

**Form 605
Corporations Act 2001
Section 671B**

Notice of Ceasing to be a 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)

The holder ceased to be a substantial holder on
The previous notice was given to the company on
The previous notice was dated

28 November 2018
07 March 2018
07 March 2018

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
				COMMON STOCK	COMMON STOCK
3/6/2018	FIL	BUY	0.7175	220,720.00	220,720.00
3/6/2018	FIL	BUY	0.7175	46,177.00	46,177.00
3/6/2018	FIL	BUY	0.7175	8,745.00	8,745.00
3/6/2018	FIL	BUY	0.7175	8,983.00	8,983.00
3/6/2018	FIL	BUY	0.7175	8,983.00	8,983.00
3/6/2018	FIL	BUY	0.7175	164,508.00	164,508.00
3/6/2018	FIL	BUY	0.7175	2,520.00	2,520.00
3/6/2018	FIL	BUY	0.7175	85,760.00	85,760.00
3/6/2018	FIL	BUY	0.7175	70,343.00	70,343.00
3/7/2018	FIL	BUY	0.7033	322,811.00	322,811.00
3/7/2018	FIL	BUY	0.7033	67,536.00	67,536.00
3/7/2018	FIL	BUY	0.7033	1,236.00	1,236.00
3/7/2018	FIL	BUY	0.7033	8,495.00	8,495.00
3/7/2018	FIL	BUY	0.7033	240,599.00	240,599.00
3/7/2018	FIL	BUY	0.7033	125,427.00	125,427.00
3/7/2018	FIL	BUY	0.7033	102,879.00	102,879.00
3/7/2018	FIL	SELL	0.703	(134,566.00)	(134,566.00)

3/8/2018	FIL	BUY	0.6894	481,592.00	481,592.00
3/8/2018	FIL	BUY	0.6875	606,333.00	606,333.00
3/8/2018	FIL	BUY	0.6875	134,908.00	134,908.00
3/8/2018	FIL	BUY	0.6894	107,153.00	107,153.00
3/8/2018	FIL	BUY	0.6875	410.00	410.00
3/8/2018	FIL	BUY	0.6875	6,618.00	6,618.00
3/8/2018	FIL	BUY	0.6894	13,526.00	13,526.00
3/8/2018	FIL	BUY	0.6875	17,029.00	17,029.00
3/8/2018	FIL	BUY	0.6894	381,683.00	381,683.00
3/8/2018	FIL	BUY	0.6875	480,673.00	480,673.00
3/8/2018	FIL	BUY	0.6894	198,976.00	198,976.00
3/8/2018	FIL	BUY	0.6875	250,580.00	250,580.00
3/8/2018	FIL	BUY	0.6894	153,487.00	153,487.00
3/8/2018	FIL	BUY	0.6875	193,232.00	193,232.00
3/9/2018	FIL	BUY	0.6894	21,331.00	21,331.00
3/9/2018	FIL	BUY	0.6894	3,177.00	3,177.00
3/9/2018	FIL	BUY	0.6894	968.00	968.00
3/9/2018	FIL	BUY	0.6894	1,272.00	1,272.00
3/9/2018	FIL	BUY	0.6894	1,895.00	1,895.00
3/9/2018	FIL	BUY	0.6894	11,317.00	11,317.00
3/9/2018	FIL	BUY	0.6894	12,439.00	12,439.00
3/9/2018	FIL	BUY	0.6894	6,798.00	6,798.00
3/12/2018	FIL	BUY	0.69760001	422,818.00	422,818.00
3/12/2018	FIL	BUY	0.69760001	62,965.00	62,965.00
3/12/2018	FIL	BUY	0.69760001	19,189.00	19,189.00
3/12/2018	FIL	BUY	0.69760001	25,218.00	25,218.00
3/12/2018	FIL	BUY	0.69760001	37,565.00	37,565.00
3/12/2018	FIL	BUY	0.69760001	224,318.00	224,318.00
3/12/2018	FIL	BUY	0.69760001	246,567.00	246,567.00
3/12/2018	FIL	BUY	0.69760001	134,751.00	134,751.00
3/14/2018	FIL	SELL	0.6753	(42,796.00)	(42,796.00)
3/20/2018	FIL	BUY	0.73	8,046,414.00	8,046,414.00
3/20/2018	FIL	BUY	0.7025	8,977,639.00	8,977,639.00
3/28/2018	FIL	BUY	0.69	9,392.00	9,392.00
3/28/2018	FIL	BUY	0.69	9,392.00	9,392.00
3/28/2018	FIL	BUY	0.69	14,620.00	14,620.00
3/28/2018	FIL	BUY	0.69	9,392.00	9,392.00
4/20/2018	FIL	BUY	0.69280001	58,588.00	58,588.00
4/20/2018	FIL	BUY	0.69280001	23,686.00	23,686.00
4/20/2018	FIL	BUY	0.69280001	36,743.00	36,743.00
4/20/2018	FIL	BUY	0.69280001	209,770.00	209,770.00
4/20/2018	FIL	BUY	0.69280001	214,554.00	214,554.00

4/20/2018	FIL	SELL	0.6907	(543,341.00)	(543,341.00)
4/23/2018	FIL	SELL	0.6875	(12,018.00)	(12,018.00)
5/10/2018	FIL	SELL	0.75	(25,948.00)	(25,948.00)
5/21/2018	FIL	BUY	0.75500014	14,016.00	14,016.00
5/21/2018	FIL	BUY	0.75500014	129.00	129.00
5/21/2018	FIL	BUY	0.75500014	6,076.00	6,076.00
5/21/2018	FIL	BUY	0.75500014	6,243.00	6,243.00
5/21/2018	FIL	BUY	0.75500014	50,184.00	50,184.00
5/21/2018	FIL	BUY	0.75500014	31,593.00	31,593.00
5/21/2018	FIL	SELL	0.7518	(70,275.00)	(70,275.00)
5/23/2018	FIL	BUY	0.73769999	66,573.00	66,573.00
5/23/2018	FIL	BUY	0.73769999	611.00	611.00
5/23/2018	FIL	BUY	0.73769999	28,857.00	28,857.00
5/23/2018	FIL	BUY	0.73769999	31,062.00	31,062.00
5/23/2018	FIL	BUY	0.73769999	238,360.00	238,360.00
5/23/2018	FIL	BUY	0.73769999	150,060.00	150,060.00
5/23/2018	FIL	SELL	0.7301	(515,523.00)	(515,523.00)
5/24/2018	FIL	SELL	0.725	(7,408.00)	(7,408.00)
6/12/2018	FIL	SELL	0.7217	(367,838.00)	(367,838.00)
6/12/2018	FIL	SELL	0.7217	(8,898.00)	(8,898.00)
6/13/2018	FIL	BUY	0.7238	40,921.00	40,921.00
6/13/2018	FIL	BUY	0.7237	4,357.00	4,357.00
6/13/2018	FIL	BUY	0.7237	35,075.00	35,075.00
6/13/2018	FIL	BUY	0.7237	31,912.00	31,912.00
6/13/2018	FIL	BUY	0.7238	146,517.00	146,517.00
6/13/2018	FIL	BUY	0.7237	125,362.00	125,362.00
7/2/2018	FIL	SELL	0.7443	(244,858.00)	(244,858.00)
7/3/2018	FIL	BUY	0.7507	27,038.00	27,038.00
7/3/2018	FIL	BUY	0.7505	3,674.00	3,674.00
7/3/2018	FIL	BUY	0.7505	27,694.00	27,694.00
7/3/2018	FIL	BUY	0.7505	19,803.00	19,803.00
7/3/2018	FIL	BUY	0.7507	96,807.00	96,807.00
7/3/2018	FIL	BUY	0.7505	69,842.00	69,842.00
7/11/2018	FIL	BUY	0.77239997	19,672.00	19,672.00
7/11/2018	FIL	BUY	0.77239997	8,701.00	8,701.00
7/11/2018	FIL	BUY	0.77239997	20,149.00	20,149.00
7/11/2018	FIL	BUY	0.77239997	14,614.00	14,614.00
7/11/2018	FIL	BUY	0.77239997	70,435.00	70,435.00
7/11/2018	FIL	BUY	0.77239997	50,815.00	50,815.00
7/11/2018	FIL	SELL	0.7697	(184,386.00)	(184,386.00)
7/18/2018	FIL	BUY	0.80	24,321.00	24,321.00
7/18/2018	FIL	BUY	0.80	3,215.00	3,215.00

7/18/2018	FIL	BUY	0.80	25,447.00	25,447.00
7/18/2018	FIL	BUY	0.80	18,705.00	18,705.00
7/18/2018	FIL	BUY	0.80	87,080.00	87,080.00
7/18/2018	FIL	BUY	0.80	62,824.00	62,824.00
7/18/2018	FIL	SELL	0.7822	(221,592.00)	(221,592.00)
7/19/2018	FIL	SELL	0.7778	(232,965.00)	(232,965.00)
7/19/2018	FIL	SELL	0.7778	(141,748.00)	(141,748.00)
7/23/2018	FIL	BUY	0.7961	40,172.00	40,172.00
7/23/2018	FIL	BUY	0.7961	8,436.00	8,436.00
7/23/2018	FIL	BUY	0.7961	42,032.00	42,032.00
7/23/2018	FIL	BUY	0.7961	32,851.00	32,851.00
7/23/2018	FIL	BUY	0.7961	143,833.00	143,833.00
7/23/2018	FIL	BUY	0.7961	107,389.00	107,389.00
8/8/2018	FIL	BUY	0.8634	56,071.00	56,071.00
8/8/2018	FIL	BUY	0.8634	7,828.00	7,828.00
8/8/2018	FIL	BUY	0.8634	200,757.00	200,757.00
8/8/2018	FIL	SELL	0.8517	(264,656.00)	(264,656.00)
8/10/2018	FIL	SELL	0.88	(114,727.00)	(114,727.00)
8/10/2018	FIL	SELL	0.88	(68,573.00)	(68,573.00)
8/10/2018	FIL	SELL	0.88	(251,752.00)	(251,752.00)
8/13/2018	FIL	BUY	0.87860002	126,253.00	126,253.00
8/13/2018	FIL	BUY	0.87860002	7,831.00	7,831.00
8/13/2018	FIL	BUY	0.87860002	452,039.00	452,039.00
8/13/2018	FIL	SELL	0.88	(689,614.00)	(689,614.00)
8/13/2018	FIL	SELL	0.8739	(151,071.00)	(151,071.00)
8/13/2018	FIL	SELL	0.88	(412,183.00)	(412,183.00)
8/13/2018	FIL	SELL	0.88	(1,513,252.00)	(1,513,252.00)
8/14/2018	FIL	BUY	0.8884	566,446.00	566,446.00
8/14/2018	FIL	BUY	0.8884	20,477.00	20,477.00
8/14/2018	FIL	BUY	0.8884	2,028,126.00	2,028,126.00
8/14/2018	FIL	SELL	0.89	(138,312.00)	(138,312.00)
8/14/2018	FIL	SELL	0.89	(201,309.00)	(201,309.00)
8/14/2018	FIL	SELL	0.89	(267,526.00)	(267,526.00)
8/14/2018	FIL	SELL	0.89	(799,174.00)	(799,174.00)
8/15/2018	FIL	BUY	0.8759	304,623.00	304,623.00
8/15/2018	FIL	BUY	0.8759	11,012.00	11,012.00
8/15/2018	FIL	BUY	0.8759	1,090,686.00	1,090,686.00
8/17/2018	FIL	SELL	0.875	(1,820,852.00)	(1,820,852.00)
8/20/2018	FIL	BUY	0.8825	394,416.00	394,416.00
8/20/2018	FIL	BUY	0.8825	14,257.00	14,257.00
8/20/2018	FIL	BUY	0.8825	1,412,179.00	1,412,179.00
8/22/2018	FIL	BUY	0.86120012	12,615.00	12,615.00

8/22/2018	FIL	BUY	0.86150001	118,698.00	118,698.00
8/22/2018	FIL	BUY	0.86120012	456.00	456.00
8/22/2018	FIL	BUY	0.86150001	4,291.00	4,291.00
8/22/2018	FIL	BUY	0.86120012	45,165.00	45,165.00
8/22/2018	FIL	BUY	0.86150001	424,993.00	424,993.00
8/22/2018	FIL	SELL	0.8604	(547,982.00)	(547,982.00)
8/24/2018	FIL	BUY	0.8806	56,127.00	56,127.00
8/29/2018	FIL	BUY	0.8465	238,240.00	238,240.00
8/30/2018	FIL	BUY	0.8539	26,473.00	26,473.00
9/5/2018	FIL	BUY	0.8485	33,515.00	33,515.00
9/5/2018	FIL	BUY	0.8485	13,774.00	13,774.00
9/6/2018	FIL	BUY	0.8415	144,253.00	144,253.00
9/7/2018	FIL	BUY	0.8091	17,973.00	17,973.00
9/7/2018	FIL	BUY	0.8091	25,880.00	25,880.00
9/7/2018	FIL	BUY	0.8091	32,422.00	32,422.00
9/10/2018	FIL	SELL	0.8303	(381,158.00)	(381,158.00)
9/11/2018	FIL	SELL	0.8218	(74,387.00)	(74,387.00)
9/11/2018	FIL	SELL	0.8218	(600,524.00)	(600,524.00)
9/12/2018	FIL	SELL	0.8176	(42,638.00)	(42,638.00)
9/12/2018	FIL	SELL	0.8176	(526,019.00)	(526,019.00)
9/14/2018	FIL	BUY	0.831	17,697.00	17,697.00
9/17/2018	FIL	BUY	0.8295	38,970.00	38,970.00
9/18/2018	FIL	BUY	0.8242	18,242.00	18,242.00
9/19/2018	FIL	BUY	0.8147	22,784.00	22,784.00
9/20/2018	FIL	BUY	0.8179	2,749,872.00	2,749,872.00
9/20/2018	FIL	SELL	0.815	(31,607.00)	(31,607.00)
9/26/2018	FIL	SELL	0.815	(15,240.00)	(15,240.00)
9/27/2018	FIL	BUY	0.8279	8,343.00	8,343.00
9/27/2018	FIL	BUY	0.8279	6,897.00	6,897.00
10/3/2018	FIL	SELL	0.8149	(75,465.00)	(75,465.00)
10/5/2018	FIL	BUY	0.83049983	8,487.00	8,487.00
10/5/2018	FIL	BUY	0.83049983	8,487.00	8,487.00
10/5/2018	FIL	BUY	0.83049983	8,487.00	8,487.00
10/5/2018	FIL	BUY	0.83049983	50,004.00	50,004.00
10/8/2018	FIL	BUY	0.82929998	8,523.00	8,523.00
10/8/2018	FIL	BUY	0.82929998	8,523.00	8,523.00
10/8/2018	FIL	BUY	0.82929998	19,513.00	19,513.00
10/8/2018	FIL	BUY	0.82929998	353,502.00	353,502.00
10/8/2018	FIL	SELL	0.8268	(390,061.00)	(390,061.00)
10/9/2018	FIL	SELL	0.8186	(381,843.00)	(381,843.00)
10/10/2018	FIL	BUY	0.8019	8,167.00	8,167.00
10/10/2018	FIL	BUY	0.8019	8,013.00	8,013.00

10/10/2018	FIL	BUY	0.8019	19,129.00	19,129.00
10/10/2018	FIL	BUY	0.8019	346,534.00	346,534.00
10/16/2018	FIL	BUY	0.6964	10,735.00	10,735.00
10/16/2018	FIL	SELL	0.6943	(10,735.00)	(10,735.00)
10/23/2018	FIL	SELL	0.66690001	(394,385.00)	(394,385.00)
10/23/2018	FIL	SELL	0.66690001	(1,199,558.00)	(1,199,558.00)
10/23/2018	FIL	SELL	0.66690001	(10,124.00)	(10,124.00)
10/24/2018	FIL	BUY	0.66969999	7,784.00	7,784.00
10/24/2018	FIL	BUY	0.66969999	101,992.00	101,992.00
10/24/2018	FIL	BUY	0.66969999	134,057.00	134,057.00
10/24/2018	FIL	BUY	0.66969999	1,360,234.00	1,360,234.00
11/1/2018	FIL	BUY	0.6521	696,803.00	696,803.00
11/1/2018	FIL	SELL	0.6511	(80,554.00)	(80,554.00)
11/1/2018	FIL	SELL	0.6511	(616,249.00)	(616,249.00)
11/12/2018	FIL	BUY	0.61179999	28,863.00	28,863.00
11/12/2018	FIL	BUY	0.61179999	39,922.00	39,922.00
11/12/2018	FIL	BUY	0.61179999	12,069.00	12,069.00
11/12/2018	FIL	BUY	0.61179999	599,727.00	599,727.00
11/12/2018	FIL	SELL	0.6116	(680,581.00)	(680,581.00)
11/27/2018	FIL	BUY	0.64250039	10,806.00	10,806.00
11/27/2018	FIL	BUY	0.64250039	10,806.00	10,806.00
11/27/2018	FIL	BUY	0.64250039	12,923.00	12,923.00
11/27/2018	FIL	BUY	0.64250039	10,806.00	10,806.00
11/27/2018	FIL	SELL	0.6419	(45,341.00)	(45,341.00)
11/28/2018	FIL	MERGER DELIVER	0.708549	(471,771.46)	(471,771.46)
11/28/2018	FIL	TENDER	0.652471	(18,796.54)	(18,796.54)
11/28/2018	FIL	MERGER DELIVER	0.672041	(4,213,796.89)	(4,213,796.89)
11/28/2018	FIL	TENDER	0.652471	(167,888.11)	(167,888.11)
11/28/2018	FIL	MERGER DELIVER	0.746183	(61,014,574.13)	(61,014,574.13)
11/28/2018	FIL	TENDER	0.652471	(2,430,971.87)	(2,430,971.87)
11/28/2018	FIL	MERGER DELIVER	0.693426	(477,000.13)	(477,000.13)
11/28/2018	FIL	TENDER	0.652471	(19,004.87)	(19,004.87)
11/28/2018	FIL	MERGER DELIVER	0.662783	(212,672.60)	(212,672.60)
11/28/2018	FIL	TENDER	0.652471	(8,473.40)	(8,473.40)
11/28/2018	FIL	MERGER DELIVER	0.538223	(35,934.29)	(35,934.29)
11/28/2018	FIL	TENDER	0.652471	(1,431.71)	(1,431.71)
11/28/2018	FIL	MERGER DELIVER	0.766826	(10,646,979.93)	(10,646,979.93)

11/28/2018	FIL	TENDER	0.652471	(424,202.07)	(424,202.07)
11/28/2018	FIL	MERGER DELIVER	0.617574	(1,288,601.91)	(1,288,601.91)
11/28/2018	FIL	TENDER	0.652471	(51,341.09)	(51,341.09)
11/28/2018	FIL	MERGER DELIVER	0.724182	(2,004,002.57)	(2,004,002.57)
11/28/2018	FIL	TENDER	0.652471	(79,844.43)	(79,844.43)
11/28/2018	FIL	MERGER DELIVER	0.659934	(7,563,099.37)	(7,563,099.37)
11/28/2018	FIL	TENDER	0.652471	(301,332.63)	(301,332.63)
11/28/2018	FIL	MERGER DELIVER	0.672887	(4,470,856.01)	(4,470,856.01)
11/28/2018	FIL	TENDER	0.652471	(178,129.99)	(178,129.99)
11/28/2018	FIL	MERGER DELIVER	0.648239	(1,064,582.40)	(1,064,582.40)
11/28/2018	FIL	TENDER	0.652471	(42,415.60)	(42,415.60)
11/28/2018	FIL	MERGER DELIVER	0.695263	(145,220.07)	(145,220.07)
11/28/2018	FIL	TENDER	0.652471	(5,785.93)	(5,785.93)
11/28/2018	FIL	MERGER DELIVER	0.700482	(8,137,424.82)	(8,137,424.82)
11/28/2018	FIL	TENDER	0.652471	(324,215.18)	(324,215.18)
11/28/2018	FIL	MERGER DELIVER	0.613386	(1,242,272.77)	(1,242,272.77)
11/28/2018	FIL	TENDER	0.652471	(49,495.23)	(49,495.23)
11/28/2018	FIL	MERGER DELIVER	0.766957	(38,430,130.35)	(38,430,130.35)
11/28/2018	FIL	TENDER	0.652471	(1,531,151.65)	(1,531,151.65)
11/28/2018	FIL	MERGER DELIVER	0.731398	(12,547.09)	(12,547.09)
11/28/2018	FIL	TENDER	0.652481	(499.91)	(499.91)
11/28/2018	FIL	MERGER DELIVER	0.670454	(37,995.18)	(37,995.18)
11/28/2018	FIL	TENDER	0.652474	(1,513.82)	(1,513.82)
11/28/2018	FIL	MERGER DELIVER	0.57218	(644,030.24)	(644,030.24)
11/28/2018	FIL	TENDER	0.652471	(25,659.76)	(25,659.76)
11/28/2018	FIL	MERGER DELIVER	0.698247	(12,546,737.86)	(12,546,737.86)
11/28/2018	FIL	TENDER	0.652471	(499,893.14)	(499,893.14)
11/28/2018	FIL	MERGER DELIVER	0.740017	(15,748,618.02)	(15,748,618.02)
11/28/2018	FIL	TENDER	0.652471	(627,463.98)	(627,463.98)
11/28/2018	FIL	MERGER DELIVER	0.679022	(1,280,685.32)	(1,280,685.32)
11/28/2018	FIL	TENDER	0.652471	(51,025.68)	(51,025.68)
11/28/2018	FIL	MERGER	0.703134	(316,120.96)	(316,120.96)

		DELIVER			
11/28/2018	FIL	TENDER	0.652471	(12,595.04)	(12,595.04)
11/28/2018	FIL	MERGER DELIVER	0.644414	(1,593,393.26)	(1,593,393.26)
11/28/2018	FIL	TENDER	0.652471	(63,484.74)	(63,484.74)
11/28/2018	FIL	MERGER DELIVER	0.746613	(5,937,802.24)	(5,937,802.24)
11/28/2018	FIL	TENDER	0.652471	(236,576.76)	(236,576.76)
11/28/2018	FIL	MERGER DELIVER	0.651176	(6,234,430.82)	(6,234,430.82)
11/28/2018	FIL	TENDER	0.652471	(248,395.18)	(248,395.18)
11/28/2018	FIL	MERGER DELIVER	0.655768	(690,427.65)	(690,427.65)
11/28/2018	FIL	TENDER	0.652471	(27,508.35)	(27,508.35)
			Total Buys	40,023,734	40,023,734
			Total Sells	(15,551,612)	(15,551,612)
			Total Merger Deliver	(186,461,708)	(186,461,708)
			Total Tender	(7,429,097)	(7,429,097)
			Total Transition Out	(2,687,260)	(2,687,260)
			Total Net Sells	(172,105,943)	(172,105,943)

3. Resulting interest

Class of Securities (4)	Number of securities	Person's votes (5)	Voting power (6)
COMMON STOCK	0	0	0.00%

4. Changes in Association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (7) 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	

5. Addresses

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

Refer to Annexure A



Sign Here _____

Dated: 30 November 2018

Jen Li

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
There is no investment manager with Investment Discretion / Voting Power holding shares of this issuer.				0
Grand Total				0