



By mail:
 Fairfax Media Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 888 062



X99999999999

SHAREHOLDER PROXY FORM

I/We being a member(s) of Fairfax Media Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
 of the Meeting
 (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:30am on Thursday, 7 November 2013, at The Grand Ballroom, Sydney Masonic Centre, 279 Castlereagh Street, Sydney NSW and at any adjournment or postponement of the meeting.

Chairman authorised to exercise undirected proxies on remuneration-related resolutions: By signing and submitting this form, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on Resolutions 3, 4 and 5 (except where I have indicated a different voting intention in Step 2) even though the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected eligible proxies in favour Resolutions 1, 2, 3 and 4 and against Resolution 5.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

Resolution 1

Re-election of Ms Sandra McPhee as a non-executive director

| | | |
|--------------------------|--------------------------|--------------------------|
| For | Against | Abstain* |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Resolution 4

Adoption of Remuneration Report

| | | |
|--------------------------|--------------------------|--------------------------|
| For | Against | Abstain* |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Resolution 2

Re-election of Ms Linda Nicholls as a non-executive director

| | | |
|--------------------------|--------------------------|--------------------------|
| For | Against | Abstain* |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

THE CHAIRMAN OF THE MEETING INTENDS TO VOTE ALL AVAILABLE PROXIES AGAINST RESOLUTION 5

Resolution 3

Grant of performance shares and share options to the Chief Executive Officer and Managing Director under the Fairfax Transformation Incentive Plan

| | | |
|--------------------------|--------------------------|--------------------------|
| For | Against | Abstain* |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Resolution 5

Board Spill Meeting Resolution

| | | |
|--------------------------|--------------------------|--------------------------|
| For | Against | Abstain* |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

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HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting or does not vote on a poll in accordance with your directions.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Proxy voting by Key Management Personnel

Key Management Personnel ("KMP") of the Company (which includes each of the Directors) will not be able to vote your proxy on Resolutions 3, 4 and 5 (if Resolution 5 is put to the meeting), unless you direct them how to vote or, in the case of the Chairman of the Meeting, unless you expressly authorise him to do so. If you intend to appoint a member of the KMP (such as one of the Directors) (other than the Chairman of the Meeting) as your proxy, you can direct them how to vote on Resolutions 3, 4 and 5 by following the instructions on the Proxy Form.

If the Chairman of the Meeting is or becomes your proxy for Resolutions 3, 4 or 5, you can direct him how to vote by following the instructions on the Proxy Form. If you do not direct him how to vote, by signing and submitting the Proxy Form, you expressly authorise him to exercise the proxy in respect of Resolutions 3, 4 and 5 even though it is connected to the remuneration of members of KMP.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Tuesday, 5 November 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Fairfax Media Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**