

6 April, 2009

The Manager
Company Announcements Office
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

**APPENDIX 3B AND ALLOTMENT AND ISSUE OF ORDINARY SHARES
UNDER THE RETAIL ENTITLEMENT OFFER**

Fairfax Media Limited (Fairfax Media) announces that 164,479,456 ordinary shares were allotted and issued today under the Retail Entitlement Offer. These ordinary shares will commence trading on Tuesday, 7 April 2009.

Fairfax Media successfully raised a total of \$624.6 million under the Rights Issue.

An Updated Appendix 3B is attached.

Yours sincerely



GAIL HAMBLY

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Fairfax Media Limited

ABN

15 008 663 161

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Final numbers now known – as follows:
Institutional Entitlement Offer – 668,373,549
Retail Entitlement Offer – 164,479,456 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes, the new shares rank pari passu with the fully paid ordinary shares currently on issue</p>						
<p>5 Issue price or consideration</p>	<p>\$0.75 per fully paid ordinary share</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The net proceeds will be used to pay down net debt</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>13 March under the Institutional Entitlement Offer and 6 April under the Retail Entitlement Offer</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="702 1534 997 1568">Number</th> <th data-bbox="997 1534 1302 1568">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="702 1568 997 1646">2,351,955,725</td> <td data-bbox="997 1568 1302 1646">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="702 1646 997 1794">3,000,000</td> <td data-bbox="997 1646 1302 1794">Stapled preference securities (FXJPB)</td> </tr> </tbody> </table>	Number	+Class	2,351,955,725	Fully paid ordinary shares	3,000,000	Stapled preference securities (FXJPB)
Number	+Class						
2,351,955,725	Fully paid ordinary shares						
3,000,000	Stapled preference securities (FXJPB)						

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		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	281	Convertible Notes
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as for existing fully paid ordinary shares	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	As per appendix 3B lodged on 27 February 2009
13	Ratio in which the +securities will be offered	As per appendix 3B lodged on 27 February 2009
14	+Class of +securities to which the offer relates	As per appendix 3B lodged on 27 February 2009
15	+Record date to determine entitlements	As per appendix 3B lodged on 27 February 2009
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	As per appendix 3B lodged on 27 February 2009
17	Policy for deciding entitlements in relation to fractions	As per appendix 3B lodged on 27 February 2009
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	As per appendix 3B lodged on 27 February 2009

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

19 Closing date for receipt of acceptances or renunciations of

As per appendix 3B lodged on 27 February 2009
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+ See chapter 19 for defined terms.

20	Names of any underwriters	As per appendix 3B lodged on 27 February 2009
21	Amount of any underwriting fee or commission	As per appendix 3B lodged on 27 February 2009
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	N/A
25	If the issue is contingent on *security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	As per appendix 3B lodged on 27 February 2009
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

N/A

33 +Despatch date

Refer to Item 7 of this Appendix 3B

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which
+quotation is sought

39 Class of +securities for which
quotation is sought

40 Do the +securities rank equally in
all respects from the date of
allotment with an existing +class
of quoted +securities?

If the additional securities do not
rank equally, please state:

- the date from which they do
- the extent to which they
participate for the next
dividend, (in the case of a
trust, distribution) or interest
payment
- the extent to which they do
not rank equally, other than in
relation to the next dividend,
distribution or interest
payment

41 Reason for request for quotation
now

Example: In the case of restricted securities, end
of restriction period

(if issued upon conversion of
another security, clearly identify
that other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

+ See chapter 19 for defined terms.

Quotation agreement

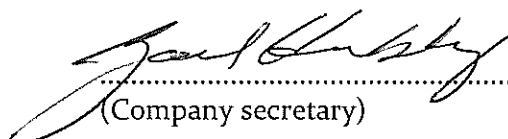
- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:


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(Company secretary)

Date: 6 April 2009

Print name: Gail Hambly

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+ See chapter 19 for defined terms.