039 305
COMPRESS (HONG KONG) LTD	
COMPRESS (MALAYSIA) SDN BHD	
COMPRESS CAYMAN II, LDC	
COMPRESS CAYMAN III LDC	
COMPRESS CAYMAN, LDC	
COMPRESS CHRISTCHURCH PTY LTD	
COMPRESS CYPRUS LTD	
COMPRESS FINANCE BV	
COMPRESS HOLDINGS PTY LTD	086 047 974
COMPRESS INTERNATIONAL (NETHERLANDS ANTILLES) II NV	
COMPRESS INTERNATIONAL (NETHERLANDS ANTILLES) NV	
COMPRESS INTERNATIONAL FINANCE	
COMPRESS MAURITIUS LIMITED	
COMPRESS SECURITIES PTY LIMITED	160 602 853
CONSOLIDATED CUSTODIANS INTERNATIONAL LTD	
CONSOLIDATED CUSTODIANS PTY LTD	008 394 492
CONSOLIDATED GAMING PTY LTD	071 513 409

<u>PARTY/ENTITY NAME</u>	<u>AUSTRALIAN COMPANY NO.</u>
CONSOLIDATED PRESS (FINANCE) II PTY LTD	603 295 834
CONSOLIDATED PRESS (FINANCE) III PTY LTD	604 881 030
CONSOLIDATED PRESS (FINANCE) LLC	
CONSOLIDATED PRESS (FINANCE) PTY LTD	001 557 035
CONSOLIDATED PRESS ENTERTAINMENT PTY LTD	070 506 606
CONSOLIDATED PRESS FINANCIAL SERVICES PTY LTD	008 457 869
CONSOLIDATED PRESS HOLDINGS PTY LIMITED	008 394 509
CONSOLIDATED PRESS INTERNATIONAL HOLDINGS LIMITED	
CONSOLIDATED PRESS INTERNATIONAL LIMITED	
CONSOLIDATED PRESS INVESTMENTS PTY LTD	000 089 118
CONSOLIDATED PRESS PROPERTY PTY LTD	004 160 703
CP INTERNATIONAL INVESTMENTS LTD	
CP INTERNATIONAL MANAGEMENT SERVICES LIMITED	
CP INTERNATIONAL MANAGEMENT SERVICES LTD	
CP INTERNATIONAL RESOURCES LTD	
CP INTERNATIONAL SECURITIES LTD	
CP STRATEGIC LTD	
CPH BOO HOLDINGS LLC	
CPH CAPITAL PTY LTD	096 130 899
CPH CROWN HOLDINGS PTY LIMITED	603 296 804
CPH CROWN HOLDINGS II PTY LIMITED	608 867 036
CPH DIRECT INVESTMENTS PTY LTD	122 328 652
CPH FASHION PTY LTD	089 304 941
CPH GAMING I PTY LIMITED	603 295 674
CPH GAMING II PTY LIMITED	603 295 923
CPH GAMING III PTY LIMITED	603 296 162
CPH GAMING IVA PTY LIMITED	603 296 537
CPH GAMING IVB PTY LIMITED	603 296 546
CPH INVESTMENTS MANAGEMENT PTY LIMITED	092 008 172
CPH MANAGEMENT (2014) ISRAEL LTD	
CPH PGFG HOLDINGS PTY LIMITED	603 297 918
CPH PGFG I PTY LIMITED	603 297 132
CPH PRODUCTS PTY LIMITED	106 918 638
CPH PROPERTY PTY LIMITED	000 031 747
CPH PROPERTY PTY LTD	000 031 747
CPH S.ONE HOLDINGS PTY LIMITED	603 297 927
CPH S.ONE I PTY LIMITED	603 297 310
CPH SNOW INVESTMENTS PTY LIMITED	163 335 724
CPH WA INVESTMENT CO PTY LIMITED	129 011 534
CPH ZHAOPIN HOLDINGS PTY LIMITED	603 298 719
CPH ZHAOPIN I PTY LIMITED	603 298 344
CPH ZILLOW HOLDINGS PTY LIMITED	603 300 090
CPH ZILLOW I PTY LIMITED	603 299 074
CPIL TWO LIMITED	
DCE AMERICA INC.	
ECOM.COM LIMITED	
ELLERSTINA INVERSIONES (MALAYSIA) SDN BHD	
ELLERSTINA INVERSIONES SA	
ELLERSTON CAPITAL LTD	110 397 674
ELLERSTON LEISURE PTY LIMITED	608 785 753
ELLERSTON PTY LTD	123 039 341
ENGINE ROOM MANAGEMENT PTY LTD	094 993 585
ENGINE ROOM MUSIC PTY LTD	088 993 104
ENTOURAGE HOLDINGS LLC	
FANITA MUSIC PUBLISHING (ASCAP) LLC	

PARTY/ENTITY NAME	AUSTRALIAN COMPANY NO.
FAPOMO PTY LTD	003 191 768
HOLIWEST PTY LTD	082 627 898
HORRIBLE BOSSES 2 LLC	
HOYTS CINEMAS (SOUTH AMERICA) HOLDINGS LIMITED	
HOYTS CINEMAS AMERICA LIMITED	
HOYTS CINEMAS ARGENTINA LIMITED	
HOYTS CINEMAS CHILE LIMITED	
HOYTS CINEMAS GERMANY GMBH	
HOYTS CINEMAS OPERATIONS PTY LTD	006 530 347
HOYTS CINEMAS OVERSEAS HOLDINGS SDN BHD	
HOYTS CINEMAS POLSKA SP ZOO	
HOYTS EMERGING TERRITORIES LTD	
HOYTS OVERSEAS OPERATIONS SDN BHD	
HUSH HOLDING COMPANY INC	
HUSH HOLDING SUBSIDIARY INC	
HUSH HOLDINGS US INC	
HYDE PARK GARDENS (JERSEY) LIMITED	
HYDE PARK GARDENS (JERSEY) LTD	
JADEITE PHOENIX PTY LIMITED	164 098 113
JAMES DOUGLAS PACKER	
JASLIB PTY LTD	065 059 458
JASOPT INVESTMENTS BAHAMAS LTD	
JASOPT PTY LTD	065 064 164
JERSEY BOYS HOLDINGS LLC	
LENVOKA PTY LIMITED	003 274 628
LUTRUST PTY LIMITED	088 937 428
MAGENTA INVESTMENTS LTD	
MANOC DEVELOPMENTS PTY LTD	137 556 524
MARIO MUSIC PUBLISHING (BM) LLC	
MISTYTIME PTY LTD	065 215 885
MRED HOLDINGS LIMITED	
MRED LIMITED	
MURRAY LEISURE GROUP PTY LIMITED	000 090 273
MURRAY PUBLISHERS PTY LIMITED	000 067 998
NATARY PTY LTD	003 337 719
NAVISONE PTY LTD	113 657 766
NICARBY PTY LTD	086 715 362
NORTHEAST CINEMAS (CONNECTICUT) L.L.C.	
NORTHEAST CINEMAS (MARYLAND) L.L.C.	
NORTHEAST CINEMAS, L.L.C.	
NORTHKOM I PTY LIMITED	604 022 899
NORTHKOM PTY LTD	082 885 961
NOVA ONE LIMITED	
NOVA ONE LIMITED	115 874 934
NOVA TWO LIMITED	
OCCAM PARTNERS FUND LP	
PALIDYE PTY LIMITED	080 484 868
PARK STREET PARTNERS CAYMAN II LIMITED	
PARK STREET SPV 1 (CAYMAN) LIMITED	
PF HOLDINGS LTD	
PRETTY GIRL CONSULTANCY (SHANGHAI) LTD	
PRETTY GIRL FASHION GROUP PTY LTD	051 283 900
RATPAC DEVELOPMENT LLC	
RATPAC DOCUMENTARY FILMS LLC	
RATPAC ENTERTAINMENT II LLC	

<u>PARTY/ENTITY NAME</u>	<u>AUSTRALIAN COMPANY NO.</u>
RATPAC ENTERTAINMENT LLC	
RATPAC FILM FUND LLC	
RATPAC HAWAII LLC	
RATPAC HH LLC	
RATPAC HOLDING LLC	
RATPAC IMAX HOLDINGS LLC	
RATPAC ISTL LLC	
RATPAC PAN HOLDINGS LLC	
RATPAC PRESS LLC	
RATPAC PRODUCTIONS LLC	
RATPAC TRUTH AUSTRALIA LLC	
RATPAC TRUTH LLC	
RAYSTONEL PTY LIMITED	123 039 270
REVENANT LLC	
REVLAKE PTY LIMITED	051 765 818
RIDGEGATE PROPRIETARY LIMITED	058 139 923
ROSGROVE PTY LIMITED	051 649 560
ROYVIS PTY LTD	120 398 512
S.ONE HOLDING COMPANY PTY LIMITED	601 640 215
SAMENIC LIMITED	066 234 900
SAMENIC PTY LIMITED	
SANDPIPER BAHAMAS LIMITED	
SAVABOW PTY LTD	084 712 774
SBC BURLINGTON CORP	
SCRUMPAC PTY LIMITED	602 375 253
SILTHREE PTY LTD	084 494 575
SILTWO PTY LTD	084 494 495
SILVER CITY CINEMAS, INC.	
SILVER CITY CINEMAS, LLC	
SILVER CITY HOLDINGS, INC.	
SNOWLOVE PTY LTD	061 232 728
SONOMACO PTY LIMITED	169 386 421
TARINGAH PTY LTD	105 268 862
TERALEAF PTY LTD	082 624 306
TORANAGA PTY LTD	056 229 728
TORAY PTY LTD	002 348 503
TREYSTA PTY LTD	078 467 080
VICTORIA FIELDS PTY LTD	103 015 550
VICTORIA KEY INVESTMENTS PTY LTD	123 099 696
VICTORIA KEYS INVESTMENTS (JERSEY) LTD	
VICTORIA KEYS PTY LTD	123 051 114
W. LANE PTY LTD	003 115 124
WAKEFIELD BAHAMAS LIMITED	
WATER DIVINER LLC	
WEST BUTTERMILK HOLDINGS VIII LLC	
WESTERN EMPIRE PUBLICATIONS LTD	
WOMBAT ENTERPRISES PTY LTD	003 115 124
WOOLTECH PTY LIMITED	010 717 441