

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)

Each of the following persons:

- 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**)
 - 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**)
 - Edward Arnold Colliery, Pelham Investment Partners, LP PART V Capital Management LLC and each other related body corporate of the aforementioned bodies corporate from time to time (**Colliery Parties**)
 - Debra Anne Ridge (**Debra Bakker**)
 - DDH Graham Limited (ACN 010 639 219) as trustee for The Lugarno Fund and each other related body corporate of the aforementioned body corporate from time to time (**Lugarno Parties**)
 - Nicholas Patrick Bova, Marlon Investments Pty Ltd (ACN 159 750 384) as trustee for Marlon Investment Trust and each other related body corporate of the aforementioned body corporate from time to time (**Marlon Parties**)
- (together the **Substantial Holders**)

Name

ACN/ARSN (if applicable) See above

There was a change in the interests of the substantial holder on 19 May 2023
The previous notice was given to the company on 22 July 2022
The previous notice was dated 22 July 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)	46,283,909 comprising: • 28,066,943 in respect of the Arbiter Parties • 16,149,025 in respect of the Vitrinite Parties • 2,065,441 in respect of the Colliery Parties • 2,500 in respect of Debra Bakker	20.265% comprising: • 12.289% held by the Arbiter Parties • 7.071% held by the Vitrinite Parties • 0.904% held by the Colliery Parties • 0.001% held by Debra Bakker each on the basis of there being 228,393,301 Shares issued in the capital of X64	49,834,047 comprising: • 28,001,054 in respect of the Arbiter Parties • 16,149,025 in respect of the Vitrinite Parties • 2,065,441 in respect of the Colliery Parties • 2,500 in respect of Debra Bakker • 2,250,138 in respect of Lugarno Parties • 1,300,000 in respect of Marlon Parties	21.819% comprising: • 12.26% held by the Arbiter Parties • 7.071% held by the Vitrinite Parties • 0.904% held by the Colliery Parties • 0.001% held by Debra Bakker • 0.99% held by Lugarno Parties • 0.57% held by Marlon Parties each on the basis of there being 228,393,301 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
27/01/2023	Paul J. Isaac	On-market disposal	\$0.46 per Share	65,889 Shares	65,889

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
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	1,531,111 Shares	1,531,111
	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
Vitrinite Holdings Pty Ltd	Vitrinite Holdings Pty Ltd	Vitrinite Holdings Pty Ltd	Relevant interest under section 608(1)(a) of the Corporations Act 2001 (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 Corporations Act 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 Corporations Act as registered holder of securities in X54.	5,561,226 Shares	5,561,226
			Relevant interest in X64 securities held by Vitrinite Pty Ltd under section 608(3)(a) of the Corporations Act 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 Corporations Act 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 Corporations Act as registered holder of securities in X54.	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 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 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
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 Corporations Act 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 Corporations Act 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 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 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
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 Corporations Act 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 X54.	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 X54.	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
Collyery 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 X54.	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 Colliery	Edward Arnold Colliery	Edward Arnold Colliery	Relevant interest under section 608(1)(a) of the Corporations Act as registered holder of securities in X54.	50,000 Shares	50,000
	Pelham Investment Partners, LP	Pelham Investment Partners, LP	Relevant interest in X64 securities held by Pelham Investment Partners, LP 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 X54.	2,500 Shares	2,500
Lugarno Parties					
DDH Graham Limited (ACN 010 639 219) ATF The Lugarno Fund	DDH Graham Limited (ACN 010 639 219) ATF The Lugarno Fund	DDH Graham Limited (ACN 010 639 219) ATF The Lugarno Fund	Relevant interest under section 608(1)(a) of the Corporations Act as registered holder of securities in X54.	2,250,138 Shares	2,250,138
Marlon Parties					
Marlon Investments Pty Ltd (ACN 159 750 384) ATF Marlon Investment Trust	Marlon Investments Pty Ltd (ACN 159 750 384) ATF Marlon Investment Trust	Marlon Investments Pty Ltd (ACN 159 750 384) ATF Marlon Investment Trust	Relevant interest under section 608(1)(a) of the Corporations Act as registered holder of securities in X54.	1,300,000 Shares	1,300,000
Nicholas Patrick Bova	Marlon Investments Pty Ltd (ACN 159 750 384) ATF Marlon Investment Trust	Marlon Investments Pty Ltd (ACN 159 750 384) ATF Marlon Investment Trust	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.	1,300,000 Shares	1,300,000

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 Substantial Holders	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 and the intent to vote, or cause to be voted, all of the shares issued in the Company it holds (directly or indirectly) in favour of all of the resolutions set out in the notice of meeting dated 12 May 2023 in respect of the meeting of the Company's shareholders convened pursuant to section 249D of the Corporations Act.

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 Colliery Party, Debra Bakker, any Lugamo Parties or any Marlon Parties. 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, Colliery Parties, Debra Bakker, Lugamo Parties or Marlon Parties.

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 Colliery Party, Debra Bakker, any Lugamo Parties or any Marlon Parties. 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, Colliery Parties, Debra Bakker, Lugamo Parties or Marlon Parties.

None of the Colliery 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, Debra Bakker, any Lugamo Parties or any Marlon Parties. There is no agreement, arrangement or understanding between any of the Colliery Parties in relation to the exercise of the respective shareholdings of the Vitrinite Parties, Arbiter Parties, Debra Bakker, Lugamo Parties or Marlon Parties.

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, any Colliery Party, any Lugamo Parties or any Marlon Parties. There is no agreement, arrangement or understanding with Debra Bakker in relation to the exercise of the respective shareholdings of the Vitrinite Parties, Arbiter Parties, Colliery Parties, Lugamo Parties or Marlon Parties.

None of the Lugamo 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, any Colliery Party, Debra Bakker or any Marlon Parties. There is no agreement, arrangement or understanding with any of the Lugamo Parties in relation to the exercise of the respective shareholdings of the Vitrinite Parties, Arbiter Parties, Colliery Parties, Debra Bakker or Marlon Parties.

None of the Marlon 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, any Colliery Party, Debra Bakker or any Lugamo Parties. There is no agreement, arrangement or understanding with any of the Lugamo Parties in relation to the exercise of the respective shareholdings of the Vitrinite Parties, Arbiter Parties, Colliery Parties, Debra Bakker or Lugamo Parties.

6. Addresses

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

Name	Address
Each Arbiter Party	530 Fifth Avenue, 20th Floor, New York, NY 10035, USA
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 Colliery Party	930 Plymouth Street, Pelham, NY 10803 USA
Debra Anne Ridge	20 Boobook Rd, Rosa Brook WA 6285
Each Lugamo Party	Level 9, 324 Queen Street, Brisbane QLD 4000
Each Marlon Party	C/- Bova Compounding Chemist, Shop 1, 302-318 Kingsway, Caringbah NSW 2229

Signature

print name Joshua Musher

Uncollected by:

capacity COO

sign here

Joshua Musher

date 24 May 2023