

# NOTICE OF ANNUAL GENERAL MEETING

Fairfax Media Limited hereby gives notice that the annual general meeting of shareholders will be held at Palladium C at Crown, Level 1, Crown Towers, 8 Whiteman Street, Southbank, Melbourne VIC 3006 on Thursday 13 November 2008 at 10.30am.

**Ronald J Walker** AC CBE  
Chairman

3 October 2008

## Dear Shareholder

I am very pleased to send you the Notice of Meeting and proxy form for the Company's Annual General Meeting. The meeting will be held on **13 November 2008, commencing at 10.30am at the Palladium C at Crown, Level 1, Crown Towers, 8 Whiteman Street, Southbank, Melbourne VIC 3006.**

Chief Executive, David Kirk, and I hope you will be able to attend and we look forward to welcoming you and addressing you at the meeting.

If you would like to submit questions for consideration by the Board before the meeting there is a form included with the Notice of Meeting. We will be pleased to discuss issues or concerns on the accounts, audit and on other Agenda items.

On behalf of the Board I am very pleased to report strong earnings growth as a result of our focus on reaping the benefits of our merger with Rural Press and the acquisition of the former Southern Cross radio broadcasting business. We have successfully completed the integration of those businesses into Fairfax Media and its operations in Australia, New Zealand and overseas. These strategic transactions have transformed our Company. A copy of the annual report with our full results is available at [www.fxj.com.au](http://www.fxj.com.au)

The business on the Agenda for this year's meeting is straightforward. The resolutions we are recommending for approval by shareholders include the re-election of Mr Peter Young AM as a director and approval of the Company's remuneration report.

I look forward to greeting you on 13 November 2008 in Melbourne.

Sincerely,

A handwritten signature in blue ink that reads "Ronald J Walker".

**Ronald J Walker** AC CBE  
Chairman

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## AGENDA

- 1. Annual Accounts, Reports and Statement by Directors:** to receive the Accounts of the Company and its controlled entities, the Directors' Report, the Auditor's Report and the Statement by Directors for the financial year ended 29 June 2008.
- 2. Election of Director:** to consider and, if thought fit, to pass the following ordinary resolution:  
"That Mr Peter Young, a non-executive director retiring in accordance with the Constitution and, being eligible, be re-elected as a director of the Company."
- 3. Remuneration Report:** to consider the Remuneration Report for the year ended 29 June 2008 and, if thought fit, to pass the following ordinary resolution:  
"That the Company's Remuneration Report for the financial year ended 29 June 2008 be approved."  
*(The vote on this resolution is advisory only.)*

## EXPLANATORY NOTES

### 1. Annual Accounts, Reports and Statement by Directors

The Board has approved the audited financial statements of the Company and controlled entities and the payment of a 75% franked final dividend of 10 cents per share paid on 2 October 2008. This takes the full year 75% franked dividend to 20 cents per share. The directors place before shareholders the profit and loss account, cash flow statement and balance sheet of the Company and the consolidated profit and loss account, cash flow statement and balance sheet of the Company and its controlled entities (the **Accounts**), the Directors' Report, the Auditor's Report and the Statement by Directors for the year ended 29 June 2008. The Accounts, reports and statement are set out in the Annual Report available at [www.fxj.com.au](http://www.fxj.com.au)

Shareholders will be given a reasonable opportunity at the meeting to make comments on or ask questions of the Chairman or the Auditor on the:

- Accounts or the business, operations or management of the Company;
- conduct of the audit;
- preparation and content of the independent audit report;
- accounting policies adopted by the Company for the preparation of the Accounts;
- independence of the Auditor in relation to the conduct of the audit; or
- other agenda items.

# EXPLANATORY NOTES

## 2. Election of Director

One Board member, Mr Peter Young, is nominated for re-election as a director of the Company at this Annual General Meeting. Mr Young retires in accordance with the Company's Constitution and offers himself for re-election. A profile of Mr Young is set out below. Mr Young is the only candidate standing for the available Board position. The maximum size of the Board is set at nine and currently the Board has nine directors. The following resolution for the re-election of Mr Young is proposed:

### Item 2 (ordinary resolution)

"That Mr Peter Young, a non-executive director retiring in accordance with the Constitution and, being eligible, be re-elected as a director of the Company."

The directors (other than Mr Young) recommend that shareholders vote in favour of item 2.

### Profile of Mr Peter Young, AM

Non-Executive Director

Mr Young joined the Board 16 September 2005.

Over the last 30 years, Mr Young has been an investment banking executive in Australia, New Zealand and the USA. Until recently, he served as Chairman of Investment Banking for ABN AMRO in Australia and New Zealand. From 1998 to 2002, Mr Young was Executive Vice Chairman, ABN AMRO Group (Australia and New Zealand) and Head of Telecommunications, Media & Technology Client Management for Asia Pacific. He is currently the Chairman of Transfield Services Infrastructure Fund, Chairman of the AIDA Fund Limited, Chairman of EFIC, the Federal Government's Export Agency and Chairman of Delta Electricity. He is involved in several other community, environmental and artistic activities.

## 3. Remuneration Report

In accordance with the Corporations Act 2001, the Company will at the Annual General Meeting place before shareholders a resolution to approve the Remuneration Report. The Remuneration Report is set out on pages 14 to 21 of the Annual Report available at [www.fxj.com.au](http://www.fxj.com.au)

Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the Remuneration Report. Under the Corporations Act, the vote is advisory only and does not bind the directors or the Company.

Shareholders are invited to consider the Remuneration Report and, if thought fit, pass the following resolution:

### Item 3 (ordinary resolution)

"That the Company's Remuneration Report for the financial year ended 29 June 2008 be approved."

## 4. Questions from shareholders

If you wish to submit a written question to the Chairman or Auditor, please complete the question form attached to this Notice of Meeting. Questions must be received by Link Market Services (**Link**) at least five business days prior to the meeting (i.e. by 10.30am on Thursday 6 November 2008) or any adjournment. Questions may be posted or faxed to Link or lodged online in accordance with the instructions on the question form. Shareholders who attend the meeting will have an opportunity at that time to ask relevant questions.

# EXPLANATORY NOTES

## 5. Voting and Proxy Instructions

### YOUR VOTE IS IMPORTANT

You will be entitled to vote at the Annual General Meeting if you are registered as a shareholder in the Company at 7.00pm on Tuesday 11 November 2008.

1. If you are unable to attend the meeting or an adjournment, you may appoint a proxy. You may appoint a body corporate or an individual as your proxy. Corporate shareholders may appoint an individual as its representative to attend the meeting on their behalf to exercise (unless the appointment states otherwise) all or any of the powers that the corporate shareholder may exercise at general meetings of the Company or in voting on a resolution.
2. A shareholder entitled to attend and cast at least two votes at the meeting is entitled to appoint two proxies. If a shareholder appoints two proxies, the shareholder may specify how many votes each proxy may exercise. If a shareholder appoints two proxies but does not specify how many votes each proxy may exercise, each proxy may exercise half the votes.
3. For your vote to count, your Proxy Form must be received by Link no later than 48 hours prior to the commencement of the AGM i.e. by 10.30am on Tuesday 11 November 2008. To lodge the Proxy Form, send it to Link at Level 12, 680 George Street, Sydney 2000; fax it to (02) 9287 0309 or lodge it online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) (click the proxy icon and follow the prompts). For online proxy lodgement, you will need to enter your SRN or HIN shown at the top right-hand side of your personalised Proxy Form with this Notice of Meeting. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions on the website.
4. Alternatively, you may send or fax your Proxy Form to the Company's registered office at Level 5, 1 Darling Island Road, Pyrmont NSW 2009, fax (02) 9282 1633. For additional Proxy Forms, contact Link on 1300 888 062 (or from outside Australia, +61 2 8280 7670).
5. If the Proxy Form is signed by an attorney, the original power of attorney under which the Proxy Form was signed or a certified copy must be received by Link or the Company by 10.30am on Tuesday 11 November 2008 unless it has been previously provided.
6. A proxy, attorney or representative may, but need not, be a shareholder of the Company.

7. Corporate shareholders who appoint a representative to attend must provide the representative with a properly executed notice of appointment, which must be brought to the meeting. The authorisation may be for this meeting only or all meetings of the Company. Shareholders can download an Appointment of Corporate Representation form from [www.linkmarketservices.com.au/public/forms/general](http://www.linkmarketservices.com.au/public/forms/general).

Further instructions for appointing a proxy are on the Proxy Form.

By order of the Board

### Gail Hambly

Company Secretary

### REGISTERED OFFICE

Level 5  
1 Darling Island Road  
Pyrmont NSW 2009

Ph: +61 2 9282 2833  
Fax: +61 2 9282 1633  
Web: [www.fxj.com.au](http://www.fxj.com.au)

### FAIRFAX SHARE REGISTRY

Link Market Services  
Level 12  
680 George Street  
Sydney NSW 2000

Ph: +61 2 8280 7670  
Toll Free: 1300 888 062  
Fax: +61 2 9287 0303  
Email: [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)



## **QUESTIONS FROM SHAREHOLDERS**

**You may return this form in the reply paid envelope provided, or fax it to +61 2 9287 0309 or you can submit your questions online by visiting [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), clicking on 'AGM Questions' and following the prompts. All questions must be received by 10.30am on Thursday 6 November 2008.**



All correspondence to:

Fairfax Share Registry  
Level 12, 680 George Street, Sydney, NSW, 2000  
Locked Bag A14, Sydney South, NSW, 1235

Telephone: 1300 888 062 (toll free within Australia)

International: 61 2 8280 7670

Facsimile: 61 2 9287 0309

Email: [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)

Website: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

## QUESTIONS FROM SHAREHOLDERS

Your questions regarding the Company that are relevant to the Annual General Meeting are important to us. We invite you to use this form to submit any questions that you may have on the:

- Accounts or the business, operations or management of the Company;
- conduct of the audit;
- preparation and content of the independent audit report;
- accounting policies adopted by the Company for the preparation of the Accounts;
- independence of the Auditor in relation to the conduct of the audit; or
- other agenda items.

You may return this form in the reply paid envelope provided, or fax it to +61 2 9287 0309 or you can submit your questions online by visiting [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), clicking on 'AGM Questions' and following the prompts. All questions must be received by 10.30am on Thursday 6 November 2008.

We will attempt to respond to as many of the frequently asked questions as possible at the Annual General Meeting.

The Chairman will also permit the Auditor to answer written questions submitted to the Auditor.

Shareholder Reference Number or Holder Identification Number:

Please tick the relevant box: My question/s is/are for the:  Chairman  Auditor

Question/s:

*Fairfax Media Limited collects this information in order to confirm that you are a shareholder. The information is also provided to Link Market Services. You may access the information about you by contacting the Fairfax Share Registry whose contact details are set out above. If you do not provide the information we will be unable to submit your question to the Chairman or Auditor.*