

# FAIRFAX *News Release*

*TSX Stock Symbol: FFH and FFH.U*

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## **FAIRFAX RAISES \$1.325 BILLION WITH OVERSUBSCRIBED OFFERINGS COMPLETES ISSUANCES OF SUBORDINATE VOTING SHARES, PREFERRED SHARES AND NOTES**

*(Note: All dollar amounts in this press release are expressed in Canadian dollars.)*

Fairfax Financial Holdings Limited (“**Fairfax**”) (TSX: FFH and FFH.U) has completed its previously announced bought deal financings for Subordinate Voting Shares, Preferred Shares, Series M (“**Series M Shares**”) and Senior Notes due 2025 (“**Notes**”). As a result of the underwriters’ exercising their over-allotment option to purchase an additional 150,000 Subordinate Voting Shares, at a price of \$650.00 per Subordinate Voting Share, Fairfax has issued 1,150,000 Subordinate Voting Shares for gross proceeds of \$747,500,000 (the “**Subordinate Voting Share Offering**”). The underwriters for the offering of Series M Shares (the “**Preferred Share Offering**”) also exercised their option to purchase an additional 1,200,000 Series M Shares at a price of \$25.00 per share. As a result, Fairfax has issued 9,200,000 Series M Shares for gross proceeds of \$230 million pursuant to the Preferred Share Offering. In addition, Fairfax has completed its previously announced offering of Notes in an aggregate principal amount of \$350 million (the “**Notes Offering**”). The total gross proceeds of the Subordinate Voting Share Offering, Preferred Share Offering and Notes Offering are approximately \$1.325 billion.

The Subordinate Voting Shares were sold through a syndicate of underwriters led by BMO Capital Markets that also included RBC Capital Markets, Scotiabank, CIBC World Markets Inc., TD Securities Inc. and Cormark Securities Inc. The Series M Shares were sold through a syndicate of Canadian underwriters led by BMO Capital Markets, RBC Capital Markets and Scotiabank and that also included CIBC World Markets Inc., National Bank Financial Inc., TD Securities Inc., Canaccord Genuity Corp., Desjardins Securities Inc., GMP Securities L.P. and Cormark Securities Inc. The Notes were offered through a syndicate of underwriters led by BMO Capital Markets, RBC Capital Markets and Scotiabank and that also included CIBC World Markets Inc., TD Securities Inc. and National Bank Financial Inc.

Fairfax intends to use the net proceeds of the Subordinate Voting Share Offering, the Preferred Share Offering and the Notes Offering to partially fund the previously announced proposed acquisition of all of the issued and to be issued shares of Brit plc. There can be no assurance that such acquisition will be completed. If the acquisition is not successfully completed, Fairfax intends to use the net proceeds from the offerings to augment its cash position, to increase short-term investments and marketable securities held at the holding company level, to refinance or retire outstanding debt and other corporate obligations of Fairfax and its subsidiaries from time to time, and for general corporate purposes.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This press release is not an offer of securities for sale in the United States, and the securities may not be offered or sold in the United States absent registration or an exemption from the registration requirements. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended.

## **About Fairfax**

Fairfax is a financial services holding company which, through its subsidiaries, is engaged in property and casualty insurance and reinsurance and investment management.

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*Certain statements contained herein may constitute forward-looking statements and are made pursuant to the "safe harbor" provisions of Canadian provincial securities laws. Such forward-looking statements are subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Fairfax to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to: the failure to successfully complete the acquisition by Fairfax of all of the outstanding shares of Brit plc or to complete it on the currently proposed terms; a reduction in net earnings if our loss reserves are insufficient; underwriting losses on the risks we insure that are higher or lower than expected; the occurrence of catastrophic events with a frequency or severity exceeding our estimates; changes in market variables, including interest rates, foreign exchange rates, equity prices and credit spreads, which could negatively affect our investment portfolio; the cycles of the insurance market and general economic conditions, which can substantially influence our and our competitors' premium rates and capacity to write new business; insufficient reserves for asbestos, environmental and other latent claims; exposure to credit risk in the event our reinsurers fail to make payments to us under our reinsurance arrangements; exposure to credit risk in the event our insureds, insurance producers or reinsurance intermediaries fail to remit premiums that are owed to us or failure by our insureds to reimburse us for deductibles that are paid by us on their behalf; the inability of our subsidiaries to maintain financial or claims paying ability ratings; risks associated with implementing our business strategies; the timing of claims payments being sooner or the receipt of reinsurance recoverables being later than anticipated by us; risks associated with our use of derivative instruments; the failure of our hedging methods to achieve their desired risk management objective; a decrease in the level of demand for insurance or reinsurance products, or increased competition in the insurance industry; the impact of emerging claim and coverage issues or the failure of any of the loss limitation methods we employ; our inability to access cash of our subsidiaries; our inability to obtain required levels of capital on favourable terms, if at all; loss of key employees; our inability to obtain reinsurance coverage in sufficient amounts, at reasonable prices or on terms that adequately protect us; the passage of legislation subjecting our businesses to additional supervision or regulation, including additional tax regulation, in the United States, Canada or other jurisdictions in which we operate; risks associated with government investigations of, and litigation and negative publicity related to, insurance industry practice or any other conduct; risks associated with political and other developments in foreign jurisdictions in which we operate; risks associated with legal or regulatory proceedings or significant litigation; failures or security breaches of our computer and data processing systems; the influence exercisable by our significant shareholder; adverse fluctuations in foreign currency exchange rates; our dependence on independent brokers over whom we exercise little control; an impairment in the carrying value of our goodwill and indefinite-lived intangible assets; our failure to realize deferred income tax assets; and assessments and shared market mechanisms which may adversely affect our U.S. insurance subsidiaries. Additional risks and uncertainties are described in our most recently issued Annual Report which is available at [www.fairfax.ca](http://www.fairfax.ca) and in our Base Shelf Prospectus (under "Risk Factors") filed with the securities regulatory authorities in Canada, which is available on SEDAR at [www.sedar.com](http://www.sedar.com). Fairfax disclaims any intention or obligation to update or revise any forward-looking statements.*

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