

ANNEXURE E - NOTICE OF SCHEME MEETING

Notice of Scheme Meeting

Fairfax Media Limited (ABN 15 008 663 161) (**Fairfax** or **Company**) hereby gives notice that by order of the Federal Court of Australia (**Court**) made on 12 October 2018 pursuant to section 411(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a general meeting of Fairfax Shareholders (**Scheme Meeting**) will be held at 10:00am (Sydney time) on Monday 19 November 2018 in the Pitt Street Room, Ground Floor, Domain, 55 Pyrmont Street, Pyrmont NSW 2009.

INFORMATION ABOUT THE SCHEME

Information about the Scheme is set out in the Booklet, of which this Notice forms part. Terms used in this Notice of Scheme Meeting have the same meaning as set out in the Glossary in Section 15 of the Booklet, unless indicated otherwise.

PURPOSE OF THE SCHEME MEETING

The purpose of the Scheme Meeting is to consider and, if thought fit, to agree (with or without modification) to a scheme of arrangement proposed to be made between Fairfax and the holders of its fully paid ordinary shares.

CHAIRMAN OF THE SCHEME MEETING

The Court has directed that Nick Falloon, or failing him James Millar, be Chairman of the Scheme Meeting and has directed the Chairman of the Scheme Meeting to report the result of the Scheme Meeting to the Court.

AGENDA

Scheme Resolution

To consider and, if thought fit, to agree (with or without amendment) the following resolution:

'That pursuant to, and in accordance with, section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed to be entered into between Fairfax Media Limited and the holders of its fully paid ordinary shares as contained in and more precisely described in the Scheme Booklet of which the notice convening this meeting forms part, is approved (without or without modification as approved by the Federal Court of Australia).'

SCHEME BOOKLET

A copy of the Scheme and a copy of the explanatory statement required by section 412 of the Corporations Act in relation to the Scheme are contained in the Booklet, of which this Notice forms part.

COURT APPROVAL

In accordance with section 411(4)(b) of the Corporation Act, the Scheme (without or without modification) must be approved by an order of the Court. If the resolution put to the Scheme Meeting is passed by the Requisite Majority of Fairfax Shareholders and the other conditions to the Scheme are satisfied, Fairfax intends to apply to the Court on 27 November 2018 for approval of the Scheme.

SCHEME MEETING ONLINE WEBCAST

Fairfax Shareholders can view a live webcast of the Scheme Meeting online at <http://www.fairfaxmedia.com.au/Investor/webcasts>

Voting and Proxy Instructions

YOUR VOTE IS IMPORTANT

You are entitled to vote at the Scheme Meeting only if you are registered as a shareholder of the Company at 7:00pm (Sydney time) on 17 November 2018

Voting procedure

The Company will be using electronic voting handheld devices at the Scheme Meeting.

The Chairman of the meeting intends to put the resolution set out in the agenda to a poll at the meeting. Voting results will be announced to the Australian Securities Exchange (**ASX**) as soon as practicable after the meeting.

The Chairman of the meeting intends to vote any undirected proxies in favour of the Scheme Resolution.

Requisite Majority

In accordance with section 411(4)(a)(ii) of the Corporations Act, the Scheme Resolution must be passed by:

- ▶ a majority in number (more than 50%) of Fairfax Shareholders present and voting at the Scheme Meeting (either in person or by proxy, attorney or, in the case of corporate Fairfax Shareholders, by corporate representative); and
- ▶ Fairfax Shareholders holding at least 75% of the total number of votes cast on the Scheme Resolution.

Registration

You should arrive at the meeting venue 30 minutes before the time designated for the Scheme Meeting, if possible, so that your shareholding can be checked against Fairfax's share register and attendances noted. Attorneys should bring with them original or certified copies of the power of attorney under which they have been authorised to attend and vote at the Scheme Meeting.

Appointing a proxy

If you are unable to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A proxy need not be a shareholder of the Company and may be an individual or a body corporate.

A shareholder entitled to attend and cast at least two votes at the meeting is entitled to appoint up to two proxies. If a shareholder appoints two proxies, the shareholder may specify the proportion or number of votes each proxy may exercise. If a shareholder appoints two proxies but does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half the votes. If a member appoints two proxies, neither may vote on a show of hands if they both attend the meeting; however, they will be entitled to vote on a poll.

The appointment of one or more duly appointed proxies will not preclude a member from attending the meeting and voting personally. The appointment of a proxy is not revoked by the member attending and taking part in the meeting; however, if the member votes on the resolution, the proxy/proxies will not be entitled to vote, and must not vote, as the member's proxy on the resolution.

For your vote to count, your proxy form must be received by the Company's share registry, Link Market Services Limited, no later than 48 hours prior to the commencement of the meeting i.e. by **10:00am (Sydney time) on Saturday 17 November 2018**. To lodge your proxy, you may:

- ▶ mail it to Fairfax Media Limited, c/o Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- ▶ deliver it by hand to Link Market Services Limited at Level 12, 680 George Street, Sydney NSW 2000 or 1A Homebush Bay Drive, Rhodes NSW 2138;

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- ▶ fax it to +61 2 9287 0309; or
- ▶ lodge it online at www.linkmarketservices.com.au (click the proxy icon and follow the prompts). For online proxy lodgement, you will need to enter your SRN or HIN shown at the top right hand side of your personalised proxy form with the notice of meeting. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website.

Alternatively, you may send or fax your proxy form to the Company's registered office at 1 Darling Island Road, Pyrmont NSW 2009 or fax (02) 9282 1633. For additional proxy forms, contact Link Market Services Limited on 1300 888 062 (or from outside Australia, +61 1300 888 062).

Further instructions for appointing a proxy are included in the proxy form.

Default of proxy votes to Chairman in certain circumstances

If:

- ▶ a poll is duly demanded at the meeting in relation to the proposed resolution; and
- ▶ a member has appointed a proxy (other than the Chairman) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- ▶ that member's proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the member for the purpose of voting on that resolution and must vote in accordance with the written direction of that member.

Corporate representatives

A corporate shareholder, or body corporate appointed as a proxy, may appoint an individual as its representative to attend the meeting and vote on its behalf. Corporate shareholders or proxies who appoint a representative must provide the representative with a properly executed notice of appointment, which the representative must bring to the meeting for the purpose of registration. The appointment may be for this meeting only or for all meetings of the Company. Shareholders can download an Appointment of Corporate Representation form from www.linkmarketservices.com.au/public/forms/general.

Power of attorney

If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed, or a certified copy, must be received by Link Market Services or the Company at least 48 hours before the meeting i.e. by 10:00am (Sydney time) on Saturday 17 November 2018 (unless it has been previously provided).

Shareholder questions

If you have any additional questions in relation to this notice or the Scheme, call the Shareholder Information Line on 1800 072 766 (within Australia) and +61 1800 072 766 (outside Australia) between the hours of 8:30am and 5:30pm (Sydney time) Monday to Friday.

By order of the Fairfax Board



Gail Hambly
Company Secretary

12 October 2018

Registered Office **Fairfax Media Limited**

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