

notice of annual general meeting

Ten Network Holdings Limited ABN 14 081 327 068

The annual general meeting of Ten Network Holdings Limited will be held in Ballroom 1, Level 3, Hotel Tower, Star City Hotel, 80 Pyrmont Street, Pyrmont, New South Wales on Thursday 18 December 2008 at 10.00am.



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 18 December 2008 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 2008 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 resolution as an ordinary resolution:

That Mr Peter Viner, who retires by rotation in accordance with the Constitution of the Company, be re-elected as a Director.

(see Explanatory Notes - Item 2)

3. REMUNERATION REPORT

To adopt the Remuneration Report for the year ended 31 August 2008.

(see Explanatory Notes – Item 3)

By order of the Board

Dated 16 October 2008

S T Partington

Company Secretary

Explanatory Notes to the Notice of Meeting

GENERAL

The meeting venue will open from 9.00am on Thursday 18 December 2008 for the distribution of voting papers.

A copy of the existing Constitution of the Company is available for inspection at the Registered Office of the Company located at 1 Saunders Street, Pyrmont or may be accessed on the corporate website at 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 fax no. (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

ITEM 2 - ELECTION OF DIRECTORS

Details of Mr P Viner, who seeks re-election as a Director, may be found at page 27 of the Annual Review of the Company.

ITEM 3 - REMUNERATION REPORT

The Remuneration Report for the year ended 31 August 2008 forms part of the Directors' Report as set out at pages 28 to 35 in the Annual Review of the Company.

The Corporations Act requires 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 16 December 2008. 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, Computershare Investor Services Pty Ltd, Level 3, 60 Carrington Street, Sydney (fax no. (within Australia) 1800 783 447; (outside Australia) +61 39473 2555) or you may lodge your vote on-line at www.investorvote.com.au, in each case by no later than 10.00am (Eastern Daylight Saving Time) on Tuesday 16 December 2008.

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.