

# Notice of Annual General Meeting

**Ten Network Holdings Limited**  
ACN 081 327 068

Notice is given to the members of Ten Network Holdings Limited (“the Company”) that the annual general meeting of the Company will be held in Ballroom 1, Level 3, Hotel Tower, Star City Hotel, 80 Pyrmont Street, Pyrmont, New South Wales on Thursday, 9 December 2010 at 10.00am.

## Ordinary Business

### 1. ACCOUNTS

To discuss the Financial Report of the Company and its controlled entities for the year ended 31 August 2010 and the Reports of the Directors and Auditors.

*(see Explanatory Notes – Item 1)*

### 2. ELECTION OF DIRECTORS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

- (a) That Mr Paul Gleeson, who retires by rotation in accordance with the Constitution of the Company, be re-elected as a Director.
- (b) That Mr David Gordon, having been appointed as a Director with effect from 1 April 2010 and being required to retire in accordance with the Constitution of the Company, be elected as a Director.
- (c) That Mr Dean Hawkins, having been appointed as a Director with effect from 1 April 2010 and being required to retire in accordance with the Constitution of the Company, be elected as a Director.
- (d) That Ms Christine Holgate, having been appointed as a Director with effect from 1 April 2010 and being required to retire in accordance with the Constitution of the Company, be elected as a Director.
- (e) That Mr Brian Long, having been appointed as a Director with effect from 1 July 2010 and being required to retire in accordance with the Constitution of the Company, be elected as a Director.

*(see Explanatory Notes – Item 2)*

### 3. REMUNERATION REPORT

To adopt the Remuneration Report for the year ended 31 August 2010.

*(see Explanatory Notes – Item 3)*

### By Order of the Board

Dated 21 October 2010

### S T Partington

Company Secretary

## Explanatory Notes to the Notice of Meeting

### General

The meeting venue will open from 9.00am on Thursday, 9 December 2010 for the distribution of voting papers.

A copy of the Constitution of the Company is available for inspection at the Registered Office of the Company located at 1 Saunders Street, Pyrmont, may be accessed on the corporate website at [www.tencorporate.com.au](http://www.tencorporate.com.au) or will be posted to any person so requesting in writing or by telephone to the Company Secretary on (02) 9650 1010 or by fax on (02) 9650 1368.

## Agenda Items

### Item 1 – Accounts

The Financial Report of the Company and its controlled entities, together with the associated reports, may be accessed on the corporate website at [www.tencorporate.com.au](http://www.tencorporate.com.au).

### Item 2 – Election of Directors

Profiles of each of the candidates standing for re-election or election are set out later in these Explanatory Notes.

### Item 3 – Remuneration Report

The Remuneration Report for the year ended 31 August 2010 forms part of the Directors’ Report as set out at pages 40 to 49 in the Annual Review of the Company, a copy of which may be accessed on the corporate website at [www.tencorporate.com.au](http://www.tencorporate.com.au)

The Corporations Act requires that a resolution that the Remuneration Report be adopted, must be put to the vote. The vote on this resolution is advisory only and does not bind the Directors or the Company.

## Entitlement to Vote

The Board has determined that for the purposes of the meeting, shares will be taken to be held by the persons who are the registered holders at 10.00pm (Eastern Daylight Saving Time) on Tuesday, 7 December 2010. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## Proxies

1. A proxy form and self-addressed envelope are enclosed with this notice of meeting. In the case of persons attending as a representative of a corporation, the notice of appointment should be produced prior to or at the time of admission to the meeting.
2. (a) A member, entitled to attend and vote, is entitled to appoint not more than 2 proxies.  
(b) Where 2 proxies are appointed by a member, a member may specify the proportion or the number of votes each proxy is entitled to exercise. If the member does not specify that each proxy is appointed to represent a specified proportion of the member's voting rights, each proxy may exercise half the votes of the member.  
(c) A proxy need not be a member.
3. A proxy form must be signed by the member or the member's attorney, or if a corporation, be executed in accordance with the company's Constitution and the Corporations Act or in such other manner as the Chairman in his or her discretion considers sufficient. Where two or more persons are registered as a member, each person must sign.
4. The instrument appointing a proxy and a power of attorney (if any) under which it is signed, or a notarially certified copy of the power, must be deposited at, or faxed to, Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 (fax no. (within Australia) (02) 9287 0309 or (outside Australia) +61 2 9287 0309) or you may lodge your vote on-line at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) in each case by no later than 10.00am (Eastern Daylight Saving Time) on Tuesday, 7 December 2010.

## Chairman as Proxy

If you appoint the Chairman of the annual general meeting as your proxy and do not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for you, in favour of the resolution.

## Profiles of the Candidates Standing for Re-Election or Election

### Paul V Gleeson

B.Ec, ACA (Age: 57)

Director of the Company since February 1998. He is a member of the Institute of Chartered Accountants in Australia.

Mr Gleeson is Chairman of the Audit/Risk/Treasury Committee and is also a member of the Nomination and Remuneration Committees of the Company.

#### Board recommendation

*The Directors (other than Mr Gleeson) unanimously recommend that you vote in favour of this resolution.*

### David Gordon

B.Com/LLB (Age: 49)

Director of the Company since 1 April 2010. Mr Gordon is a member of the Nomination, Remuneration and Audit/Risk/Treasury Committees of the Company.

Mr Gordon is a former M&A partner at the Sydney law firm, Freehills, and subsequently at former corporate advisory firm Wentworth Associates Pty Ltd prior to founding Lexicon Partners Pty Ltd, an independent corporate advisory and investment firm based in Sydney and with a specialisation in technology, media and telecommunications. Mr Gordon has advised a number of Australia's major media businesses over the last 20 years.

#### Other Current Australian Listed

**Company Directorships:** RCG Corporation Limited (appointed October 2006)

#### Board recommendation

*The Directors (other than Mr Gordon) unanimously recommend that you vote in favour of this resolution.*

### Dean Hawkins

B.Com (Age: 49)

Director of the Company since 1 April 2010. Mr Hawkins is a member of the Nomination and Audit/Risk/Treasury Committees of the Company.

Mr Hawkins has led international businesses at the forefront of the broadband, digital media, television and sports industries in Australia and overseas for the past 14 years. Mr Hawkins is Chairman at Skins Consolidated Pty Ltd, the manufacturer of Skins sports compression garments, a non-executive director of Leighton Contractors Pty Limited, and a strategic advisor to the media industry. He was previously an executive director of Video Networks Limited ("VNL"), UK's first IPTV platform, and an executive director of Chello Media, a European broadband ISP and digital media company. He is a member of the British Academy of Film and Television Arts, having received BAFTA and Emmy awards for TV channels created by his teams at VNL, a director of Sydney Dance Company and was a founding board member of the Salvation Army Oasis Centre,

a centre for homeless youths and suicide prevention services in Sydney. He is a chartered accountant and was previously an investment banker in Australia and Europe.

#### Board recommendation

*The Directors (other than Mr Hawkins) unanimously recommend that you vote in favour of this resolution.*

### Christine Holgate

(Age: 46)

Director of the Company since 1 April 2010. Ms Holgate is a member of the Nomination Committee of the Company.

Ms Holgate has had extensive international experience at senior executive and board levels and is presently Managing Director and Chief Executive Officer at Blackmores Limited. Ms Holgate was previously Managing Director, Business Sales at Telstra and Group Director of Strategy and Marketing at Energis, a European alternative network operator. Ms Holgate has also served as Managing Director, Head of Marketing and Communications for Europe, Middle East and Africa at JP Morgan, a leading global investment bank, and as Director of Investor Relations at Cable & Wireless plc, a FTSE global telecommunications company.

#### Other Current Australian Listed

**Company Directorships:** Blackmores Limited (appointed November 2008)

#### Former Australian Listed Company

**Directorships in Last 3 Years:** Keycorp Limited (January 2006 to February 2009)

#### Board recommendation

*The Directors (other than Ms Holgate) unanimously recommend that you vote in favour of this resolution.*

### Brian Long

FCA (Age 64)

Director of the Company since 1 July 2010. Mr Long is Chairman of the Nomination Committee and a member of the Remuneration and Audit/Risk/Treasury Committees of the Company.

Mr Long previously chaired the Global Governance and Advisory Council of Ernst & Young and also chaired the Council for the firm's Oceania Area. He was a Partner of Ernst & Young for 29 years and was one of the firm's most experienced audit partners. He retired from Ernst & Young on 30 June 2010. Mr Long is also a member of Council and Chairman of the Audit Committee of the National Library of Australia. He is Chairman of the Audit Committee of the University of New South Wales and is also a member of the University's Council. He is Chairman of the charitable organisation, United Way Australia. Mr Long is a Fellow of the Institute of Chartered Accountants in Australia and has been a member since 1972.

#### Other Current Australian Listed

**Company Directorships:** Commonwealth Bank of Australia (appointed September 2010)

#### Board recommendation

*The Directors (other than Mr Long) unanimously recommend that you vote in favour of this resolution.*