

**TEN NETWORK HOLDINGS LIMITED AND CONTROLLED ENTITIES  
DIRECTORS' REPORT**

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The Directors present their report together with the consolidated financial report of Ten Network Holdings Limited and its controlled entities for the half-year ended 28 February 2009.

**Directors**

The Directors who have been in office during the half-year and since the half-year end are:

Mr NG Falloon (Chairman)  
 Mr JJ Cowin (Alternate Mr JB Studdy)  
 Mr PV Gleeson (Alternate Mr NG Falloon)  
 Mr JB Studdy (Alternate Mr JJ Cowin)  
 Mr PD Viner (Alternates Mr LJ Asper, Mr TC Strike and Mr JE Maguire)  
 Mr TC Strike (Alternate Mr LJ Asper)  
 Mr LJ Asper

**Profit**

The consolidated (loss)/ profit after income tax for the half-year ended 28 February 2009 is:

	<b>28/02/09</b>	<b>29/02/08</b>
	<b>\$'000</b>	<b>\$'000</b>
Earnings before interest, tax, depreciation and amortisation	<u>118,919</u>	<u>163,734</u>
Depreciation	(16,485)	(15,084)
Amortisation	<u>(1,060)</u>	<u>(1,628)</u>
Earnings before interest and tax	101,374	147,022
Non-recurring expense items (Refer Note 2)	(138,404)	-
Net interest expense	<u>(22,410)</u>	<u>(22,164)</u>
(Loss)/ Profit from ordinary activities before income tax	(59,440)	124,858
Income tax (expense)/ revenue		
Normal	(22,132)	(37,471)
Non-recurring tax items (Refer Notes 3 and 4)	<u>1,879</u>	<u>183,695</u>
Net (Loss)/ Profit from ordinary activities after income tax	(79,693)	271,082
Net (Loss)/ Profit attributable to minority interests	<u>9</u>	<u>(535)</u>
Net (Loss)/ Profit attributable to members of Ten Network Holdings Limited	<u>(79,684)</u>	<u>270,547</u>

**TEN NETWORK HOLDINGS LIMITED AND CONTROLLED ENTITIES  
DIRECTORS' REPORT**

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**Review of Operations**

A summation of the operations for the period is attached in the commentary prefacing this financial report.

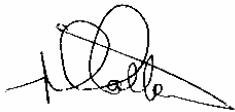
**Auditors Independence Declaration**

A copy of the Auditors Independence Declaration as required under s307 of the *Corporation Act 2001* is set out on page 3.

**Rounding of amounts**

The company is of a kind referred to in Class order 98/100, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the financial report. Amounts in the financial report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, the nearest dollar.

Signed at Sydney on 2 April 2009 in accordance with a resolution of the Directors.



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N Falloon  
Chairman

PricewaterhouseCoopers  
ABN 52 780 433 757

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### Auditors' Independence Declaration

As lead auditor for the review of Ten Network Holdings Limited for the half year ended 28 February 2009, I declare that to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- b) no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Ten Network Holdings Limited and the entities it controlled during the period.



DS Wiadrowski  
Partner  
PricewaterhouseCoopers

Sydney  
2 April 2009



## TEN NETWORK HOLDINGS LIMITED

ABN 14 081 327 068

### Appendix 4D

#### Half Yearly Report

Half Year ended: 28 February 2009

Previous corresponding period: 29 February 2008

#### Results for Announcement to the Market

				<b>\$A'000</b>
Revenue from ordinary activities	down	11.3%	to	468,049
EBITDA	down	27.4%	to	118,919
Net profit/ (loss) for the period attributable to members				(79,684)
Normalised net profit for the period attributable to members	down	34.6%	to	56,841

The 2009 half year result includes \$138.4m of non-recurring expense items (refer Note 2) and a net non-recurring income tax revenue of \$1.9m (refer Note 3).

The 2008 half year result includes a net non-recurring income tax revenue of \$183.7m which arose as a result of the creation of the Ten Network Holdings Limited tax consolidated group in February 2008 (refer Note 4).

Excluding the above amounts (and associated minority interests), normalised net profit for the period attributable to members for the 2009 half year was \$56.8m (2008: \$86.9m).

#### Dividends

Amount per security

Franked amount per security

#### Dividends paid

December 2008 dividend

2.0¢

2.0¢

Refer to attached Media Release for discussion of results.



## Consolidated income statement

	Half year 28 February 2009 \$'000	Half year 29 February 2008 \$'000
Revenue from ordinary activities	468,049	527,613
Expenses from ordinary activities		
Normal	(365,655)	(379,023)
Non-recurring (Refer Note 2)	(138,404)	-
Finance costs	(23,430)	(23,732)
(Loss)/ Profit from ordinary activities before income tax	(59,440)	124,858
Income tax (expense)/ revenue		
Normal	(22,132)	(37,471)
Non-recurring (Refer Notes 3 and 4)	1,879	183,695
Net (loss)/ profit from ordinary activities after income tax	(79,693)	271,082
Net profit/ (loss) attributable to minority interests	9	(535)
<b>Net (loss)/ profit attributable to members of Ten Network Holdings Limited</b>	<b>(79,684)</b>	<b>270,547</b>

The above consolidated income statement should be read in conjunction with the accompanying notes.

### Earnings per share (EPS)

#### Reported

Basic EPS (cents per share)  
Diluted EPS (cents per share)

#### Normalised <sup>A</sup>

Basic EPS (cents per share)  
Diluted EPS (cents per share)

	28 February 2009	29 February 2008
Basic EPS (cents per share)	(8.61) cents	29.33 cents
Diluted EPS (cents per share)	(8.61) cents	29.33 cents
Basic EPS (cents per share)	6.14 cents	9.42 cents
Diluted EPS (cents per share)	6.14 cents	9.42 cents

<sup>A</sup>: Excludes the non-recurring items disclosed above.



## Consolidated balance sheet

	28 February 2009 \$'000	31 August 2008 \$'000	29 February 2008 \$'000
<b>Current Assets</b>			
Cash and cash equivalents	10,678	30,938	30,357
Receivables	126,455	159,055	149,849
Program rights & inventories <sup>C</sup>	171,184	144,275	187,831
Current tax assets	25,541	20,178	1,546
Other	10,816	9,510	12,027
<b>Total Current Assets</b>	<b>344,674</b>	<b>363,956</b>	<b>381,610</b>
<b>Non-Current Assets</b>			
Receivables	248	248	248
Program rights & inventories	4,901	798	7,012
Other financial assets <sup>C</sup>	2,365	5,512	4,931
Property, plant and equipment <sup>C</sup>	101,108	123,228	120,774
Intangible assets <sup>C</sup>	1,175,211	1,204,626	1,205,043
Derivative financial instruments	-	3,356	11,229
Deferred tax assets <sup>C</sup>	11,235	11,326	10,323
Other	695	770	840
<b>Total Non-Current Assets</b>	<b>1,295,763</b>	<b>1,349,864</b>	<b>1,360,400</b>
<b>Total Assets</b>	<b>1,640,437</b>	<b>1,713,820</b>	<b>1,742,010</b>
<b>Current Liabilities</b>			
Payables	181,005	217,796	195,926
Derivative financial instruments <sup>D</sup>	954	-	-
Interest-bearing liabilities <sup>B</sup>	-	-	265,000
Provisions <sup>C</sup>	36,954	19,133	27,776
<b>Total Current Liabilities</b>	<b>218,913</b>	<b>236,929</b>	<b>488,702</b>
<b>Non-Current Liabilities</b>			
Payables	9,293	12,948	16,399
Interest-bearing liabilities <sup>D</sup>	612,185	570,441	284,715
Derivative financial instruments <sup>D</sup>	25,250	69,191	77,214
Deferred tax liabilities	49,581	38,745	63,221
Provisions <sup>C</sup>	57,211	19,292	10,618
<b>Total Non-Current Liabilities</b>	<b>753,520</b>	<b>710,617</b>	<b>452,167</b>
<b>Total Liabilities</b>	<b>972,433</b>	<b>947,546</b>	<b>940,869</b>
<b>Net Assets</b>	<b>668,004</b>	<b>766,274</b>	<b>801,141</b>
<b>Equity</b>			
Contributed equity	2,219,075	2,220,704	2,224,267
Reserves	(1,220,654)	(1,222,192)	(1,220,439)
Accumulated losses	(330,432)	(232,243)	(202,713)
Total parent entity interest	667,989	766,269	801,115
Minority interest in controlled entities	15	5	26
<b>Total Equity</b>	<b>668,004</b>	<b>766,274</b>	<b>801,141</b>

<sup>B-D</sup>: Refer to following page for commentary.

The above consolidated balance sheet should be read in conjunction with the accompanying notes.



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## Consolidated balance sheet – Commentary

<sup>B</sup>: In February 2008, Interest bearing liabilities (Current) included \$265m of bank loans due in December 2008 which were subsequently refinanced for 3 years in April 2008.

<sup>C</sup>: These balances include the impact of non-recurring items. See Notes 2 and 3 for further details.

<sup>D</sup>: The total drawn debt (Bank loan and Private Placement) at the end of the period was \$620m. This is comprised of the Non-Current Interest bearing Liabilities (\$612.2m) and the mark to market of the cross-currency swap embedded with the \$USD125m Private Placement Loan (\$7.8m). The remainder of the derivative financial instrument balance relates to the mark to market of the interest rate hedge derivatives.



**Consolidated statement of recognised income and expense**

	Half year 28 February 2009 \$'000	Half year 29 February 2008 \$'000
AASB 139 hedge reserves	(12,055)	6,671
Exchange differences on translation of foreign operations	14,904	(8,239)
Net income recognised directly in equity	2,849	(1,568)
(Loss)/ Profit for the period	(79,693)	271,082
Total recognised income and expense for the period before minority interest	(76,844)	269,514
Total recognised (Loss)/ Profit for the period is attributable to:		
Members of Ten Network Holdings Limited	(76,835)	268,959
Minority interest	(9)	555
	(76,844)	269,514

*The above consolidated statement of recognised income and expense should be read in conjunction with the accompanying notes.*



## Consolidated cash flow statement

	28 February 2009 \$'000	29 February 2008 \$'000
<b>Cash and cash equivalents</b>		
Cash at hand	70	73
Cash at bank	10,608	30,284
At end of period	10,678	30,357
At beginning of period	30,938	23,503
Foreign exchange on cash balances	(808)	444
<b>Net cash (outflows)/ inflows for the period</b>	<b>(21,068)</b>	<b>7,298</b>
Represented by:		
<b>Cash Flows from operating activities</b>		
Receipts from customers <sup>E</sup>	549,708	608,244
Payments to suppliers and employees	(489,984)	(466,552)
Interest received	1,020	1,568
Bank interest paid	(23,731)	(24,775)
Net income tax received/(paid)		
Refund of tax prepayment re tax consolidation	17,576	-
Prior year refunds received	6,192	12,995
Current year payments	(31,263)	(31,455)
Net cash flows from operating activities	29,518	100,025
<b>Cash Flows from investment activities</b>		
Acquisition of property, plant and equipment	(16,010)	(17,037)
Proceeds on disposal of property, plant and equipment	95	2
Payments for investments	(694)	(1,809)
Payments for deferred settlement	(323)	(1,714)
Distributions from investments	-	55
Advances to other entities	(149)	536
Net cash flows from investment activities	(17,081)	(19,967)
<b>Cash Flows from financing activities</b>		
Dividend paid	(18,505)	(92,760)
Proceeds from borrowings	200,000	150,000
Repayment of borrowings	(215,000)	(130,000)
Net cash flows from financing activities	(33,505)	(72,760)
<b>Net cash (outflows)/ inflows for the period</b>	<b>(21,068)</b>	<b>7,298</b>

The above consolidated cash flow statement should be read in conjunction with the accompanying notes.

<sup>E</sup>: 2009 Receipts from customers were impacted by lower revenues recognised in August 2008 as a result of the Beijing Olympics which adversely affected the receipts for the period.



## Notes to the consolidated financial statements

### Note 1: Basis of Preparation of the Half Yearly Report

This general purpose Half Yearly Report for the reporting period ended 28 February 2009 has been prepared in accordance with the *Corporations Act 2001* and Australian Accounting Standards *AASB 134 Interim Financial Reporting*, which include Australian equivalents to International Financial Reporting Standards (AIFRS).

This Half Yearly Report does not include all the notes of the type normally included within the Annual Financial Report. Accordingly, this Report should be read in conjunction with the Annual Financial Report as at 31 August 2008 and any public announcements made by Ten Network Holdings Limited during the interim period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and liabilities (including derivative instruments) at fair value though profit or loss.

The accounting policies adopted in the preparation of this Half Yearly Report are consistent with those applied and disclosed in the 31 August 2008 Annual Financial Report.

### Note 2: Non-recurring expense items

In the half year to February 2009, \$138.4m has been recognised as a non-recurring expense item.

We have recognised a non-recurring expense item of \$15.5m in the Television segment in relation to the writedown of program rights and an investment.

We have recognised a non-recurring expense item of \$122.9m in the Out-of-Home segment in relation to asset writedowns and the provision for loss making contracts in the United States, United Kingdom and Australian regions.

### Note 3: Non-recurring tax items

In the half year to February 2009, \$1.9m has been recognised as a non-recurring tax revenue.

This benefit represents the tax revenue associated with the non-recurring expense items as detailed in Note 2, partially offset by the tax expense associated with the writeoff of tax losses in the US operations.

### Note 4: Exchange of minority shareholders and Tax Consolidations in prior period

#### *Exchange of minority shareholders in The Ten Group Pty Limited*

During February 2008, AMP and Copplemere exchanged their remaining interests (totalling 5,435,916 shares) in The Ten Group Pty Limited into the equivalent number of new shares in Ten Network Holdings Limited. The value of the shares exchanged was recorded at the prevailing market value of \$13.1m in total.

#### *Tax Consolidations*

Following the above exchange, Ten Network Holdings Limited held 100% of the shares in The Ten Group Pty Limited and as a result became the head of a new tax consolidated group. This triggered the requirement to reassess the tax cost bases of the tax consolidated group – broadly with reference to proportional market values. An income tax benefit of \$183.7m was booked to the income statement as a result of this calculation. Of this benefit, an amount of \$182.3m related to a reduction to deferred tax liabilities arising from an uplift of \$607.6m in the tax cost base of television licences. The remaining benefit of \$1.4m related to uplifts in the tax cost bases of other depreciable assets, particularly fixed assets such as plant and equipment.



**Note 5: Revenues and Expenses**

	28 February 2009 \$'000	29 February 2008 \$'000
<b>1.1 Revenues from ordinary activities</b>		
Sales revenue	467,029	526,045
Other revenue from ordinary activities		
- Interest income	1,020	1,568
<b>Total revenues from ordinary activities</b>	<b>468,049</b>	<b>527,613</b>
<b>1.2 Expenses from ordinary activities</b>		
Details of relevant expenses		
- Television activities	(276,855)	(284,757)
- Out Of Home activities	(88,253)	(93,783)
- Corporate	(547)	(483)
<b>Non-Recurring Expense items (Refer Note 2)</b>		
<i>Television</i>		
- Writedown of assets	(15,552)	-
<i>Out Of Home</i>		
- Writedown of intangibles <sup>F</sup>	(35,679)	-
- Writedown of other assets <sup>F</sup>	(27,986)	-
- Provision for onerous contracts <sup>F</sup>	(59,187)	-
<b>Total expenses from ordinary activities</b>	<b>(504,059)</b>	<b>(379,023)</b>
<b>1.3 Income tax (expense)/ revenue</b>		
Normal	(22,132)	(37,471)
Non-recurring tax items (Refer Notes 3 and 4)		
Tax losses written off (US Out-of-Home operations) <sup>F</sup>	(10,139)	-
Tax effect of non-recurring expense items <sup>G</sup>	12,018	-
Tax consolidation	-	183,695
<b>Total income tax (expense)/ revenue</b>	<b>(20,253)</b>	<b>146,224</b>

<sup>F</sup>: The market update on 17 February 2009 identified non-recurring charges in Eye Corp (Out-of-Home) of \$133m of which \$123m relates to non-recurring expense items and \$10m relates to non-recurring tax items.

<sup>G</sup>: Subsequent to the market update on 17 February 2009, it was determined that there was income tax revenue of \$12m relating to the tax effect of the non-recurring expense items.

**Note 6: Reconciliation of Income Tax Expense**

The normal tax expense in the half year to 2009 represents 28.0% of net profit before tax before non-recurring items.



### Note 7: Dividends

Details of dividends/distributions declared or paid to the members of Ten Network Holdings Limited during or subsequent to the half year ended 28 February 2009 are as follows:

Payment date	Type	Amount per security	Total dividend \$	Franked amount per security	Foreign sourced dividend amount per security
13 January 2009	1 <sup>st</sup> 2009 Dividend	2.0 cents	18,504,734.40	2.0 cents	-

### Note 8: Earnings per security

	Half year 28 February 2009	Half year 29 February 2008
<b>Reported</b>		
(a) Basic EPS (Refer Note (i) below)	(8.61) cents	29.33 cents
(b) Diluted EPS (Refer Note (ii) below)	(8.61) cents	29.33 cents
(c) Weighted average number of ordinary shares outstanding during the period used in the calculation of the Shareholding EPS	925,236,720	922,481,749
<b>Normalised <sup>H</sup></b>		
(a) Basic EPS (Refer Note (i) below)	6.14 cents	9.42 cents
(b) Diluted EPS (Refer Note (ii) below)	6.14 cents	9.42 cents

<sup>H</sup>: Excludes the non-recurring items discussed in Notes 2, 3 and 4.

### Notes on Earnings Per Share Calculations

(i) *Basic Earnings Per Share*

Basic earnings per share is determined by dividing the operating profit after tax attributable to members of Ten Network Holdings Limited ("TEN") by the weighted average number of ordinary shares outstanding during the financial year. Number of ordinary shares on issue as at 28 February 2009 was 925,236,720 (29 February 2008: 927,585,000).

(ii) *Diluted Earnings Per Share*

TEN no longer has dilutive shares therefore diluted earnings per share is now the same as basic earnings per share.

### Note 9: NTA Backing

	Half year 28 February 2009	Half year 29 February 2008
Net tangible asset backing per ordinary share	(\$0.55)	(\$0.44)
Net asset backing per ordinary share	\$0.72	\$0.86

### Note 10: Changes in the Composition of the Consolidated Entity

There were no material changes in the composition of the Consolidated Entity in the half year to 28 February 2009.



## Note 11: Segment Note

### Primary reporting segment – business segments:

Half year 2009	Television \$'000	Out Of Home \$'000	Eliminations/ Unallocated \$'000	Consolidated \$'000
<b>Revenue</b>				
Sales to external customers	380,863	86,166	-	467,029
Inter-segment sales	93	536	(629)	-
Total sales revenue	380,956	86,702	(629)	467,029
Other revenue	775	193	52	1,020
<b>Total revenue</b>	<b>381,731</b>	<b>86,895</b>	<b>(577)</b>	<b>468,049</b>
<b>Segment Result</b>				
<b>EBITDA</b>	<b>114,172</b>	<b>5,294</b>	<b>(547)</b>	<b>118,919</b>
Depreciation	(10,607)	(5,878)	-	(16,485)
Amortisation	-	(1,060)	-	(1,060)
<b>EBIT</b>	<b>103,565</b>	<b>(1,644)</b>	<b>(547)</b>	<b>101,374</b>
Non-recurring expense items (Refer Note 2)	(15,552)	(122,852)	-	(138,404)
Finance costs				(23,430)
Interest revenue				1,020
Loss before tax				(59,440)
Income tax (expense)/ revenue				
Normal				(22,132)
Non-recurring tax items (Refer Note 3)				1,879
<b>Net loss after tax</b>				<b>(79,693)</b>



**Note 11: Segment Note (continued)**

*Primary reporting segment – business segments (continued):*

Half year 2008	Television \$'000	Out Of Home \$'000	Eliminations/Un allocated \$'000	Consolidated \$'000
<b>Revenue</b>				
Sales to external customers	433,698	92,347	-	526,045
Inter-segment sales	94	382	(476)	-
Total sales revenue	433,792	92,729	(476)	526,045
Other revenue	1,141	341	86	1,568
<b>Total revenue</b>	<b>434,933</b>	<b>93,070</b>	<b>(390)</b>	<b>527,613</b>
<b>Segment Result</b>				
<b>EBITDA</b>	<b>158,698</b>	<b>5,519</b>	<b>(483)</b>	<b>163,734</b>
Depreciation	(10,046)	(5,038)	-	(15,084)
Amortisation	-	(1,628)	-	(1,628)
<b>EBIT</b>	<b>148,652</b>	<b>(1,147)</b>	<b>(483)</b>	<b>147,022</b>
Finance costs				(23,732)
Interest revenue				1,568
Profit before tax				124,858
Income tax revenue/ (expense)				
Normal				(37,471)
Non-recurring tax items (Refer Note 4)				183,695
<b>Net profit after tax</b>				<b>271,082</b>



**Note 12: Issued and quoted securities at end of current period**

Category of securities	Total number	Number quoted	Issue price per security	Amount paid up per security
<b>Ordinary securities</b>	925,236,720	925,236,720		
<b>Options</b>			<i>Exercise price</i>	<i>Expiry date (if any)</i>
Options outstanding at end of current period	-	-	-	-
Issued during current period	-	-	-	-
Exercised during current period	-	-	-	-
Lapsed during current period	-	-	-	-
Expired during current period	-	-	-	-

**Note 13: Events occurring after reporting date**

No matter, item, transaction or event of a material nature has occurred between 28 February 2009 and the date of this report.

**Commentary on results**

Refer to attached Media Release.



## Compliance statement

1. This report has been prepared in accordance with AASB Standards, other AASB authoritative pronouncements and Urgent Issues Group Consensus Views or other standards acceptable to ASX.
2. This report does give a true and fair view of the matters disclosed.
3. This report is based on accounts which have been subject to review.
4. The entity has a formally constituted audit committee.

A handwritten signature in black ink, appearing to be "S Partington".

Sign here: \_\_\_\_\_  
(Company secretary)

Date: 2 April 2009

Print name: Stephen Partington

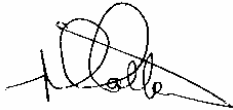
**TEN NETWORK HOLDINGS LIMITED AND CONTROLLED ENTITIES  
DIRECTORS' DECLARATION**

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In the Directors' opinion:

- (a) The financial statements and notes set out on pages 4 to 16 are in accordance with the Corporations Act 2001, including:
  - (i) complying with Accounting Standards, the Corporate Regulations 2001 and other mandatory professional reporting requirements; and
  - (ii) giving a true and fair view of the consolidated entity's financial position as at 28 February 2009 and of its performance, as represented by the results of its operations, changes in equity and its cash flows, for the half-year ended on that date; and
- (b) There are reasonable grounds to believe that Ten Network Holdings Limited will be able to pay its debts as and when they become due and payable.

Signed at Sydney on 2 April 2009 in accordance with a resolution of the Directors



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N Falloon  
Chairman

**INDEPENDENT AUDITOR'S REVIEW REPORT**  
**to the members of Ten Network Holdings Limited**

**Report on the Half-Year Financial Report**

We have reviewed the accompanying half-year financial report of Ten Network Holdings Limited, which comprises the balance sheet as at 28 February 2009, and the income statement, statement of recognised income and expense and cash flow statement for the half-year ended on that date, other selected explanatory notes and the directors' declaration for the Ten Network Holdings Limited Group (the consolidated entity). The consolidated entity comprises both Ten Network Holdings Limited (the company) and the entities it controlled during that half-year.

*Directors' Responsibility for the Half-Year Financial Report*

The directors of the company are responsible for the preparation and fair presentation of the half-year financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of the half-year financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

*Auditor's Responsibility*

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of an Interim Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 28 February 2009 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Ten Network Holdings Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. It also includes reading the other information included with the financial report to determine whether it contains any material inconsistencies with the financial report. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

For further explanation of a review, visit our website  
<http://www.pwc.com/au/financialstatementaudit>.

While we considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, our review was not designed to provide assurance on internal controls.

Our review did not involve an analysis of the prudence of business decisions made by directors or management.

*Matters relating to the electronic presentation of the reviewed financial report*

This review report relates to the financial report of the Company for the half-year ended 28 February 2009 included on Ten Network Holdings Limited web site. The company's directors are responsible for the integrity of the Ten Network Holdings Limited web site. We have not been engaged to report on the integrity of this web site. The review report refers only to the statements named above. It does not provide an opinion on any other information which may have been hyperlinked to/from these statements. If users of this report are concerned with the inherent risks arising from electronic data communications they are advised to refer to the hard copy of the reviewed financial report to confirm the information included in the reviewed financial report presented on this web site.

*Independence*

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*.

*Conclusion*

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Ten Network Holdings Limited is not in accordance with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 28 February 2009 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001*.



PricewaterhouseCoopers



DS Wiadrowski  
Partner

Sydney  
2 April 2009