

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Ten Sixty Four Limited (X64)

ACN/ARSN 099 377 849

1. Details of substantial holder (1)

Name Each of the following persons:

- Vitrinite Holdings Pty Ltd ACN 614 033 180, Vitrinite Holdings LLC, Vitrinite Pty Ltd ACN 167 744 578, P. Ryan Welker & Co. Pty Ltd ACN 168 184 861, Paul Ryan Welker, NKW Group Of Companies Pty Ltd ACN 153 215 457, Nicholas Williams, M P Burgess Pty Ltd ACN 127 075 594, Matthew Peter Burgess, New Canaan Capital Advisers LLC, Lazaros Nikeas and each other related body corporate of the aforementioned bodies corporate from time to time (**Vitrinite Parties**)
- Arbiter Partners Capital Management, LLC, Arbiter Partners QP, LP and Paul J. Isaac and each other related body corporate of the aforementioned bodies corporate from time to time (**Arbiter Parties**)
- Edward Arnold Coltery, Pelham Investment Partners, LP PART V Capital Management LLC and each other related body corporate of the aforementioned bodies corporate from time to time (**Coltery Parties**)
- Debra Anne Ridge (**Debra Bakker**)
(together the **Substantial Holders**)

ACN/ARSN (if applicable) See above

There was a change in the interests of the substantial holder on 20 July 2022

The previous notice was given to the company on 28 February 2022

The previous notice was dated 25 February 2022

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)
Ordinary shares (Shares)	16,149,025	7.08%	46,283,909 comprising: <ul style="list-style-type: none">• 16,149,025 in respect of the Vitrinite Parties• 28,066,943 in respect of the Arbiter Parties• 2,065,441 in respect of the Coltery Parties• 2,500 in respect of Debra Bakker	20.303% comprising: <ul style="list-style-type: none">• 7.084% held by the Vitrinite Parties;• 12.312% held by the Arbiter Parties;• 0.906% held by the Coltery Parties• 0.001% held by Debra Bakker each on the basis of there being 227,956,301 Shares issued in the capital of X64

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
28 February 2020	Vitrinite Holdings LLC	Off-market disposal of Shares to M P Burgess Pty Ltd	\$42,265.96	65,000 Shares	65,000
28 February 2020	M P Burgess Pty Ltd	Off-market acquisition of Shares from Vitrinite Holdings LLC	\$42,265.96	65,000 Shares	65,000

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
Vitrinite Parties					
Vitrinite Holdings Pty Ltd	Vitrinite Holdings Pty Ltd	Vitrinite Holdings Pty Ltd	Relevant interest under section 608(1)(a) of the <i>Corporations Act 2001</i> (Cth) (Corporations Act) as registered holder of securities in X64.	7,248,235 Shares	7,248,235
			Relevant interest in X64 securities held by Vitrinite Pty Ltd under section 608(3)(a) of the <i>Corporations Act</i> by virtue of having voting power above 20% in Vitrinite Pty Ltd.	2,419,488 Shares	2,419,488
Vitrinite Holdings LLC	Vitrinite Holdings LLC	Vitrinite Holdings LLC	Relevant interest under section 608(1)(a) of the <i>Corporations Act</i> as registered holder of securities in X64.	5,561,226 Shares	5,561,226
			Relevant interest in X64 securities held by Vitrinite Pty Ltd under section 608(3)(a) of the <i>Corporations Act</i> by virtue of having voting power above 20% in Vitrinite Pty Ltd.	2,419,488 Shares	2,419,488
			Relevant interest in X64 securities held by Vitrinite Pty Ltd under section 608(3)(a) of the <i>Corporations Act</i> by virtue of having voting power above 20% in Vitrinite Holdings LLC.	2,419,488 Shares	2,419,488
Vitrinite Pty Ltd	Vitrinite Pty Ltd	Vitrinite Pty Ltd	Relevant interest under section 608(1)(a) of the <i>Corporations Act</i> as registered holder of securities in X64.	2,419,488 Shares	2,419,488
P. Ryan Welker & Co. Pty Ltd	Vitrinite Holdings Pty Ltd	Vitrinite Holdings Pty Ltd	Relevant interest in X64 securities held by Vitrinite Holdings Pty Ltd under section 608(3)(a) of the <i>Corporations Act</i> by virtue of having voting power above 20% in Vitrinite Holdings Pty Ltd.	7,248,235 Shares	7,248,235
	Vitrinite Pty Ltd	Vitrinite Pty Ltd	Relevant interest in X64 securities held by Vitrinite Pty Ltd under section 608(3)(a) of the <i>Corporations Act</i> by virtue of having voting power above 20% in Vitrinite Holdings Pty Ltd.	2,419,488 Shares	2,419,488
Paul Ryan Welker	Vitrinite Holdings Pty Ltd	Vitrinite Holdings Pty Ltd	Relevant interest in X64 securities held by Vitrinite Holdings Pty Ltd under section 608(3)(b) of the <i>Corporations Act</i> by virtue of controlling P. Ryan Welker & Co. Pty Ltd.	7,248,235 Shares	7,248,235
	Vitrinite Pty Ltd	Vitrinite Pty Ltd	Relevant interest in X64 securities held by Vitrinite Pty Ltd under section 608(3)(b) of the <i>Corporations Act</i> by virtue of controlling P. Ryan Welker & Co. Pty Ltd.	2,419,488 Shares	2,419,488
NKW Group Of Companies Pty Ltd	Vitrinite Holdings Pty Ltd	Vitrinite Holdings Pty Ltd	Relevant interest in X64 securities held by Vitrinite Holdings Pty Ltd under section 608(3)(a) of the <i>Corporations Act</i> by virtue of having voting power above 20% in Vitrinite Holdings Pty Ltd.	7,248,235 Shares	7,248,235
	Vitrinite Pty Ltd	Vitrinite Pty Ltd	Relevant interest in X64 securities held by Vitrinite Pty Ltd under section 608(3)(a) of the <i>Corporations Act</i> by virtue of having voting power above 20% in Vitrinite Holdings Pty Ltd.	2,419,488 Shares	2,419,488
Nicholas Williams	Vitrinite Holdings Pty Ltd	Vitrinite Holdings Pty Ltd	Relevant interest in X64 securities held by Vitrinite Holdings Pty Ltd under section 608(3)(b) of the <i>Corporations Act</i> by virtue of controlling NKW Group Of Companies Pty Ltd.	7,248,235 Shares	7,248,235

	Vitrinite Pty Ltd	Vitrinite Pty Ltd	Relevant interest in X64 securities held by Vitrinite Pty Ltd under section 608(3)(b) of the Corporations Act by virtue of controlling NKW Group Of Companies Pty Ltd.	2,419,488 Shares	2,419,488
M P Burgess Pty Ltd	M P Burgess Pty Ltd	M P Burgess Pty Ltd	Relevant interest under section 608(1)(a) of the Corporations Act as registered holder of securities in X64.	65,000 Shares	65,000
	Vitrinite Holdings Pty Ltd	Vitrinite Holdings Pty Ltd	Relevant interest in X64 securities held by Vitrinite Holdings Pty Ltd under section 608(3)(a) of the Corporations Act by virtue of having voting power above 20% in Vitrinite Holdings Pty Ltd.	7,248,235 Shares	7,248,235
	Vitrinite Pty Ltd	Vitrinite Pty Ltd	Relevant interest in X64 securities held by as Vitrinite Pty Ltd under section 608(3)(a) of the Act 2001 (Cth) by virtue of having voting power above 20% in Vitrinite Holdings Pty Ltd.	2,419,488 Shares	2,419,488
Matthew Peter Burgess	Vitrinite Holdings Pty Ltd	Vitrinite Holdings Pty Ltd	Relevant interest in X64 securities held by Vitrinite Holdings Pty Ltd under section 608(3)(a) of the Corporations Act by virtue of having voting power above 20% in Vitrinite Holdings Pty Ltd.	7,248,235 Shares	7,248,235
	Vitrinite Pty Ltd	Vitrinite Pty Ltd	Relevant interest in X64 securities held by as Vitrinite Pty Ltd under section 608(3)(a) of the Corporations Act by virtue of having voting power above 20% in Vitrinite Holdings Pty Ltd.	2,419,488 Shares	2,419,488
New Canaan Capital Advisers LLC	New Canaan Capital Advisers LLC	New Canaan Capital Advisers LLC	Relevant interest under section 608(1)(a) of the Corporations Act as registered holder of securities in X64.	855,076 Shares	855,076
Lazaros Nikeas	New Canaan Capital Advisers LLC	New Canaan Capital Advisers LLC	Relevant interest in X64 securities held by New Canaan Capital Advisers LLC under section 608(3)(b) of the Corporations Act by virtue of controlling New Canaan Capital Advisers LLC.	855,076 Shares	855,076
Arbiter Parties					
Arbiter Partners QP, LP	Merrill Lynch Professional Clearing Corp.	Arbiter Partners QP, LP	Relevant interest in X64 securities held by a custodian, under ss608(1)(b) and/or (c) of the Corporations Act	21,412,830 Shares	21,412,830
Arbiter Partners Capital Management, LLC	Merrill Lynch Professional Clearing Corp.	Arbiter Partners QP, LP	Relevant interest in X64 securities held by a custodian, under ss608(1)(b) and/or (c) of the Corporations Act	21,412,830 Shares	21,412,830
	Merrill Lynch Professional Clearing Corp.	Arbiter Partners QP, LP	Relevant interest in X64 securities under s608(1)(c) of the Corporations Act as Investment Manager of Arbiter Partners QP, LP	21,412,830 Shares	21,412,830
	Deutsche Bank	9 Interlaken Partners, LLC	Relevant interest in X64 securities under s608(1)(c) of the Corporations Act as Investment Manager of 9 Interlaken Partners, LLC	1,950,073 Shares	1,950,073
	Deutsche Bank	Isaac Brothers, LLC	Relevant interest in X64 securities under s608(1)(c) of the Corporations Act as Investment Manager of Isaac Brothers, LLC	2,319,799 Shares	2,319,799
	Deutsche Bank	Abigail E. Isaac	Relevant interest in X64 securities under s608(3) of the Corporations Act	96,067 Shares	96,067
	Deutsche Bank	Johanna H. Isaac	Relevant interest in X64 securities under s608(3) of the Corporations Act	47,480 Shares	47,480
	Deutsche Bank	Samuel F. Isaac	Relevant interest in X64 securities under s608(3) of the Corporations Act	47,480 Shares	47,480
	Deutsche Bank	Paul J. Isaac Charitable Lead Annuity Trust	Relevant interest in X64 securities under s608(1)(c) of the Corporations Act as Investment Manager of Paul J. Isaac Charitable Lead Annuity Trust	49,167 Shares	49,167

	Deutsche Bank	Paul J. Isaac 2015 Charitable Lead Annuity Trust	Relevant interest in X64 securities under s608(1)(c) of the Corporations Act as Investment Manager of Paul J. Isaac 2015 Charitable Lead Annuity Trust	115,169 Shares	115,169
Paul J. Isaac	Merrill Lynch Professional Clearing Corp.	Arbiter Partners QP, LP	Relevant interest in X64 securities under s608(3) of the Corporations Act	21,412,830 Shares	21,412,830
	Deutsche Bank	9 Interlaken Partners, LLC	Relevant interest in X64 securities under s608(3) of the Corporations Act	1,950,073 Shares	1,950,073
	Deutsche Bank	75 Prospect Partners, LLC	Relevant interest in X64 securities under s608(3) of the Corporations Act	431,878 Shares	431,878
	Deutsche Bank	Isaac Brothers, LLC	Relevant interest in X64 securities under s608(3) of the Corporations Act	2,319,799 Shares	2,319,799
	Deutsche Bank	Nana Associates, LLC	Relevant interest in X64 securities under s608(3) of the Corporations Act	1,597,000 Shares	1,597,000
	Deutsche Bank	Abigail E. Isaac	Relevant interest in X64 securities under s608(3) of the Corporations Act	96,067 Shares	96,067
	Deutsche Bank	Johanna H. Isaac	Relevant interest in X64 securities under s608(3) of the Corporations Act	47,480 Shares	47,480
	Deutsche Bank	Samuel F. Isaac	Relevant interest in X64 securities under s608(3) of the Corporations Act	47,480 Shares	47,480
	Deutsche Bank	Paul J. Isaac Charitable Lead Annuity Trust	Relevant interest in X64 securities under s608(1)(c) of the Corporations Act as Investment Manager of Paul J. Isaac Charitable Lead Annuity Trust	49,167 Shares	49,167
	Deutsche Bank	Paul J. Isaac 2015 Charitable Lead Annuity Trust	Relevant interest in X64 securities under s608(1)(c) of the Corporations Act as Investment Manager of Paul J. Isaac 2015 Charitable Lead Annuity Trust	115,169 Shares	115,169
Colleary Parties					
Pelham Investment Partners, LP	Pelham Investment Partners, LP	Pelham Investment Partners, LP	Relevant interest under section 608(1)(a) of the Corporations Act as registered holder of securities in X64.	2,015,441 Shares	2,015,441
PART V Capital Management LLC	Pelham Investment Partners, LP	Pelham Investment Partners, LP	Relevant interest in X64 securities under s608(1)(c) of the Corporations Act as investment manager of Pelham Investment Partners, LP	2,015,441 Shares	2,015,441
Edward Arnold Colleary	Edward Arnold Colleary	Edward Arnold Colleary	Relevant interest under section 608(1)(a) of the Corporations Act as registered holder of securities in X64.	50,000 Shares	50,000
	Pelham Investment Partners, LP	Pelham Investment Partners, LP	Relevant interest in X64 securities held by Pelham Investment Partners, LPf under section 608(3)(a) of the Corporations Act by virtue of having voting power above 20% in PART V Capital Management LLC	2,015,441 Shares	2,015,441
Debra Bakker					
Debra Anne Ridge	Debra Anne Ridge	Debra Anne Ridge	Relevant interest under section 608(1)(a) of the Corporations Act as registered holder of securities in X64.	2,500 Shares	2,500

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
Each of the Vitrinite Parties	Each Vitrinite Party is an associate of each other Vitrinite Party for the purposes of section 12(2)(c) of the Corporations Act as the parties act in concert in relation to the affairs of X64. Additionally each Vitrinite Party that is a related body corporate of another Vitrinite Party is an associate for the purposes of section 12(2)(a) of the Corporations Act.
Each of the Arbiter Parties	Each Arbiter Party is an associate of each other Arbiter Party for the purposes of section 12(2)(c) of the Corporations Act as the parties act in concert in relation to the affairs of X64. Additionally each Arbiter Party that is a related body corporate of another Arbiter Party is an associate for the purposes of section 12(2)(a) of the Corporations Act.

Each of the Collery Parties	Each Collery Party is an associate of each other Collery Party for the purposes of section 12(2)(c) of the Corporations Act as the parties act in concert in relation to the affairs of X64. Additionally each Collery Party that is a related body corporate of another Collery Party is an associate for the purposes of section 12(2)(a) of the Corporations Act.
Each of the Substantial Holders	<p>Each of the Substantial Holders are associates for the purposes of section 12(2)(c) of the Corporations Act by nature of discussions held considering the board composition of X64 with the intent of calling a meeting of shareholders of X64 under section 249F of the Corporations Act.</p> <p>None of the Vitrinite Parties has the power to exercise, or control the exercise of, the right to vote attached to the shares held by any Arbiter Party, any Collery Party or Debra Bakker. There is no agreement, arrangement or understanding between any of the Vitrinite Parties in relation to the exercise of the respective shareholdings of the Arbiter Parties, Collery Parties or Debra Bakker.</p> <p>None of the Arbiter Parties has the power to exercise, or control the exercise of, the right to vote attached to the shares held by any Vitrinite Party, any Collery Party or Debra Bakker. There is no agreement, arrangement or understanding between any of the Arbiter Parties in relation to the exercise of the respective shareholdings of the Vitrinite Parties, Collery Parties or Debra Bakker.</p> <p>None of the Collery Parties has the power to exercise, or control the exercise of, the right to vote attached to the shares held by any Vitrinite Party, any Arbiter Party or Debra Bakker. There is no agreement, arrangement or understanding between any of the Collery Parties in relation to the exercise of the respective shareholdings of the Vitrinite Parties, Arbiter Parties or Debra Bakker.</p> <p>Debra Bakker does not have the power to exercise, or control the exercise of, the right to vote attached to the shares held by any Vitrinite Party, any Arbiter Party or any Collery Party. There is no agreement, arrangement or understanding between any of the Collery Parties in relation to the exercise of the respective shareholdings of the Vitrinite Parties, Arbiter Parties or any Collery Party.</p>

6. Addresses

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

Name	Address
Vitrinite Holdings LLC	Suite 630, 410 Park Avenue, New York, United States
Each other Vitrinite Party	C/- Vitrinite Pty Ltd, Level 6 Suite 2, Blue Tower, 12 Creek Street, Brisbane QLD 4000
Each Arbiter Party	530 Fifth Avenue, 20th Floor, New York, NY 10036, USA
Each Collery Party	930 Plymouth Street, Pelham, NY 10803 USA
Debra Anne Ridge	20 Boobook Rd, Rosa Brook WA 6285

Signature

print name Nicholas Williams

capacity Authorised Signatory

sign here



date 22 July 2022

20 July 2022

Intention to call a general meeting and move resolutions to remove directors

Sections 203D and 249F of the *Corporations Act 2001* (Cth)

To: Ten Sixty Four Limited ACN 099 377 849 (**Company**)

Vitrinite Holdings Pty Ltd ACN 614 033 180 and Arbiter Partners Capital Management LLC (**Requisitioning Shareholders**) are each a registered shareholder who holds at least 5% of the votes that may be cast at a general meeting of shareholders of the Company.

In accordance with section 203D(2) of the Corporations Act 2001 (Cth) (**Corporations Act**), the Requisitioning Shareholders give notice of their intention to move resolutions 4 and 5, as stated below.

Further, the Requisitioning Shareholders propose to call and arrange to hold a general meeting of the shareholder of the Company under section 249F of the Corporations Act (**Meeting**) for the purpose of considering and, if thought fit, passing each of the following resolutions at the Meeting as an ordinary resolution:

1. "That Ms Debra Anne Bakker be appointed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."
2. "That Mr Edward (Ned) Arnold Collery be appointed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."
3. "That Mr Lazaros Nikeas be appointed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."
4. "That Mr Jeffery William McGlinn be removed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."
5. "That Mr Andrew Charles Hunt be removed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."
6. "Any person appointed as a director of Ten Sixty Four Limited ACN 099 377 849 between 20 July, 2022 and the end of this general meeting (other than Ms Debra Anne Bakker, Mr Edward (Ned) Arnold Collery and Mr Lazaros Nikeas) be removed as a director of Ten Sixty Four Limited ACN 099 377 849 with immediate effect."

The current shareholdings of the Requisitioning Shareholders are set out in schedule 1 to this notice.

Executed as a deed by **Vitrinite Holdings Pty Ltd**
ACN 614 033 180 acting by the following persons
or, if the seal is affixed, witnessed by the following
persons in accordance with s127 of the
Corporations Act 2001:



.....
Signature of director

Nicholas Williams

.....
Name of director (print)

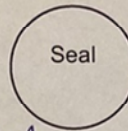


.....
Signature of director/company secretary

Paul Ryan Welker

.....
Name of director/company secretary (print)

Signed, sealed and delivered by **Arbiter Partners
Capital Management LLC** by its duly authorised
signatory in the presence of:



Ross Levin
.....

Signature of witness

Ross Levin
.....
Name of witness (print)

Paul J. Isaac
.....

Signature of authorised signatory

Paul J. Isaac
.....
Name of authorised signatory (print)

Schedule 1 Shareholdings of requisitioning shareholders

Name	Number of shares	Voting power (%) ¹
Vitrinite Holdings Pty Ltd ACN 614 033 180	16,149,025	7.08
Arbiter Partners Capital Management LLC	28,066,943	12.31
Total	44,215,968	19.39

¹ Based on 227,956,301 ordinary shares issued in the capital of the Company.