

25 September 2020

TO CREDITORS AND EMPLOYEES

Dear Sir/Madam

Virgin Australia Holdings Limited (Subject to Deed of Company Arrangement) (VAH) and its subsidiaries listed in Appendix A (all Subject to Deed of Company Arrangement) (Virgin Australia or the Companies)

I refer to our previous correspondence with respect to voluntary administration of the entities listed in Appendix A (attached) and to the meeting of creditors of the Companies held on 4 September 2020.

At the second meeting of creditors of the Companies held on 4 September 2020, creditors resolved that the Companies execute Deeds of Company Arrangements (DOCAs) pursuant to Part 5.3A of the Corporations Act 2001.

I confirm the DOCAs were executed today, 25 September 2020 and will be lodged shortly with the Australian Securities and Investments Commission. A copy of the form of the execution version of the DOCAs can be found on our website at:

<https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australia-holdings-limited-subsidiaries.html>

We, Vaughan Strawbridge, John Greig, Sal Algeri and Richard Hughes now act as Joint and Several Deed Administrators of the Companies (Deed Administrators). Attached as Appendix B is a notice under the Corporations Act 2001 advising of the execution of the Deeds.

Section 444GA application (s444GA)

As Deed Administrators we are required under the terms of the DOCA to make an application to Court to seek consent orders for the transfer of the VAH shares to Bain Capital. We are well progressed on the documentation for this application and we are hopeful that this process will be completed on or before 31 October 2020.

Correspondence will be separately sent to shareholders regarding this application.

On completion of the share transfer, the DOCAs will be completed and control of the Companies transfer to Bain Capital.

A Creditors' Trust will come into effect and creditors who have claims that are released by the DOCAs will become beneficiaries of the proposed Creditors' Trust, subject to the terms of the DOCAs and Creditors' Trust. Further information in respect of the Creditor's Trust and creditor claims is detailed in Section 10 of our report to creditors dated 25 August 2020 and will be provided in future circulars, including details on expected time to finalise proofs of debt and distribution timing.

Deloitte refers to one or more of Deloitte Touche Tohmatsu Limited ("DTTL"), its global network of member firms, and their related entities (collectively, the "Deloitte organisation"). DTTL (also referred to as "Deloitte Global") and each of its member firms and their affiliated entities are legally separate and independent entities, which cannot obligate or bind each other in respect of third parties. DTTL and each DTTL member firm and related entity is liable only for its own acts and omissions, and not those of each other. DTTL does not provide services to clients. Please see www.deloitte.com/about to learn more.

Should you have any questions in relation to this matter, please contact Krystal Kimeklis on (07) 3308 1568 or virginadmin@deloitte.com.au.

Yours faithfully

A handwritten signature in black ink, appearing to be 'V. Strawbridge', written over a horizontal line.

Vaughan Strawbridge
Joint and Several Deed Administrator

Appendix A – Entities subject to Deeds of Company Arrangements

No.	Name	Date of appointment of voluntary administrators	ACN	Abbreviation
1	Virgin Australia Holdings Ltd	20-Apr-20	ACN 100 686 226	VAH
2	Virgin Australia Airlines Pty Ltd	20-Apr-20	ACN 090 670 965	VAA
3	Virgin Australia International Airlines Pty Ltd	20-Apr-20	ACN 125 580 823	VAIA
4	Virgin Australia Regional Airlines Pty Ltd	20-Apr-20	ACN 008 997 662	VARA
5	Tiger Airways Australia Pty Limited	20-Apr-20	ACN 124 369 008	Tiger
6	737 2012 No. 2 Pty Ltd	20-Apr-20	ACN 154 225 064	737 20122
7	737 2012 No.1 Pty. Ltd.	20-Apr-20	ACN 154 201 859	737 20121
8	A.C.N. 098 904 262 Pty Ltd	20-Apr-20	ACN 098 904 262	ACN 098 904 262
9	Short Haul 2014 No. 1 Pty Ltd	20-Apr-20	ACN 600 809 612	SH20141
10	Short Haul 2014 No. 2 Pty Ltd	20-Apr-20	ACN 600 878 199	SH20142
11	Short Haul 2016 No. 1 Pty Ltd	20-Apr-20	ACN 612 766 328	SH20161
12	Short Haul 2016 No. 2 Pty Ltd	20-Apr-20	ACN 612 796 077	SH20162
13	Short Haul 2017 No. 1 Pty Ltd	20-Apr-20	ACN 617 644 390	SH20171
14	Short Haul 2017 No. 2 Pty Ltd	20-Apr-20	ACN 617 644 443	SH20172
15	Short Haul 2017 No. 3 Pty. Ltd.	20-Apr-20	ACN 622 014 813	SH20173
16	Short Haul 2018 No. 1 Pty. Ltd.	20-Apr-20	ACN 622 014 831	SH20181
17	Tiger International Number 1 Pty Ltd	28-Apr-20	ACN 606 131 944	Tiger 1
18	VA Borrower 2019 No. 1 Pty Ltd	20-Apr-20	ACN 633 241 059	VA20191
19	VA Borrower 2019 No. 2 Pty Ltd	20-Apr-20	ACN 637 371 343	VA20192
20	VA Hold Co Pty Ltd	20-Apr-20	ACN 165 507 157	VA Holdco
21	VA Lease Co Pty Ltd	20-Apr-20	ACN 165 507 291	VA Leaseco
22	VA Regional Leaseco Pty Ltd	20-Apr-20	ACN 127 491 605	VARL

No.	Name	Date of appointment of voluntary administrators	ACN	Abbreviation
23	VAH Newco No.1 Pty Ltd	20-Apr-20	ACN 160 881 345	VAH Newco 1
24	VB 800 2009 Pty Ltd	20-Apr-20	ACN 135 488 934	VB 800
25	VB Leaseco No 2 Pty Ltd	20-Apr-20	ACN 142 533 319	VB Leaseco2
26	VB Leaseco Pty Ltd	20-Apr-20	ACN 134 268 741	VB Leaseco
27	VB LH 2008 No. 1 Pty Ltd	20-Apr-20	ACN 134 280 354	VBLH20081
28	VB LH 2008 No. 2 Pty Ltd	20-Apr-20	ACN 134 288 805	VBLH20082
29	VB PDP 2010-11 Pty Ltd	20-Apr-20	ACN 140 818 266	VB PDP
30	VB Ventures Pty Ltd	20-Apr-20	ACN 125 139 004	VB Ventures
31	VBNC5 Pty Ltd	20-Apr-20	ACN 119 691 502	VBNC5
32	Virgin Australia 2013-1 Issuer Co Pty Ltd	20-Apr-20	ACN 165 507 326	VA20131
33	Virgin Australia Airlines (SE Asia) Pty Ltd	20-Apr-20	ACN 097 892 389	VSEA
34	Virgin Australia Airlines Holdings Pty Ltd	20-Apr-20	ACN 093 924 675	VAAH
35	Virgin Australia Cargo Pty Ltd	20-Apr-20	ACN 600 667 838	VAC
36	Virgin Australia Holidays Pty Ltd	20-Apr-20	ACN 118 552 159	VA Holidays
37	Virgin Australia International Holdings Pty Ltd	20-Apr-20	ACN 155 860 021	VAIO
38	Virgin Australia International Operations Pty Ltd	20-Apr-20	ACN 155 859 608	VAIH
39	Virgin Tech Pty Ltd	20-Apr-20	ACN 101 808 879	VT
40	VB Investco Pty Ltd	3-Aug-20	ACN 101 961 095	VB Investco
41	VAH Newco No.2 Pty Ltd	3-Aug-20	ACN 160 881 354	VAH Newco 2

Appendix B

FORM 509E

Section 450B(a)

CORPORATIONS ACT 2001

NOTICE TO CREDITORS OF EXECUTION OF DEEDS OF COMPANY ARRANGEMENT

Virgin Australia Holdings Limited (Subject to Deed of Company Arrangement) (VAH) and its subsidiaries listed in Appendix A (all Subject to Deed of Company Arrangement) (Virgin Australia or the Companies)

TO CREDITORS OF THE COMPANIES

1. Notice is given under Section 450B(a) that the Companies executed Deeds of Company Arrangements on 25 September 2020.
2. A copy of the Deeds may be inspected at the offices of Deloitte Financial Advisory Pty Ltd, Grosvenor Place, 225 George Street, Sydney NSW 2000.

DATED this 25th day of September 2020.



Vaughan Strawbridge
Joint and Several Deed Administrator