

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **FAIRFAX MEDIA LIMITED**

ACN/ARSN:

1. Details of substantial holder (1)

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

08 November 2017

The previous notice was given to the company on

30 October 2017

The previous notice was dated

30 October 2017

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 Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	122,061,063	5.31%	146,694,152	6.38%

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
			AUD \$	Common stock	Common stock
27-Oct-17	FIL	BUY	1.06	1,033,213	1,033,213
27-Oct-17	FIL	BUY	1.06	316,787	316,787
30-Oct-17	FIL	BUY	1.07	906,159	906,159
30-Oct-17	FIL	BUY	1.08	1,171,065	1,171,065
30-Oct-17	FIL	BUY	1.07	189,780	189,780
30-Oct-17	FIL	BUY	1.08	492,167	492,167

30-Oct-17	FIL	BUY	1.07	60,220	60,220
30-Oct-17	FIL	BUY	1.08	356,066	356,066
30-Oct-17	FIL	BUY	1.08	153,196	153,196
30-Oct-17	FIL	BUY	1.07	276,489	276,489
31-Oct-17	FIL	BUY	1.10	1,775,557	1,775,557
31-Oct-17	FIL	BUY	1.09	150,254	150,254
31-Oct-17	FIL	BUY	1.10	544,391	544,391
31-Oct-17	FIL	BUY	1.09	46,069	46,069
01-Nov-17	FIL	BUY	1.09	1,118,537	1,118,537
01-Nov-17	FIL	BUY	1.09	4,051,202	4,051,202
01-Nov-17	FIL	BUY	1.09	345,319	345,319
01-Nov-17	FIL	BUY	1.09	1,239,739	1,239,739
02-Nov-17	FIL	BUY	1.09	383,223	383,223
02-Nov-17	FIL	BUY	1.09	1,889,494	1,889,494
02-Nov-17	FIL	BUY	1.09	120,260	120,260
02-Nov-17	FIL	BUY	1.09	576,562	576,562
03-Nov-17	FIL	BUY	1.10	1,798,520	1,798,520
03-Nov-17	FIL	BUY	1.10	1,841,345	1,841,345
03-Nov-17	FIL	BUY	1.10	551,480	551,480
03-Nov-17	FIL	BUY	1.10	564,514	564,514
07-Nov-17	FIL	BUY	1.13	408,786	408,786
07-Nov-17	FIL	BUY	1.13	125,335	125,335
08-Nov-17	FIL	BUY	1.12	895,464	895,464
08-Nov-17	FIL	BUY	1.12	748,003	748,003
08-Nov-17	FIL	BUY	1.12	274,186	274,186
08-Nov-17	FIL	BUY	1.12	229,707	229,707
Total Buys				24,633,089	24,633,089
Total Sells				0	0
Total Net Buys				24,633,089	24,633,089

4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

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:

NA

6. Addresses

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

Refer to Annexure A



Sign Here: _____

Dated: 10 November 2017

Kelvin Lo

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	JP MORGAN, BOURNEMOUTH (C)	Investment Discretion / Voting Power	3,365,512
		BROWN BROS HARRIMN LTD LUX (C)		12,205,186
		CLEARSTREAM BANKING SA LUX (C)		328,716
		MASTER TRUST BANK OF JAPAN (C)		244,858
		HSBC INST TRST SER ASIA LTD(C)		9,195,096
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	8 Marina View, #35-06, Asia Square Tower 1, 018960, Singapore	JP MORGAN, BOURNEMOUTH (C)		6,898,345
		BROWN BROS HARRIMN LTD LUX (C)		6,029,416
		MASTER TRUST BANK OF JAPAN (C)		50,781
		NOMURA TRUST AND BANKING (C)		573,809
		BNP PARIBAS FRANKFURT (C)		3,861,313
		HSBC INVST BANK LTD SEOUL (S)		14,132,528
		CITIBANK NA, HONG KONG BR (S)		2,665,518
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000, Australia	JP MORGAN, BOURNEMOUTH (C)		40,200,262
		BROWN BROS HARRIMN LTD LUX (C)		16,846,620
		NORTHERN TRUST LONDON (C)		4,274,666
		NATIONAL ASTL BK MELBOURNE (S)		7,497,358
		BROWN BROTHERS HARRIMAN AND CO		496,005
FIL INVESTMENTS INTERNATIONAL	Oakhill House, 130 Tonbridge Road, Hildenborough, Tonbridge, Kent, TN11 9DZ, United Kingdom	BROWN BROS HARRIMN LTD LUX (C)		5,006,142
		CHASE MANHATTAN BK ASTL SYD(S)		23,171
		HSBC TRINKAUS UND BURKH 1 (S)		1,656,878
		STATE STREET BANK AND TR CO		1,786,973
FIL PENSION MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	JPMORGAN CHASE BANK NA LDN		1,070,882
		LANDESBANK BADEN-WUERTEMBERG		6,482,826
		BNP PARIBAS SEC SRVS ITALY		1,331,711
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)		469,580
Grand Total				146,694,152