

## Fairfax shareholders approve scheme of arrangement for merger with Nine

**Sydney, 19 November 2018:** Fairfax Media Limited [ASX:FXJ] (**Fairfax**) is pleased to announce that Fairfax shareholders today approved the proposal by Nine Entertainment Co. Holdings Limited [ASX:NEC] (**Nine**) to acquire 100% of the issued capital of Fairfax by way of a scheme of arrangement (**Scheme**).

### Results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2, Fairfax advises that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting attached to the Scheme Booklet dated 12 October 2018, was passed by the requisite majorities of Fairfax shareholders at the meeting held earlier today pursuant to orders made by the Federal Court of Australia (**Court**) on 12 October 2018 (**Scheme Meeting**).

Fairfax Chairman Nick Falloon said: “Fairfax shareholders have voted overwhelmingly in favour of the proposed Nine merger. Our shareholders clearly see the potential of maintaining their shareholding in Fairfax’s growing businesses while participating in the combination benefits with Nine. We believe the merged businesses will deliver a stronger, digitally-focused media organisation with a compelling multi-platform audience reach. Thank you to everyone at Fairfax who has worked so hard to put our company in this strong position.”

Fairfax Chief Executive Officer Greg Hywood said: “Today is a momentous day for Fairfax Media. The company is entering the next phase in its more than century-long development. Our businesses and our journalism are well positioned to continue to be the most compelling voices for the years ahead. The combined group’s increased scale of audiences and marketing platforms will drive value-creation and deliver long-term benefits to shareholders.”

In summary:

- 81.49% of Fairfax shareholders present at the Scheme Meeting (in person or by proxy) voted in favour of the resolution; and
- 88.60% of the votes cast by Fairfax shareholders present at the Scheme Meeting (in person or by proxy) were in favour of the resolution.

Details of the valid proxies received and votes cast, as required by section 251AA of the Corporations Act 2001 (Cth), are set out in the attached voting summary.

### Second court hearing

Fairfax will now seek orders from the Court for approval of the Scheme at a hearing scheduled for Tuesday 27 November 2018. If the Scheme is approved by the Court, Fairfax proposes to lodge the orders of the Court with the Australian Securities and Investments Commission on Wednesday, 28 November 2018 and the Scheme will become effective on that date.

Fairfax shares will then be suspended from trading on ASX from the close of trading on Wednesday 28 November 2018.

## **Further information**

If Fairfax shareholders have any questions or require further information in relation to the Scheme or the Scheme Booklet, they should call the Shareholder Information Line on 1800 072 766 (callers within Australia) or +61 1800 072 766 (callers outside Australia) on Monday to Friday between 8:30am and 5:30pm (AEDT).

## **Ends**

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**FAIRFAX MEDIA LIMITED**  
**SA**  
**Monday, 19 November 2018**  
**Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Number of Shareholders cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	For	Against	Abstain	Carried / Not Carried
SCHEME 1 SCHEME RESOLUTION	Special	1,549,443,748 94.20%	91,269,939 5.55%	4,089,820 0.25%	339,830	1,554,440,035 88.60%	200,000,103 11.40%	377,564	1,453 81.49%	330 18.51%	28	Carried

\* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.