

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Domain Holdings Australia Limited (**Domain**)

ACN/ARSN 094 154 364

1. Details of substantial holder (1)

Name Fairfax Media Limited (ACN 008 663 161) (**Fairfax**)
The entities listed in Annexure 'A' (**Fairfax Group**)
Fairfax SPV No. 1 Pty Limited (ACN 621 966 845) (**Fairfax SPV**)

ACN/ARSN (if applicable) See above

There was a change in the interests of the

substantial holder on 21/11/2017 -
22/11/2017

The previous notice was given to the company on 16/11/2017

The previous notice was dated 16/11/2017

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		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	740,000	100% (based on 740,000 ordinary shares on issue)	344,916,890	60% (based on 574,871,064 ordinary shares on issue)

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	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
21/11/2017 - 22/11/2017	Fairfax	Number of shares increases due to share split of Domain shares on 21 November 2017	N/A	Increase from 740,000 ordinary shares to 344,916,890 ordinary shares followed by transfer of 86,230,689 ordinary shares from Fairfax to Fairfax SPV	258,686,201
		Transfer of 86,230,689 ordinary shares to Fairfax SPV on 21 November 2017			
		Dilution through issue of 229,954,174 new shares under scheme of arrangement on 22 November 2017			
		Fairfax's interest changes from direct shareholding to deemed relevant interest in the Domain shares held by Fairfax SPV under section 608(3)(b) of the Act by virtue of the transfer of Domain shares from Fairfax to Fairfax SPV on 21 November 2017		86,230,689 ordinary shares	86,230,689

21/11/2017	Fairfax SPV	Acquisition of direct relevant interest as holder of the Domain shares transferred from Fairfax to Fairfax SPV on 21 November 2017	N/A	86,230,689 ordinary shares	86,230,689
21/11/2017	Fairfax Group (excluding Fairfax SPV)	Each member of Fairfax Group has a deemed relevant interest under section 608(3)(a) of the Act which arises in respect of the Domain shares transferred from Fairfax to Fairfax SPV on 21 November 2017	N/A	86,230,689 ordinary shares	86,230,689

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
Fairfax	Fairfax	Fairfax	Fairfax has a relevant interest under section 608(1)(a) of the Act in 258,686,201 ordinary shares as holder of the securities.	Relevant interest in 258,686,201 ordinary shares	344,916,890
	Fairfax SPV	Fairfax SPV	Fairfax has a deemed relevant interest by virtue of section 608(3)(b) of the Act in 86,230,689 ordinary shares, as Fairfax SPV is controlled by Fairfax.	Deemed relevant interest 86,230,689 ordinary shares	
Fairfax SPV and each other member of Fairfax Group	Fairfax SPV	Fairfax SPV	Fairfax SPV has a relevant interest under section 608(1)(a) of the Act in 86,230,689 ordinary shares as holder of the securities. Each other member of Fairfax Group is deemed under section 608(3)(a) to have a relevant interest in the ordinary shares owned by Fairfax SPV.	Relevant interest in 86,230,689 ordinary shares	344,916,890 (Fairfax SPV and each other member of Fairfax Group, as associates of Fairfax, have 60% voting power in Domain under section 610(1) of the Act, as Fairfax has 60% voting power in Domain)

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
N/A	N/A

6. Addresses

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

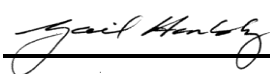
Name	Address
Fairfax	1 Darling Island Road, Pyrmont, New South Wales 2009
Fairfax Group	See Annexure "A"
Fairfax SPV	1 Darling Island Road, Pyrmont, New South Wales 2009

Signature

print name Gail Hambly

capacity Company Secretary

sign here



date 22/11/2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure “A”

This is Annexure A of 2 pages referred to in Form 604 (Notice of change of interests of substantial holder), signed by me and dated 22 November 2017.

print name	Gail Hambly	capacity	Company Secretary
sign here		date	22/11/2017

Fairfax Group

Name	ACN
2Gthr Pty Limited	117 674 021
3H Group Pty Ltd	104 697 663
ACN 000 834 257 Pty Limited	000 834 257
ACN 101 806 302 Pty Limited	101 806 302
A.C.N. 129 831 072 Pty Limited	129 831 072
Agricultural Publishers Pty Limited	000 560 430
All Homes Pty Limited	093 012 652
Alldata Australia Pty Ltd	144 020 744
Allure Media Pty Ltd	122 263 352
Associated Newspapers Pty Limited	000 021 750
Australian Capital Territory Real Estate Media Pty Limited	602 692 491
Australian OpenAir Cinemas Pty Ltd	121 863 081
Australian Property Monitors Pty Limited	061 438 006
Bellsline Nominees Pty. Limited	003 569 202
Border Mail Printing Pty Ltd	099 960 353
Bodypass Trading Pty Ltd	604 384 394
Bridge Printing Office Pty Limited	007 547 024
Carpentaria Newspapers Pty Ltd	000 287 669
Commerce Australia Pty Ltd	073 927 769
Commercial Real Estate Holdings Pty Limited	605 826 677
Commercial Real Estate Media Nominees Pty Limited	602 681 818
Commercial Real Estate Media Pty Limited	602 679 863
Country Publishers Pty Ltd	008 087 312
CountryCars.com.au Pty Ltd	115 162 975
Creative House Publications Pty Ltd	128 786 005
David Syme & Co Pty Limited	000 005 087
Domain Group Finance Pty Limited	619 554 602
Domain Holdings Australia Limited	094 154 364
Domain Operations Pty Limited	617 803 460
Examiner Properties Pty Ltd	009 590 989
Fairfax Community Newspapers Pty Limited	000 310 654
Fairfax Corporation Pty Limited	000 115 104
Fairfax Digital Australia & New Zealand Pty Limited	087 887 456
Fairfax Digital Pty Limited	066 325 782
Fairfax Entertainment Pty Limited	601 354 545
Fairfax Group Finance New Zealand Limited	N/A
Fairfax Media Events Pty Limited	104 735 766
Fairfax Media (UK) Limited	N/A
Fairfax Media Group Finance Pty Limited	008 622 697
Fairfax Media Management Pty Limited	124 337 239
Fairfax Media Publications Pty Limited	003 357 720
Fairfax Metro Pty Limited	615 406 801
Fairfax Metro (Operations) Pty Limited	615 407 693
Fairfax New Zealand Limited	N/A
Fairfax News Network Pty Limited	126 292 171
Fairfax Foundation Nominees Pty Limited	072 393 661
Fairfax Print Holdings Pty Limited	060 569 833
Fairfax Printers Pty Limited	068 675 221
Fairfax Regional Media (Tasmania) Pty Limited	009 590 998
Fairfax Regional Printers Pty Limited	066 327 106
Fairfax SPV No. 1 Pty Ltd	621 966 845
Find a Babysitter Pty Ltd	113 070 901
Gunnedah Publishing Co Pty Ltd	000 134 065
Harris and Company Pty Limited	009 475 736
Harris Enterprises Pty Ltd	009 556 969
Harris Print Pty Ltd	009 480 504
Hunter Distribution Network Pty Ltd	005 152 330
Illawarra Newspapers Holdings Pty Ltd	000 075 025
Integrated Publication Solutions Pty Limited	104 575 591
JFRF Nominees Pty Ltd	065 529 099
John Fairfax & Sons Pty Limited	000 007 269
John Fairfax (US) Limited	N/A
John Fairfax Pty Limited	008 396 585
Mackamedia Pty Ltd	095 436 025
Macquarie Media Limited (and each of its controlled entities)	063 906 927
Mamiko Co Pty Ltd	095 435 144
Mapshed Pty Ltd	109 870 797
Mayas Pty Ltd	001 793 077
Mayas Unit Trust	N/A
Media Development Partners Pty Ltd	101 998 725

Name	ACN
Media Investments Pty Ltd	008 075 572
Metro Media Publishing Pty Ltd	141 396 741
Metro Media Services Pty Ltd	160 994 212
Milton Ulladulla Publishing Co. Pty Ltd	081 327 120
Miscue Pty Limited	061 622 928
MMP Bayside Pty Ltd	159 319 847
MMP (CGE) Pty Ltd	159 660 465
MMP Community Network Pty Limited	007 412 008
MMP (DVH) Pty Ltd	144 821 269
MMP Eastern Pty Ltd	159 661 364
MMP Holdings Pty Ltd	141 277 643
MMP (Melbourne Times) Pty Ltd	159 873 668
MMP Moonee Valley Pty Ltd	159 873 186
MMP Star Pty Ltd	168 220 399
Mountain Press Pty Ltd	000 560 421
Namoi Media & Marketing Pty Ltd	095 444 278
National Real Estate Media Nominees Pty Limited	602 439 592
National Real Estate Media Pty Limited	602 439 574
Neighbourly Limited	N/A
Netus Pty Limited	117 674 030
Network Classifieds Pty Ltd	168 607 458
New South Wales Real Estate Media Pty Limited	602 713 913
Newcastle Newspapers Pty Ltd	000 003 967
Newsagents Direct Distribution Pty Ltd	003 123 091
North Australian News Pty Ltd	008 449 867
Northern Newspapers Pty Ltd	007 601 096
Northern Territory Real Estate Media Pty Limited	602 713 922
Northwest Magazine Partnership	N/A
NZ Fibre Communications Limited	N/A
Port Lincoln Times Pty Ltd	007 893 325
Port Stephens Publishers Pty Ltd	001 828 646
Port Stephens Publishers Trust	N/A
Pricemaker Limited	N/A
Property Data Solutions Pty Ltd	110 242 129
Queensland Community Newspapers Pty Ltd	010 272 241
Queensland Real Estate Media Pty Limited	602 734 716
Regional Printers Pty Limited	096 309 796
Regional Publishers (Victoria) Pty Limited	007 215 287
Regional Publishers (Western Victoria) Pty Limited	006 247 016
Regional Publishers Pty Ltd	000 014 700
RSVP.com.au Pty Limited	067 935 737
Rural Press Printing (Victoria) Pty Limited	004 810 511
Rural Press Printing Pty Limited	009 896 146
Rural Press Pty Limited	000 010 382
Rural Press Queensland Pty Ltd	009 662 284
Rural Press Regional Media (WA) Pty Limited	008 668 022
Rural Press Superannuation Plan Pty Limited	064 824 737
Rural Publishers Pty Limited	000 002 004
South Australia Real Estate Media Pty Limited	601 949 491
SA Regional Media Pty Limited	007 983 575
Southern Weekly Partnership	N/A
Stock Journal Publishers Pty Ltd	007 871 105
Tasmania Real Estate Media Pty Limited	602 734 725
The Advocate Newspaper Proprietary Limited	009 480 513
The Age Company Pty Limited	004 262 702
The Age Print Company Pty Ltd	096 607 402
The Age Staff Pensions Pty Ltd	065 754 627
The Barossa News Pty Limited	007 869 874
The Border Morning Mail Pty Limited	000 083 296
The Border News Partnership	N/A
The Federal Capital Press of Australia Pty Limited	008 394 063
The Wagga Daily Advertiser Pty Ltd	000 005 569
The Warrnambool Standard Pty Ltd	004 765 164
The Weather Company Pty Limited	078 711 930
Weatherzone Japan LLC	N/A
West Australian Rural Media Pty Ltd	009 199 982
Western Australia Real Estate Media Pty Limited	602 692 508
Western Australian Primary Industry Press Pty Ltd	009 399 044
Western Magazine Pty Ltd	001 591 519
Western Magazine Settlement Trust	N/A
Western Magazine Settlement Trust	N/A
Winbourne Pty Limited	009 708 123

All companies listed above have a registered office located at 1 Darling Island Road, Pyrmont, New South Wales, 2009, except:

Name	Address
Fairfax Group Finance New Zealand Limited	Level 7, 42-52 Willis Street, Wellington 6011, New Zealand
Fairfax Media (UK) Limited	5 New Street Square, London EC4A 3TW , United Kingdom
Fairfax New Zealand Limited	Level 7, 42-52 Willis Street, Wellington 6011, New Zealand
John Fairfax (US) Limited	N/A
Macquarie Media Limited	Ground Floor Building C, 33-35 Saunders Street, Pyrmont, New South Wales 2009
Neighbourly Limited	Suite 2, 19 Auburn Street, Grafton, Auckland, 1023, New Zealand
NZ Fibre Communications Limited	Level 7, 42-52 Willis Street, Wellington 6011, New Zealand
Pricemaker Limited	Level 2, 29 Waterloo Road, Lower Hutt, 5010 , New Zealand
Weatherzone Japan LLC	5A, 12-27, Kitaaooyama 2-chome, Minato-ku, Tokyo, Japan