

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Ten Network Holdings Limited (**TEN**)

ACN/ARSN 081 327 068

1. Details of substantial holder (1)

Name

This notice is given by Foxtel Management Pty Limited as agent for the Foxtel Partnership (068 671 938) (**Foxtel**) on its own behalf and on behalf of each of the Foxtel Partnership, the Foxtel Television Partnership, Foxtel Cable Television Pty Limited (ACN 069 008 797), Customer Services Pty Limited (ACN 069 272 117) and each of their related bodies corporate from time to time (collectively the **Substantial Holders**).

ACN/ARSN (if applicable)

The holder became a substantial holder on 23/11/2015

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares in Ten (Ten Shares)	456,561,415	456,561,415	12.50%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Substantial Holders	Foxtel is the registered holder of 456,561,415 Ten Shares following a placement by TEN of such shares to Foxtel. The other Substantial Holders are taken under s608(3) of the Corporations Act 2001 (Act) to have a deemed relevant interest in the Ten Shares which Foxtel has a relevant interest in.	456,561,415 Ten Shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Substantial Holders	Foxtel Management Pty Limited as agent for the Foxtel Partnership	Foxtel Management Pty Limited as agent for the Foxtel Partnership	456,561,415 Ten Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Foxtel Management Pty Limited as agent for the Foxtel Partnership	23/11/2015	\$68,484,212.25		456,561,415 Ten Shares
The other Substantial Holders	23/11/2015	N/A – deemed relevant interests		456,561,415 Ten Shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

7. Addresses

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

Name	Address
Substantial Holders	c/- Foxtel Management Pty Limited as agent for the Foxtel Partnership, 5 Thomas Holt Drive, North Ryde NSW 2113 Australia

Signature

Signed on behalf of the Substantial Holders

print name Lynette Ireland

capacity Company Secretary

sign here

date 24/11/15

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.