

## Voting in Halo – How to Guide

Virgin Australia Holdings Limited ACN 100 686 226  
and subsidiaries listed in Appendix A  
(all Administrators Appointed)

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# Overview

The Voluntary Administrators of Virgin Australia Holdings Limited and the subsidiaries listed in Appendix A (**the Virgin Group**) will be using Deloitte’s Halo platform as the primary tool for communicating with creditors and managing claims (known as proofs of debt). Halo will also be used to conduct voting on any resolutions for the second meeting of creditors to be held on Friday, **4 September 2020**.

The Voluntary Administrators have prepared this guide to assist you as a creditor or potential creditor to understand the 5 steps that must occur to ensure you are appropriately registered and can cast your vote in Halo. The next three pages set out an overview of the 5 steps. Refer to the later sections of this guide for further details of the specific actions, screens in Halo and FAQs for each of these 5 steps.

These are the key dates in relation to voting in Halo:

- |   |   |
|---|---|
| <ul style="list-style-type: none"> <li>• Deadline to register in Halo</li> <li>• Report to creditors released and voting opens</li> <li>• Deadline for submitting a claim in Halo</li> <li>• Deadline for submitting proxy</li> <li>• Second meeting of creditors held and voting closes</li> </ul> | <p><b>Thursday 20 August 2020</b><br/> <b>Tuesday 25 August 2020</b><br/> <b>Friday 28 August 2020, 5.00pm (AEST)</b><br/> <b>Tuesday 1 September 2020, 5:00pm (AEST)</b><br/> <b>Friday 4 September 2020</b></p> |
|---|---|

*\*Note: if you are an employee creditor of the Virgin Group, you will only need to complete Steps 4 and 5.*

## 1 Register in Halo

You’ll need an email address and basic contact information to register at this page:

<https://virgin.deloitte-halo.com/>

*All images are indicative, actual Halo screens may look slightly different*

## 2 Add a claim

Adding a claim in Halo requires basic details of your claim, including:

- the Virgin company that owes you money;
- the claim type (e.g. lessor, employee, Bond Holder); and
- A description of the amount you are owed.

You can also upload additional documentation to support your claim for consideration by the Voluntary Administrators (e.g. copy of invoice).

Add your claim(s) in Halo by **5:00 pm (AEST) on Friday, 28 August 2020** to be considered for admission for voting at the second meeting.

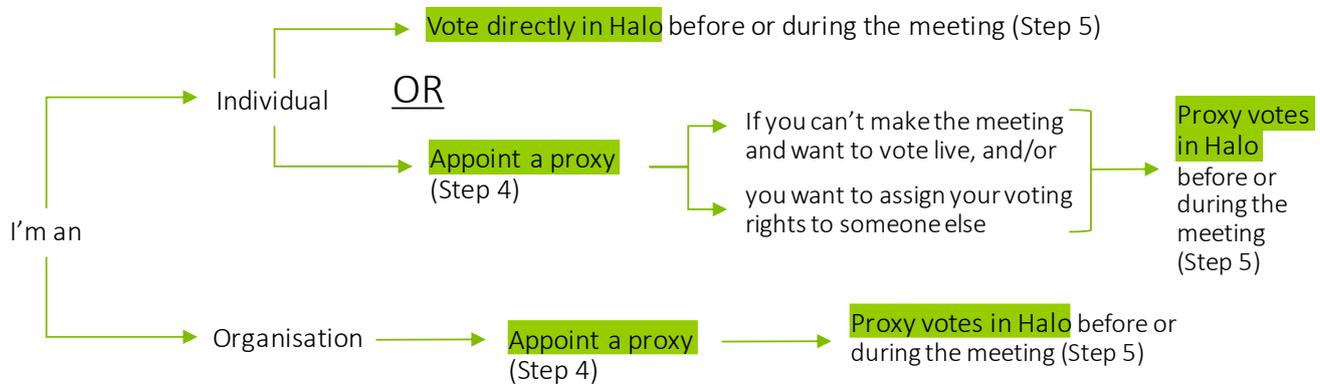
### 3 Be admitted for voting

Based on the nature of your claim, the Voluntary Administrators will evaluate your claim for admission for voting at the second meeting. This may include reviewing the details of your claim submitted, assessing supporting documentation submitted (if any) and asking you further questions about your claim (if necessary).

You will be notified by email when you have been admitted for voting. Otherwise you can check your admission status in the Halo system in the 'My Claims' dashboard in Halo at any time.

Once you have been admitted, there will be different pathways for you to lodge your vote prior to or at the second meeting in Halo (details of these steps are below and on the next page):

#### Voting Options:



### 4 Appoint a proxy (required for organisational creditors, optional for individuals)

Once your claim has been admitted for voting, you can appoint a proxy. If you are not sure whether or not you need to appoint a proxy, refer to the FAQs at Section 4 of this guide.

You will need to have your proxy nomination completed by **5:00 pm (AEST) on Tuesday, 1 September 2020**.

When appointing a proxy, you are appointing either (1) the Chairperson, (2) yourself or (3) someone else to vote on behalf of the creditor. If selecting someone else to represent you, you will need their email address so they can be registered in the Halo system. Selecting the **proxy option** is the first step of appointing a proxy.

You will also need to decide the **type of proxy** you are appointing. This is either (a) General Proxy or (b) Special Proxy. Refer to FAQs at Section 4 of this guide for further information on Proxy types.

The screenshot shows the 'Nominate Proxy' section with radio buttons for 'Chairperson', 'Self', and 'Other proxy (enter email address below)'. The 'Type of Proxy' section has radio buttons for 'General Proxy' and 'Special Proxy'. Below this is the 'Resolutions' section with a note: 'Please vote 'For' one resolution below. In voting 'For' a resolution, you will be voting 'Against' the other resolutions proposed in the resolution group. Your vote cannot be submitted if you do not vote 'For' a resolution.' There are two resolution groups, each with 'ANSWER' buttons for 'For', 'Against', and 'Abstain'. A 'Back' button is at the bottom left and a 'Submit' button is at the bottom right.

To appoint a proxy, click ‘Vote or Select Proxy’ on your dashboard. If you are an organisation, the Proxy page will be displayed. If you are an individual, you will need to click the ‘Nominate Proxy (Optional)’ button. Here you will select the proxy option and the type of proxy. If selecting a Special proxy (displayed), you will submit your vote (Step 5) with the nomination of your proxy and click ‘Submit’ to appoint your Proxy.

## 5 Cast your vote

You should have received a copy of the report to creditors containing relevant information to assist you in your voting decision on **Tuesday, 25 August 2020**, prior to the second creditors’ meeting.

When this report is released, if your claim has been admitted for voting, you can log into Halo and click ‘**Select Proxy or Vote**’ on your claims dashboard at this time. Once the voting event has started in Halo, there will be a yellow banner on your ‘**My Claims**’ dashboard which will say ‘**Select Proxy or Vote**’.

To vote, select the tick box for the creditor you are voting for, and click the ‘**Select Vote**’ button. Choose your answer to the displayed resolution(s) and click ‘**Submit**’.

The screenshot shows a 'Resolutions' page with a 'Nominate Proxy (Optional)' button at the top right. Below the title, there is a note: 'Please vote 'For' one resolution below. In voting 'For' a resolution, you will be voting 'Against' the other resolutions proposed in the resolution group. Your vote cannot be submitted if you do not vote 'For' a resolution.' There are two resolution groups, each with a large greyed-out text area and three buttons: 'For' (green), 'Against' (red), and 'Abstain' (grey). At the bottom, there are 'Back' and 'Submit' buttons.

### Voting will close live during the second creditors' meeting on Friday 4 September 2020.

If you have been assigned a General proxy vote, the Vote will appear on your ‘**My Proxy**’ Dashboard and will need to be actioned in order to vote. Please follow the above steps except click ‘**Start Voting**’ on your ‘**My Proxy dashboard**’ instead of ‘**My Claims dashboard**’.

When votes are successfully submitted, the voting status is now displayed as ‘**Voted**’, the appointment of a general proxy is displayed as ‘**Proxy Selected**’, and the appointment of a special proxy is displayed as ‘**Proxy Voted**’. Once the general Proxy has exercised their vote, the voting status will change to ‘**Proxy Voted**’.

<input type="checkbox"/>	V1213594C	Creditor 8 Maggie	Entity A	Unsecured Customer	AUD 150,000.00	Admitted for [150,000.00]	VOTED
<input type="checkbox"/>	V1213596C	Creditor 10 Maggie	Tiger International Number 1 Pty Ltd	Unsecured Other	AUD 150,000.00	Admitted for [150,000.00]	PROXY VOTED
<input type="checkbox"/>	V1128018C	Creditor 10 Maggie	s Entity B	Unsecured Other	AUD 4,577.75	Admitted for [4,577.75]	PROXY SELECTED

## Overview FAQs

### Do I need to attend the meeting?

The meeting will be a virtual, online meeting hosted on the Microsoft Teams Live Events platform. Government health guidelines around social distancing mean it would be inappropriate to convene a physical meeting. Recent interim amendments to the legislation that governs insolvent administrations provide that meetings of creditors may be held virtually, using technology that will give all persons entitled to attend a reasonable opportunity to participate without being physically present in the same place.

Attendance at the meeting (even as a virtual meeting) is not compulsory. You may submit a vote prior to the meeting or arrange to appoint a proxy. A proxy is a document containing instructions to the Voluntary Administrators on who you want to represent you at the meeting and how you wish to vote (refer to Step 3 of this voting guide for further details).

### What is the purpose of the second meeting of creditors?

The purpose of the appointment of voluntary administrators is to allow for independent insolvency practitioners to take control of and investigate the affairs of a company. Creditors' claims are put on hold as at the date of the administrators' appointment and remain so for the duration of the voluntary administration.

The intention of a voluntary administration is to maximise the prospects of a company, or as much as possible of its business, continuing in existence, or, if that is not possible, then to achieve better returns for creditors than would have been achieved by its immediate liquidation. The voluntary administrator must investigate the company's affairs and report to creditors on the alternative options available to the company. These options are voted on at a meeting of creditors, known as the second meeting of creditors. At this meeting creditors can decide to:

- return the company to the directors' control (terminating the administration);
- accept a deed of company arrangement (DOCA);
- or put the company into liquidation.

Refer to the Report to Creditors pursuant to section 75-225 of the Insolvency Practice Rules (Corporations) dated 25 August 2020 (the **Voluntary Administrators' Report to Creditors**) on the Voluntary Administrators' website [here](#) for more information.

### What is a DOCA?

A deed of company arrangement (DOCA) is a binding arrangement between a company and its creditors governing how the company's affairs will be dealt with, which may be agreed to as a result of the company entering voluntary administration. It aims to maximise the chances of the company, or as much as possible of its business, continuing, or to provide a better return for creditors than an immediate winding up of the company, or both<sup>1</sup>.

Refer to the Voluntary Administrators' Report to Creditors on the Voluntary Administrators' website [here](#) for more information on the proposals received.

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<sup>1</sup> <https://asic.gov.au/regulatory-resources/insolvency/insolvency-for-creditors/voluntary-administration-a-guide-for-creditors/#deed-of-company-arrangement>

# 1 Register in Halo

Halo is the platform used to manage claims (proofs of debt) during the Voluntary Administration.

You will need to register in Halo to:

- (1) submit claims and supporting documentation or modify previous claims submitted, and
- (2) provide, verify or update contact information provided to the Voluntary Administrators.

If you are a Virgin Group employee, you have been pre-registered in the Halo platform. Please register with your Virgin email address and create a password to confirm your account.

If you are a Virgin Group contractor with a Virgin email address, you may have been pre-registered under this address. If you no longer have access to your Virgin email address, please contact Halo Help or click [here](#) and our team will get back to you and provide assistance.

## How to register in Halo

- ✓ Click [here](#) which will direct you to access the 'My Account' page.
- ✓ After reading the displayed information, select 'Continue'.

**Already registered?**

Click "Continue" to sign in.

**First time user?**

Please register or confirm your account based on your situation:

Virgin Australia Group employee:

If you are a Virgin Australia Group employee, you have been pre-registered in the Halo platform. Please register with your Virgin Australia email address and create a password to confirm your account.

If you are a Virgin Australia Group contractor with a Virgin Australia email address, you may have been pre-registered under this address.

If you no longer have access to your Virgin Australia email address, please submit a query [here](#) our team will get back to you and provide assistance.

Previously submitted a proof of debt:

If you have previously submitted a proof of debt to the Administrators, you may be pre-registered in the Halo platform. Please register with the email that you have previously provided to the Administrators on your proof of debt(s) and create a password to confirm your account.

If you are not able to recall the email provided on the proof of debt you have submitted, please submit a query [here](#) our team will get back to you and provide assistance.

Others:

If you are not a Virgin Australia Group employee or have not previously provided proof of debt information, you will need to register as a new user.

As a part of this registration process, an email with a one time password (OTP) will be sent to the email used in your registration to validate the account.

[Continue](#)

- ✓ Enter your chosen email address and authorise your consent to be communicated (terms and conditions).
- ✓ Once the terms and conditions box is ticked, select **'Register'**. Be sure not to close the Halo webpage at this stage.

Please click [here](#) if you need further guidance or help in registering, signing in or submitting your claims.

Registration Sign In

**Registration**

E-mail \*

E-mail

I/We authorise the External Administrator on behalf of the Virgin Group to send and give notices and documents where such notices and documents may be sent by email, by using the email address above.

Where the external administration has evolved into another form of external administration (such as a voluntary administration becoming a deed of company arrangement or creditors voluntary liquidation), I/we authorise the External Administrator of the Virgin Group whether as voluntary administrator or deed administrator or liquidatory of the Virgin Group and his employees and agents to send and give notices and documents where such notices and documents may be sent by email to me/us using the email address provided above.

**Register**

- ✓ You will then be sent a verification email with a **'One Time Password (OTP)'** and a verification link.
- ✓ In the email sent from Halo, you are able to verify your email address by either clicking the **verification link** or entering the listed OTP on the Halo webpage.

Please click [here](#) if you need further guidance or help in registering, signing in or submitting your claims.

Registration Sign In

**Registration**

Enter the one time password you've received

**Verify Account**

- ✓ If entering the OTP, enter the digits and click **'Verify Account'** on the Halo webpage. If clicking the verification link, a new webpage will open.

- ✓ Add your contact details into the form and select 'Sign Up'.

Please click [here](#) if you need further guidance or help in registering, signing in or submitting your claims.

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Registration Sign In

### Registration

First Name \*

Surname \*

Phone \*

+

Are you representing an organisation? \*

Yes  No

E-mail \*

 Sign in later using this E-mail

Password \*

Confirm Password \*

# FAQs on registering in Halo

## What is Halo?

Deloitte's Halo platform is the primary tool for communicating with creditors and managing creditors' claims (proofs of debt) in the Virgin Group administration. Halo will also be used to conduct voting on any resolutions for the second meeting of creditors.

## Do I need to register? How do I register?

If you are a first-time user, you will need to register in the Halo platform or confirm your account, depending on the following:

- **Virgin Group employee / contractor**  
If you are a Virgin Group employee, you have been pre-registered in the Halo platform. Please register with your Virgin email address and create a password to confirm your account. If you are a Virgin Group contractor with a Virgin email address, you may have been pre-registered under this address.
- **Previously submitted a proof of debt**  
If you have previously submitted an informal or formal proof of debt form to the Voluntary Administrators, you may be pre-registered in the Halo platform. Please register with the email that you have previously provided to the Voluntary Administrators on your proof(s) of debt and create a password to confirm your account.
- **Others**  
If you are not a Virgin Group employee or have not previously provided proof of debt information, you will need to register as a new user.

## I didn't receive an OTP email, where is it?

Please check your spam/junk folder for the OTP email. Additionally, OTP emails can take up to 30 minutes or longer to arrive in your inbox depending on the IT security your organisation has in place. If your OTP doesn't arrive after an hour, please contact the Halo Help team.

## My OTP isn't working, what do I do?

If you are getting an '**Invalid OTP**' error when entering your OTP, it is likely the OTP is entered incorrectly, or it has expired. Please request a new OTP. If you are getting an '**Invalid email or password**' error, you are entering the OTP in the wrong field. The OTP should be entered in the box which appears after you request the OTP. Please request a new OTP and do not close the webpage as you will need to enter the OTP here.

## I forgot my password, what do I do?

You can reset your password on the '**Sign In**' tab by clicking '**Forgot password**'. You will need to enter the email you registered with. After entering your email and clicking '**Request Password**', do not close the webpage. A field should appear which says, '**Enter the one-time password you've received**'. Do not enter the OTP in the regular '**Sign in**' tab as you will receive the error message '**Invalid email or password**'. Enter the OTP you received in this field and click '**Verify Account**'. You will then have the option to change your password.

## How can I change my contact details?

If you have already registered in the Halo platform, sign in via '**My Account**' to change your username or contact number. If you have not registered or signed in to the Halo platform, you can submit a request to change your contact details [here](#). Our team will get back to you and provide assistance.

## Why was I asked to provide consent to be contacted before registering?

By registering on this website, you authorise the Voluntary Administrators to send and give notices and documents where such notices and documents may be sent by email, by using the email address provided.

We will contact you regarding your claim via the email address you have provided. Where the voluntary administration has evolved into another form of external administration (such as a voluntary administration becoming a deed of company arrangement or creditors' voluntary liquidation), you authorise the Voluntary Administrators of the Virgin Group whether as voluntary administrator or deed administrator or liquidator of the Virgin Group and his employees and agents to send and give notices and documents where such notices and documents may be sent by email to you using the email address provided.

This will help us to efficiently manage the voluntary administration and any other subsequent external administration of the Virgin Group where we are appointees. Naturally, we will not send you anything that does not relate to our role as appointees of the Virgin Group.

## What will my information be used for?

The information provided in the Halo platform will be used by the Voluntary Administrators in carrying out their duties in the voluntary administration of the Virgin Group such as management of creditor claims, communications with creditors, assessment of the financial position of the Virgin Group or for preparation of statutory reporting as required by law.

You have various rights in relation to your personal information, including the right to seek access to, or to correct, your information (for more information, please see our [Privacy Statement](#)). More information about how we will handle your personal information, how you can lodge a complaint, how you can contact us and how you may access and seek correction of your information are set out in our Privacy Statement at <https://www2.deloitte.com/au/en/legal/privacy.html>.

At no point are you required to provide sensitive personal information (also called 'special category' personal information), such as information about your ethnicity, health and wellbeing or sexuality. If you do choose to include such information in your free-text answers in providing claim information (proof of debt) to the Voluntary Administrators (i.e. because you think it is relevant to the claim question) this is your consent for Deloitte and the Voluntary Administrators to collect and process that sensitive personal information. For any other enquiries, you can contact the privacy team at: [privacy@deloitte.com.au](mailto:privacy@deloitte.com.au)

## 2 Add a claim

Once you have verified your account or registered as a new user, you can log in to submit claims (proofs of debt) or modify previous claims provided.

If you have previously submitted a claim it should be displayed on your 'My Claims' dashboard. If your previously submitted claim is not on your 'My Claims' dashboard, please contact the Halo Help Team and they will be able to assist.

If you are a Virgin Group employee, it is not necessary for you to submit a claim as one has already been registered for you.

Add your claim(s) in Halo by **5:00 pm (AEST) on Friday, 28 August 2020** to be considered for admission for voting at the second meeting.

Creditors who have already lodged an informal proof of debt are not required to submit a further proof, unless you have an amended claim, in which case please amend your claim in the Halo platform. If your claim has already been admitted for voting purposes, do not lodge an additional claim.

### To add a claim in Halo

- ✓ Click [here](#) which will direct you to access the 'My Account' page
- ✓ After reading the displayed information, select 'Continue'.

**Already registered?**  
Click "Continue" to sign in.

**First time user?**  
Please register or confirm your account based on your situation:

Virgin Australia Group employee:  
If you are a Virgin Australia Group employee, you have been pre-registered in the Halo platform. Please register with your Virgin Australia email address and create a password to confirm your account.  
If you are a Virgin Australia Group contractor with a Virgin Australia email address, you may have been pre-registered under this address.  
If you no longer have access to your Virgin Australia email address, please submit a query [here](#) our team will get back to you and provide assistance.

Previously submitted a proof of debt:  
If you have previously submitted a proof of debt to the Administrators, you may be pre-registered in the Halo platform. Please register with the email that you have previously provided to the Administrators on your proof of debt(s) and create a password to confirm your account.  
If you are not able to recall the email provided on the proof of debt you have submitted, please submit a query [here](#) our team will get back to you and provide assistance.

Others:  
If you are not a Virgin Australia Group employee or have not previously provided proof of debt information, you will need to register as a new user.  
As a part of this registration process, an email with a one time password (OTP) will be sent to the email used in your registration to validate the account.

[Continue](#)

- ✓ Click the 'Sign In' tab and enter your email address and password you registered during the registration process.

Please click [here](#) if you need further guidance or help in registering, signing in or submitting your claims.

Registration | **Sign In**

**Sign In**

E-mail \*

Password \*

**Sign In** [Forgot Password](#)

- ✓ Navigate to 'My Claims' dashboard.

User Profile ▼

**My Claims Dashboard** ▲

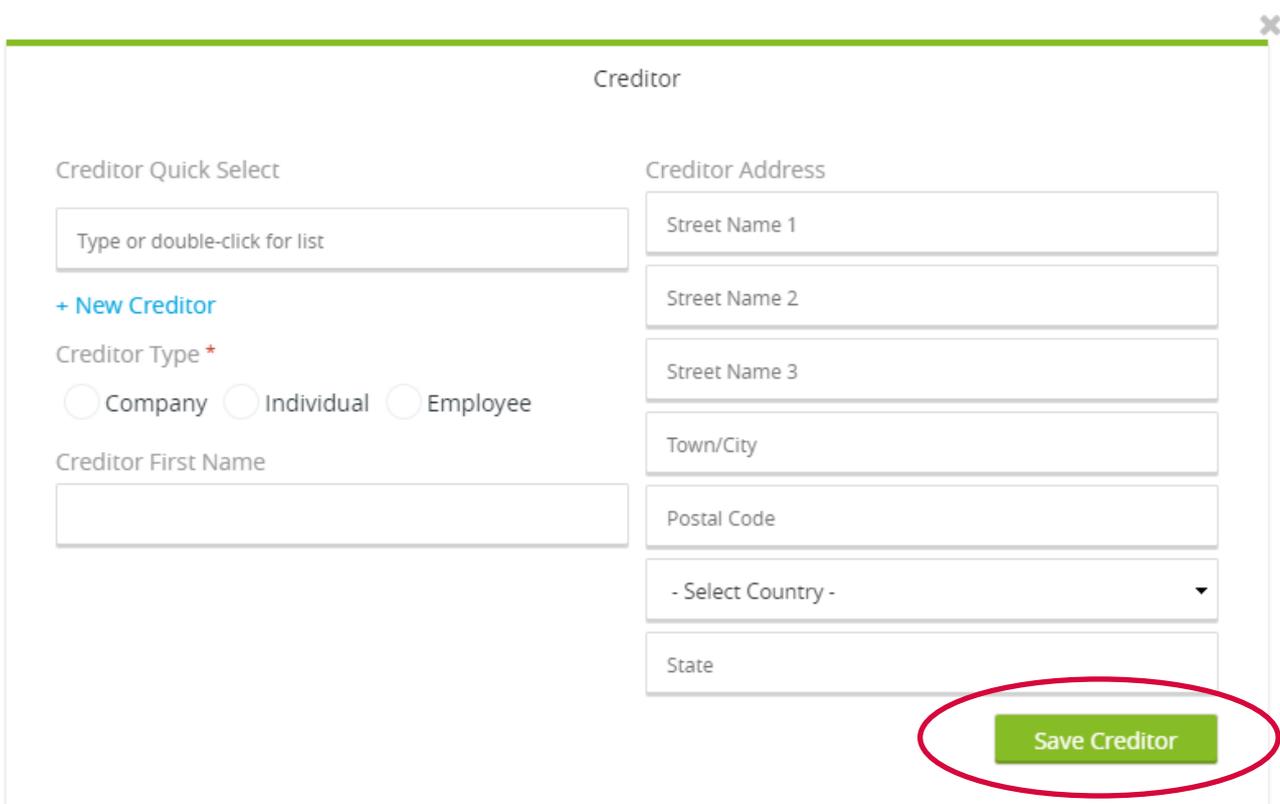
- ✓ Click 'Add Claim'

Search Claim, Creditor

**Add Claim**

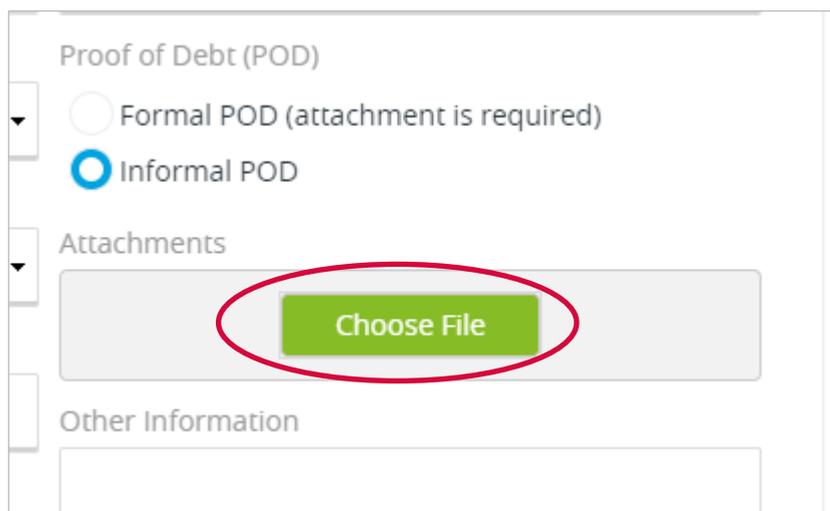
Where a creditor is owed an amount(s) by more than one company in the Virgin Group, a separate claim should be added against each of the respective entities. Further information in relation to submitting multiple claims can be found in the 'Add a Claim' FAQs (below).

- ✓ Fill out the form with the relevant creditor information and click 'Save Creditor'.



The screenshot shows a form titled "Creditor" with a close button (X) in the top right corner. The form is divided into two columns. The left column contains: "Creditor Quick Select" with a text input field containing "Type or double-click for list" and a "+ New Creditor" link; "Creditor Type \*" with three radio buttons labeled "Company", "Individual", and "Employee"; and "Creditor First Name" with a text input field. The right column contains: "Creditor Address" with five stacked text input fields labeled "Street Name 1", "Street Name 2", "Street Name 3", "Town/City", and "Postal Code"; a dropdown menu labeled "- Select Country -"; and a text input field labeled "State". A green "Save Creditor" button is located at the bottom right of the form and is circled in red.

- ✓ Fill out the claim information and upload any supporting documents by selecting 'Choose File'.



The screenshot shows a form titled "Proof of Debt (POD)". It has a dropdown menu on the left. The main content includes: "Formal POD (attachment is required)" with an unselected radio button; "Informal POD" with a selected radio button; "Attachments" with a dropdown menu and a large grey button labeled "Choose File" which is circled in red; and "Other Information" with a text input field.

- ✓ Once your claim is completed, select 'Save'.
- ✓ Your claim will now appear on your 'My Claims' dashboard. Each claim is assigned with a unique claim identification number (Claim ID) which is visible on your 'My Claims' dashboard next to the relevant claim.

## FAQs on adding a claim

### I need to submit multiple claims. How do I enter these claims?

A separate proof of debt (claim) will need to be registered with the Voluntary Administrators for each claim against a different Virgin company. As such, the online **'Add Claim'** submission form will need to be completed for each claim.

Once a creditor's details have been entered, this creditor will be pre-populated in the claim submission form, so the details do not have to be re-entered when entering multiple claims for the same creditor.

For faster entry of multiple claims by the same creditor, you can click **'Save and New'** to skip selecting the creditor and can quickly enter details of the each of the separate claims for that creditor.

### How do I grant others access to my claims?

In the **'My Claims'** dashboard page, select the claims that you would like to grant access to and select the **'Grant Access'** button. Provide the email and details of the user that you would like to grant access to and click **'Save'**. If the user you are granting access to has not previously accessed the Halo platform, they will need to register a password via one-time pin to access your claim information.

Please note that granting others access to your claims includes giving the invited user the ability to:

- Access claim information and details
- Communicate with the Voluntary Administrators in relation to the claim via the **'Communications'** tab on each claim
- Receive notices related to the claim and to modify, edit or delete the claim
- Add, modify or delete documents attached to the claim
- Add access for other users to the claim
- Nominate a proxy or vote at the creditors' meeting in relation to the claims

### How will I know my claim has been received?

When you have completed the online **'Add Claim'** form in Halo and clicked **'Save'** a **'Claim Saved'** confirmation message will appear. Your submitted claims will then appear when you sign in via [My Account](#). **'My Claims'** dashboard will list your submitted claims.

### What if I don't know which Virgin Group company my claim relates to?

In completing the claim submission form, please select **'Unknown'** for Virgin Group company in the appropriate drop-down box.

### I have claims for a number of creditors under my control (e.g. companies in a group). How do I enter these claims?

Details for each creditor will need to be provided in the **'Add Claim'** submission form. Then separate claims will need to be registered for each creditor against the appropriate Virgin Group company.

Once a creditor's details have been entered, this creditor will be pre-populated in the claim submission form so the details for that creditor will not have to be re-entered when entering multiple claims for the same creditor.

## How do I submit supporting documentation for my claim(s)?

If you have previously registered via the platform and have registered your claim, please sign in to [My Account](#), select the Claim ID of the claim that you would like to submit documentation for and navigate to the **'Communications'** tab. Attach the relevant files such as statements, invoices or contracts and click **'Submit'** to send these documents to the Voluntary Administrators.

Once uploaded, a blue document indicator will appear next to this claim in the **'My Claims'** dashboard. The uploaded documents will be accessible on the claim details page for that claim when you select the Claim ID of the claim from the **'My Claims'** dashboard.

## My claim is guaranteed by a number of companies in the Virgin Group; what do I do?

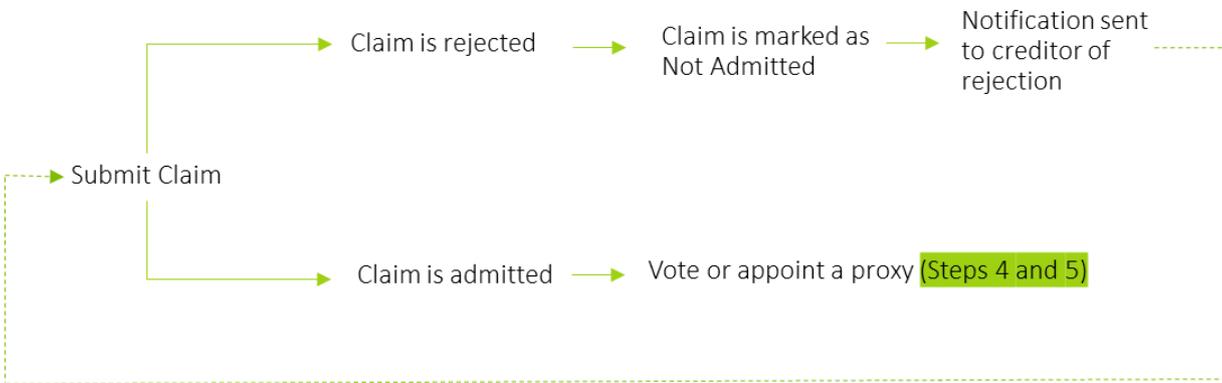
Creditors should submit separate claims in the **'Add Claim'** submission form for each Virgin Group company which has guaranteed the amount owed along with any relevant supporting documentation (agreements, contracts, letters of offer etc).

Further information in relation to the voting rights of creditors with 'cross guarantee' claims can be found in Step 5 – Voting below.

# 3 Be admitted for voting

Based on the nature of your claim, the Voluntary Administrators will evaluate your claim for admission for voting at the second meeting. This will include reviewing the details of your claim submitted, assessing supporting documentation submitted (if any) and asking you further questions about your claim (if necessary).

## Admission Process



You will be notified by email when the Voluntary Administrators have evaluated your submitted claim(s) and the admitted status of your submitted claims has changed. Otherwise, you can check your admission status in the Halo system in the 'My Claims' dashboard at any time.

## Admissions Statuses

Claims are presented in Halo with four admission statuses (labelled 1 to 4 in the image and described on next page):

<input type="checkbox"/>	VI213587C	Creditor 2 - Maggie	Tiger International Number 1 Pty Ltd	Unsecured Trade Supplier	AUD 200,000.00	Submitted	1
<input type="checkbox"/>	VI213587C	Creditor 2 - Maggie	Tiger International Number 1 Pty Ltd	Unsecured Trade Supplier	AUD 200,000.00	Admitted for [200,000.00]	2
<input type="checkbox"/>	VI213587C	Creditor 2 - Maggie	Tiger International Number 1 Pty Ltd	Unsecured Trade Supplier	AUD 200,000.00	Guarantee	3
<input type="checkbox"/>	VI213587C	Creditor 2 - Maggie	Tiger International Number 1 Pty Ltd	Unsecured Trade Supplier	AUD 200,000.00	Not Admitted	4

- 1. Submitted:** This status indicates that your claim has been registered in Halo and is under review for admission by the Voluntary Administrators. The Voluntary Administrators may contact you via the Halo communication functions to ask you further details about your claim (if necessary) or request further supporting documentation in relation to your claims (if necessary).
- 2. Admitted:** This status indicates that your claim has been reviewed and admitted for voting at the second meeting of creditors. The amount for which the claim has been admitted for voting will be displayed. Once admitted, the details of your claim (e.g. amount) cannot be changed.

Once you have been admitted, there will be different pathways for you to lodge your vote prior to or at the second meeting in Halo as described in Steps 4 and 5.

- 3. Guarantee:** If you have 'cross guaranteed'<sup>2</sup> claims, your primary claim will be admitted, and the balance of claims marked with the guarantee status. If any of your guarantee claims are in a separate Deed of Cross Guarantee group or DOCA group to your primary claim, one claim will be admitted in each of these separate groups. Further information in relation to the admission of cross-guarantee claims can be found in the FAQs below.
- 4. Not admitted:** The Voluntary Administrators may reject (not admit) your claim for voting purposes for a number of reasons including but not limited to the following:
  - The amount you have claimed is higher than the amount recorded as owing to you in the books and records of the Virgin Group and you have provided insufficient evidence to support your claim.
  - Where your claim includes amounts, which have been incurred post appointment and you have not provided sufficient supporting documentation to support this portion of your claim such as a contract with relevant terms. In such circumstances, the Voluntary Administrators may only admit your claim for the portion which relates to the period prior to the date of appointment until further supporting documentation is provided.
  - Your claim does not match the supporting evidence provided.
  - Your claim is not owed by any of the companies in the Virgin Group.
  - Your claim is a duplicate of another claim received by the Voluntary Administrators.
  - Your claim has been submitted after the claim submission deadline of **5:00 pm (AEST) on Friday, 28 August 2020**.

Once the status of your claim has been changed to Not Admitted, you will not be able to change the details of your claim (e.g. amount).

However, you can continue to communicate with the Voluntary Administrators to understand the reasons for your claim not being admitted and, if time allows prior to the claim submission deadline, resubmit your claim or provide further information or documentation which may allow your claim to be admitted.

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<sup>2</sup> Refer to Step 5 – Voting for definition and additional information on cross guarantees

## FAQs on being admitted for voting

### How will my claim be admitted if I am a bond holder?

As set out in the Voluntary Administrators’ Report to Creditors, a significant portion of the Virgin Group’s financial debt was in the form of unsecured bonds or notes. Below is a summary of the different tranches of bonds issued by the Consolidated Group:

Bond issued by VAH	Instrument	Trustee	Coupon rate	Issuance date	Comments
1. Listed AUD Notes	Unsecured Note Trust Deed dated 28 October 2019	Sargon CT Pty Ltd	8.000%	26 Nov 19	The note trustee is the relevant creditor entitled to lodge a proof of debt and vote in an external administration.
2. Unlisted AUD Notes 2018	Note Deed Poll dated 17 May 2018	(none)	8.250%	30 May 18	Under the terms of the instrument, there is no note trustee and each person shown on the Noteholder Registers maintained by BTA Institutional Services Australia Ltd as the holder (or joint-holder) of a note ( <b>Registered Holder</b> ) is contractually entitled to enforce its rights independently from any other noteholder (or any other person). Accordingly, each Registered Holder is entitled to lodge a proof of debt in their own capacity and vote themselves or through appointment of a proxy.
3. Unlisted AUD Notes 2019	As 2 above	(none)	8.075%	5 Mar 19	As 2 above.
4. USD Noteholders 2016	7 October 2016 Indenture	Bank of New York Mellon	7.875%	17 Oct 16	The USD notes are cleared through the Depository Trust Company (DTC) or its nominee. DTC participants are the registered holders of the notes. The noteholders (or beneficial owners) are contingent creditors who are entitled to vote (via a 'master ballot' and 'beneficial holder ballot' process) and the results of those ballots will be collected by DTC and sent to the Voluntary Administrators before the meeting. The trustee has no power or authority to vote on behalf of noteholders.
5. USD 2019 Senior Notes	Unsecured Note Trust Deed dated 28 October 2019	Bank of New York Mellon	8.125%	7 Nov 19	As 4 above.

Sargon CT Pty Ltd (for 1. Listed A\$ Notes) has already submitted claims in Halo on behalf of the Bond Holders that it represents as trustee. These claims will be evaluated by the Voluntary Administrators for admission on behalf of all the Bond Holders in respect of the (1. Listed A\$ Notes).

As such, the beneficial Bond Holders for the Listed AUD Notes (item 1 above) and, due to the DTC ballot system, the USD Noteholders 2016 and USD 2019 Senior Notes (items 4 and 5 above), do not need to submit separate claims (proofs of debt) in the Halo platform. If claims by these groups are submitted, the Voluntary Administrators will mark these claims to ‘Not Admitted’ status as Sargon CT Pty Ltd will vote on their behalf on Halo (as described above). If you have any queries regarding this process, please reach out to your respective note trustee.

Registered Holders who are holding Unlisted AUD Notes 2018 (item 2 above) and Unlisted AUD Notes 2019 (item 3 above) should submit their claims in Halo and these will be evaluated by the Voluntary Administrators. These Registered Holders are those holders who are registered on the note register maintained by BTA Institutional Services Ltd (and are not the beneficial holders of these notes). If you are unsure whether you are a Registered Holder of these notes, please

contact BTA Institutional Services Ltd directly. If admitted, these claims can be voted by the individual Registered Holders based on the voting guidelines as set out under Step 5.

### How will my claim be admitted if I am an employee?

Claims have been pre-populated into Halo for employee creditors by the Voluntary Administrators on behalf of employees (e.g. claims for leave and other entitlements) and have been admitted for voting purposes. No further action is necessary by Virgin Group employees.

Other claims submitted by Virgin Group employees outside of these will be individually evaluated and admitted or not admitted by the Voluntary Administrators in the same manner as claims by other creditors.

### How will my claim be admitted if I have a cross-guarantee claim?

At the second meeting of creditors of the Virgin Group, there will be several DOCAs proposed for the Virgin Group, summarised in the below table:

Entity	Deed of Cross Guarantee (DOCG) classification	DOCA category
1. VAH	DOCG1	Primary DOCA
2. VAAH	DOCG1	Primary DOCA
3. VAA	DOCG1	Primary DOCA
4. VT	DOCG1	Primary DOCA
5. VB Leaseco	DOCG1	Primary DOCA
6. VAH Newco 1	DOCG1	Primary DOCA
7. Tiger	DOCG1	Primary DOCA
8. ACN 098 904 262	DOCG1	Primary DOCA
9. VARA	DOCG1	Primary DOCA
10. VAC	DOCG1	Primary DOCA
11. VA Holidays	DOCG1	Primary DOCA
12. VB Ventures	DOCG1	Primary DOCA
13. VB Investco	DOCG1	Primary DOCA
14. VAH Newco 2	DOCG1	Primary DOCA
15. VAIO	Non-DOCG entity	Primary DOCA
16. VBNC5	Non-DOCG entity	Primary DOCA
17. SH20171	Non-DOCG entity	Primary DOCA
18. VB PDP	Non-DOCG entity	Primary DOCA
19. VBLH20081	Non-DOCG entity	Primary DOCA
20. 737 20121	Non-DOCG entity	Primary DOCA
21. VARL	Non-DOCG entity	Primary DOCA
22. VA Holdco	Non-DOCG entity	Primary DOCA
23. SH20161	Non-DOCG entity	Primary DOCA
24. VBLH20082	Non-DOCG entity	Primary DOCA
25. 737 20122	Non-DOCG entity	Primary DOCA

Entity	Deed of Cross Guarantee (DOCG) classification	DOCA category
26. VA20131	Non-DOCG entity	Primary DOCA
27. VA Leaseco	Non-DOCG entity	Primary DOCA
28. SH20162	Non-DOCG entity	Primary DOCA
29. VAIH	DOCG2	International DOCA
30. VAIA	DOCG2	International DOCA
31. Tiger 1	DOCG2	International DOCA
32. VSEA	DOCG2	International DOCA
33. SH20141	Non-DOCG entity	Subsidiary DOCA 1
34. SH20142	Non-DOCG entity	Subsidiary DOCA 1
35. SH20172	Non-DOCG entity	Subsidiary DOCA 2
36. SH20181	Non-DOCG entity	Subsidiary DOCA 3
37. VA Borrower20191	Non-DOCG entity	Subsidiary DOCA 4
38. VA Borrower20192	Non-DOCG entity	Subsidiary DOCA 5
39. VB Leaseco2	Non-DOCG entity	Subsidiary DOCA 6
40. VB 800	Non-DOCG entity	Subsidiary DOCA 7
41. SH20173	Non-DOCG entity	Subsidiary DOCA 8

If your primary claim is in the ‘Primary DOCA’, you will be admitted for this claim. Any guarantee claims within the same ‘Primary DOCA’ will not be admitted, as admission of your primary claim would cover your voting entitlements within this group (refer to Section 5 – Voting for further details on voting entitlements and example scenarios).

If you have multiple guarantee claims across the DOCA groups, **only 1 claim will be admitted per DOCA group.** Accordingly, any other guarantee claims that you have within that same group which relate to the same primary claim will not be admitted for voting purposes at the second meeting of creditors.

# 4 Appoint a proxy

Prior to the meeting you can appoint a proxy. A proxy is a document containing instructions to the Voluntary Administrators on who you want to represent you at the meeting.

You aren't required to appoint a proxy unless the creditor you are representing is a company or organisation:

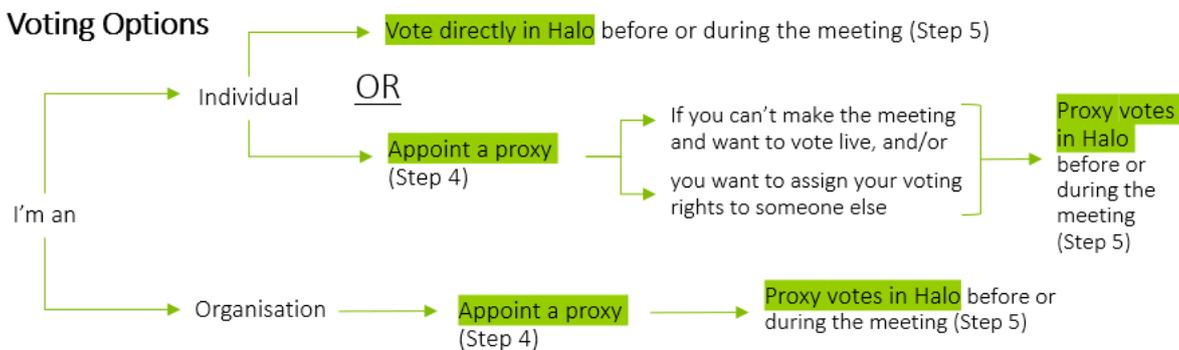
- A company needs to appoint a proxy as they need to appoint someone to vote on behalf of the company.
- If you are an individual and you want to give someone else your right to vote (e.g. a union representative or chairperson), or you can't make the meeting and want to vote live, you can appoint a proxy but it is not required in order for you to vote.

The following sets out the process for submitting a proxy, types of proxies (including some types of proxies which include your voting instructions) and how.

**The deadline for submitting a proxy nomination in Halo is Tuesday 1 September 2020, 5:00pm (AEST)**

**If you do not need to appoint a proxy, you can skip to instruction at Step 5 to cast your vote.**

Once you have been admitted, there will be different pathways for you to nominate your proxy (if required) and lodge your vote in Halo prior to or at the second meeting of creditors:



When appointing a proxy, you will need to consider both the type of proxy you are nominating and your options as to who you can select as your proxy:

### Type of proxy

There are two kinds of proxies available, a general proxy and a special proxy:

- **General proxy** - allows the person holding the proxy to vote as they wish on a resolution and therefore you won't need to specify the answers to the resolutions. In Halo, nomination of a general proxy practically means that the voting for that creditor will be transferred or attached to the user account of the general proxy. As such, those who are appointed general proxies will need to vote before or during the meeting as outlined in Step 5.
- **Special proxy** - directs the proxy holder to vote in a particular way. If appointing a special proxy, you will need to select and submit your vote with the proxy nomination.

### Proxy options (who)

In terms of your options on who to select as your proxy, Halo has three options (1) the Chairperson, (2) yourself or (3) someone else to vote on behalf of the creditor:

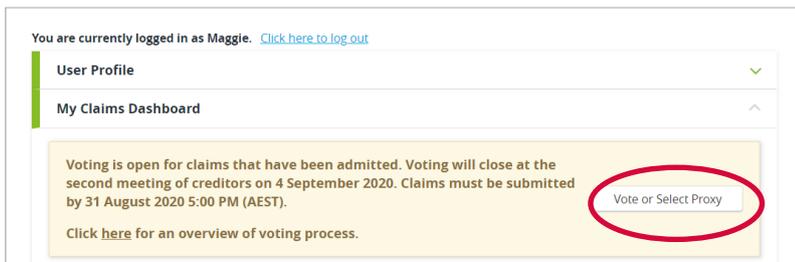
1. **The Chairperson** – if you would like to assign the Chairperson of the meeting your vote, you are able to do this by selecting '**Chairperson**' as your proxy option. The Chairperson of the meeting will be one of the Voluntary Administrators. Part of their role is deciding whether to accept your claim for voting purposes, estimate the value of your claim (if required) and, if necessary, exercise their casting vote at the meeting.
2. **Yourself** – if the creditor is a company and you are a duly authorised officer of the company (e.g. a director) you can appoint yourself as the proxy. If the '**Yourself**' option is chosen, the details and email with which you signed up with Halo will be used.
3. **Someone else** - if you would like to appoint someone else as the proxy, you can enter the email of the person you would like to appoint in the field which appears when you click '**Other**' as the proxy type. If you are selecting someone else to represent you, you will need their email address so they can be registered in the Halo system:
  - If that person is already registered on Halo, their registered Halo details will appear.
  - If they are not registered in Halo, an email invitation will be sent to them to register.

Please note that proxies are nominated at the creditor level. If there are multiple claims that have been registered in Halo under one creditor name, the proxy nominated will be applied to all of those claims.

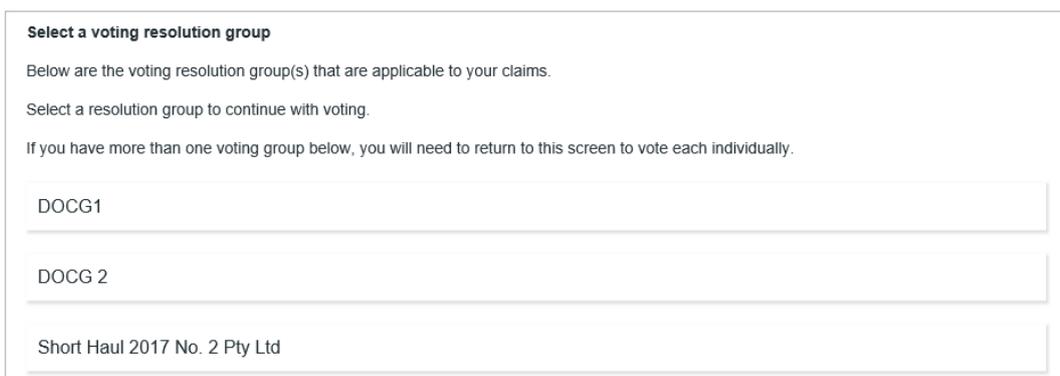
If you have made an error in the nomination of your proxy, please contact the Halo Help team [here](#) so they can assist you in resetting your proxy nomination. Once reset, you can re-nominate your proxy.

### Appoint a proxy – the process

- ✓ To appoint a proxy, click '**Vote or Select Proxy**' on your '**My Claims**' dashboard.



- ✓ If you have multiple creditors who have claims in different resolution groups, you will need to cast a vote / appoint a proxy per resolution group. Please select the resolution group to appoint a proxy for first.



- ✓ Select the relevant creditor(s) to Nominate a proxy for and click 'Continue'.

<input type="checkbox"/>	CREDITOR	CREDITOR TYPE	ADMITTED AMOUNT	ENTITIES	VOTING STATUS
<input type="checkbox"/>	Creditor 3 - Maggle	Organisation	150,000.00	Short Haul 2018 No. 1 Pty Ltd	NOT VOTED
<input checked="" type="checkbox"/>	Creditor 7 Maggle	Individual	400,000.00	Short Haul 2017 No. 2 Pty Ltd	NOT VOTED

Back Continue

- ✓ If you are an individual, click 'Nominate Proxy (Optional)' to be redirected to the 'Assign Proxy' page. If you are representing an organisation you will automatically be on the 'Assign Proxy' page.

Resolutions Nominate Proxy (Optional)

- ✓ Select your 'Proxy Option' of either: 'Chairperson', 'Self', or 'Other proxy'. If you are an individual, the 'Self' option will not be available.

Nominate Proxy

Chairperson  Self  Other proxy (enter email address below)

- ✓ If selecting 'Other Proxy', please enter the person you are appointing's email in the designated field. If the email is registered in Halo, their details will appear. If they are not registered, they will receive an email notifying them to register as they have been appointed as a Proxy.

- ✓ Select your 'Type of Proxy' of either 'General Proxy' or 'Special Proxy'.

Type of Proxy

General Proxy  Special Proxy

- ✓ If selecting 'Special Proxy', choose the answers to the displayed resolution(s).

**Resolutions**

Please vote 'For' one resolution below. In voting 'For' a resolution, you will be voting 'Against' the other resolutions proposed in the resolution group. Your vote cannot be submitted if you do not vote 'For' a resolution.

RESOLUTION GROUP #1

ANSWER

For  Against  Abstain

For  Against  Abstain

For  Against  Abstain

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RESOLUTION #2

ANSWER

For  Against  Abstain

- ✓ After reviewing, click 'Submit' to finalise your proxy.

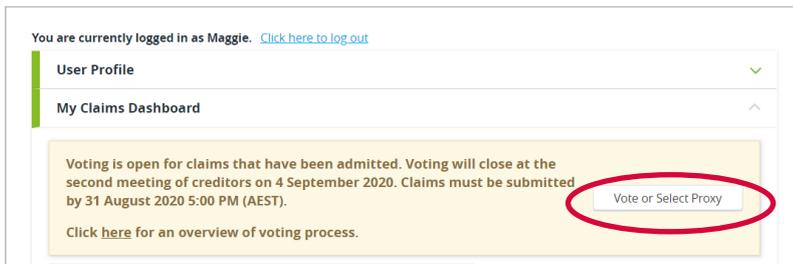


- ✓ After submitting, the relevant claims on your 'My Claims' dashboard will be displayed as 'Proxy Voted' for a Special Proxy, or 'Proxy Selected' for a General Proxy. After a General Proxy exercises their vote, the status too will change to 'Proxy Voted'.

<input type="checkbox"/>	VI213596C	Creditor 10 Maggie	Tiger International Number 1 Pty Ltd	Unsecured Other	AUD 150,000.00	Admitted for [150,000.00]	PROXY VOTED
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<input type="checkbox"/>	VI128018C	Creditor 10 Maggie	Entity B	Unsecured Other	AUD 4,577.75	Admitted for [4,577.75]	PROXY SELECTED
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- ✓ To view your Proxy nomination, click 'Vote or Select proxy' on your 'My Claims Dashboard'



- ✓ Find the creditor which you want to view the Proxy for and click the 'Proxy Voted' or 'Proxy Selected' box to view your vote. The selected votes will then be displayed.

Creditor 11 Maggie	Individual	150,000.00	Tiger International Number 1 Pty Ltd	PROXY VOTED
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Creditor 10 Maggie	Individual	150,000.00	Tiger International Number 1 Pty Ltd	PROXY SELECTED
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## FAQs on appointing a proxy

### What is a proxy?

A proxy is a formal authorisation by a creditor, authorising someone else to represent them at a meeting and vote on their behalf.

### Do I need a proxy?

You don't need to appoint a proxy unless the creditor you are representing is a company or organisation. A company needs to appoint a proxy as they need to appoint an individual who is an authorised officer to vote on behalf of the company. If you are an individual and you want to give someone else your right to vote (e.g. a union, chairperson), or you can't make the meeting and want to vote live, you can appoint a proxy.

### What is the difference between a special proxy and a general proxy?

There are two kinds of proxies, a general proxy and a special proxy. A general proxy allows the person holding the proxy to vote how they wish on a resolution, whereas a special proxy directs the proxy holder to vote in a particular way.

### Can I change my proxy?

If you have made an error, please contact Halo Help team [here](#) and they will be able to assist you in resetting and then re-selecting your proxy.

### I'm an employee, do I need a proxy?

Employee creditors are individual creditors (i.e. not representing an organisation) so they are not required to nominate a proxy.

However, employees may wish to nominate their union representative, the Chairman, or another person as their special or general proxy.

#### **Note for those employees that are a member of a union:**

As a result of the court order dated 21 August 2020, your union representative will automatically be nominated as a general proxy and will be able to vote in relation to your claims if you have not taken at least one of the following actions by **12:00 pm (AEST) on 3 September 2020**:

- Voted your claims in Halo (either directly or through nomination of a special proxy).
- Nominated a general proxy (you have the option to nominate yourself (or another) as a general proxy to retain your vote). Note that the deadline for nominating a general proxy is 1 September 2020.
- Registered to attend the second meeting of creditors.

If you wish to retain your vote, please complete one of these actions before the deadline.

### What happens if I have not nominated a proxy by the deadline of 5:00 pm (AEST) on 1 September 2020?

If you are a creditor that is a company or organisation, unfortunately you will not be able to cast your vote at the second meeting of creditors as a proxy is required.

If you are an individual creditor, you will still be able to submit your vote as proxies are not required for individual creditors.

## I have been assigned as a proxy, what do I do?

If you have been assigned as a proxy, you will need to cast the vote as in Step 5 Cast your Vote. If you have been assigned a proxy, the proxy(s) you have been nominated for will be displayed on **'My proxy'** dashboard as opposed to **'My Claims'** dashboard. If you have been assigned a special proxy, no action is required by you.

## 5 Cast your vote

Once the voting event has started in Halo, there will be a yellow banner on your 'My Claims' dashboard which will say 'Start Voting'. If your claim is admitted for voting, you can log into Halo and click 'Start Voting' on your claims dashboard.

Prior to registering your vote, you should carefully read and consider the information presented in the Administrators' Report to Creditors on the Voluntary Administrators' website [here](#) prior to voting.

The purpose of this report is to provide creditors with information regarding the Virgin Group's business, property, affairs and financial circumstances (including our opinion) to assist creditors to make an informed decision on the Companies' future. This report provides information on the following:

- Background information about the Virgin Group.
- The results of our investigations into the affairs of the Virgin Group.
- The estimated returns to creditors.
- Details of the DOCAs proposed.
- The options available to creditors and our opinion on each of these options.

**Voting will open on 25 August 2020 and will close live at the end of each resolution during the second creditors' meeting on Friday 4 September 2020.**

In order for you to understand which options (resolutions) you will be asked to vote on and how your vote will be counted, the Voluntary Administrators have set out background information on the structure of the Virgin Group and the DOCAs proposed over the next few pages.

This information is prepared for general use only. It is not intended to be a substitute for the information presented in the Voluntary Administrators' Report to Creditors which can be accessed on the Voluntary Administrators' website [here](#).

## Virgin Group structure and ASIC Deeds of cross guarantee

There are two pro forma deeds of cross guarantee in place across the Consolidated Group<sup>3</sup> in accordance with the ASIC Corporations (Wholly owned Companies) Instrument 2016/785. The first was entered into on 18 June 2007 (**DOCG1**) and the second was entered into on 18 June 2012 (**DOCG2**). By entry into the DOCG1 and DOCG2 and lodgement of those deeds with ASIC, the group companies which are parties to those deeds became entitled to prepare and lodge consolidated financial statements.

All of the main trading entities together with certain other members of the Consolidated Group are parties to DOCG1 and DOCG2 lodged with ASIC. The companies which are parties to each of DOCG1 and DOCG2 are listed in **Annexure A**. We note that there was an inadvertent error in the beneficial owner ballot circulated to USD Noteholders on 18 August 2020, which incorrectly specified that Virgin Australia International Operations Pty Ltd was both a party to DOCG1 and a guarantor of the USD Notes. Neither of those facts is correct and the USD Noteholders are not creditors of Virgin Australia International Operations Pty Ltd.

In the event the Companies are placed into liquidation at the second meetings of creditors (or otherwise), any distributions available to creditors from asset realisations in one group company are available to creditors of other group companies. This is subject to the proviso that the priorities conferred by section 556(1) of the Act are limited to the creditors of the group company in which the assets are realised. This means, for example, that employee creditors will not enjoy the priorities conferred by sections 556(1)(e)-(h) in respect of assets realised in liquidation by a group company which was not their employing entity.

In addition to the two deeds of cross guarantee a number of creditors who have provided financing facilities to the individual companies within the Consolidated Group also have guarantees provided by other entities in the Consolidated Group. This includes Bond Holders, and financiers who have provided aircraft financing, aircraft leasing and other leases.

Pursuant to DOCG1 and DOCG2 (which are in the same form), each group company has guaranteed payment of the debts owed to the creditors of each other group company. The Voluntary Administrators will admit for voting purposes the creditors of any group company as contingent creditors of all the other group companies. Creditors are required (if possible) to identify the group company/ies that is/are the principal debtor/s in respect of their claim in their proof of debt and proxy (i.e., the company/ies that directly owe/s the debt, which is typically the company/ies you had a contractual relationship with, the company/ies which paid you and/or the company/ies you issued invoices to). The Voluntary Administrators will:

- Treat any vote cast in respect of the principal debtor as being a vote cast in the same amount in respect of each other group company; and
- Disregard as duplicative of the arrangement in DOCG1/DOCG2 any separate guarantee given by, or other joint indebtedness of, a group company in respect of a debt owed by the principal debtor. This does not, however, affect the rights of creditors who have claims against companies in both DOCG1 and DOCG2, who are entitled to claim in full against companies in both groups.

Further guidance is set out below as to how voting will occur in relation to the DOCG1 and DOCG2 groups.

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<sup>3</sup> Virgin Australia Holdings Limited, the entities it controls and interests in associates, consistent with how it prepares its consolidated financial statements and the definition of control and associate in section 9 of the Corporations Act.

The Voluntary Administrators have not been appointed to all the entities that are included in the Consolidated Group for financial reporting purposes, most notably, the entities that operate the Velocity Frequent Flyer business (**Velocity Group**). The effect of our appointment to 41 entities in the Consolidated Group has given the Voluntary Administrators control of the business operated by VAH and its subsidiaries, except for the Velocity Group, which continues to operate on a standalone basis. Refer to the Voluntary Administrators' Report to Creditors which contains the corporate structure of VAH and its subsidiaries and identifies the entities over which we are appointed.

## Deed of Company Arrangements (DOCAs) and the Bain DOCA proposal

The Voluntary Administrators' Report to Creditors provides information on the Bain DOCA proposal and we recommend creditors read it carefully before casting their vote. It provides detailed information on the Bain DOCA proposal, our opinion on the Bain DOCA proposal and our opinion on the resolutions being presented. The report also provides information on how the DOCA process will work and what will happen in the event resolutions are not passed at the meeting.

Bain has proposed a DOCA Structure with ten DOCAs covering all entities under administration:

- A single pooled DOCA relating to each company that is party to DOCG1 and 14 non-operational dormant entities that are not subject to DOCG1 (collectively, the **Primary DOCA**).
- A single pooled DOCA relating to each company that is party to DOCG2 (**International DOCA**).
- Multiple DOCAs (8) for the entities which are not party to any deed of cross guarantee and carry on operations and/or contains creditors (collectively, the **Subsidiary DOCAs**). These DOCAs will be grouped based on the assets and liabilities in each, as follows:
  - A pooled DOCA for SH20141 and SH20142 (**Subsidiary DOCA 1**).
  - Individual DOCAs for each remaining company, which will be subject to a DOCA but is not party to the Primary DOCA, International DOCA or Subsidiary DOCA 1 (**Subsidiary DOCAs 2 to 8**).

At **Appendix A**, we have set out the DOCA classification and the DOCA that is applicable to each of the Virgin Group entities.

Refer to the Voluntary Administrators' Report to Creditors for further details of the key features of the DOCAs on the Voluntary Administrators' website [here](#).

### Voting on the DOCAs

For the purposes of voting on the DOCAs, the Voluntary Administrators have presented resolutions for voting in a few groups (**DOCA Group or Resolution Groups**) in line with the Bain DOCA proposals (e.g. Primary Group, International Group and various Subsidiary Groups).

Depending on which Virgin Group company or entities your claim(s) relate to, you will be asked to vote on resolutions for one or more of these groups or in relation to resolutions for an individual company of the Virgin Group.

For the DOCAs to come into effect, the majority of creditors present at the second meeting of creditors, who also hold the majority in value regarding their claims will need to pass a resolution voting in favour of the DOCAs at the meeting.

As such, the creditors' vote on resolutions will be assessed both on:

- A 'count of hands' basis with a creditor receiving a vote on a resolution regardless of the value of their claims
- On the basis of the value of the claims that are voted on a particular resolution.

### Voting Scenarios

We have set out below some scenarios in the following to assist creditors in understanding which DOCA or Resolution Groups you may be asked to vote on and how creditors' votes will be counted in these DOCA or Resolution Groups, particularly for those with multiple claims admitted against multiple Virgin Group entities. However, as general guidelines:

- If you are an admitted creditor of one of the entities in a DOCA or Resolution Group, you will be a creditor of this group and you (or your proxy) will be asked to record your vote in relation to this group in Halo. Where you have claims in more than one Resolution Group, you will be asked to vote in each Resolution Group.

- You may have claims against more than one company in a DOCA or Resolution Group. In most cases, you will have one ‘count of hands’ vote counted against each of the entities you are a creditor of and the aggregate of your claims against all entities in the Group counted.

For example, if you have a claim against VAH Newco No.1 Pty Ltd and VB Leaseco Pty Ltd in in the Primary DOCA group, you will be entitled to one ‘count of hands’ vote in respect of each of these entities (i.e. two votes in the Primary DOCA group) and on a dollar basis, your voting entitlement in the Primary DOCA group would be the aggregate of your claims against these two entities.

For ease of voting (and to reflect the effect of the DOCG1 and DOCG2), you will only need to access the voting in Halo for the Primary DOCA once to record your vote across this voting entitlement.

- If you have ‘cross-guarantee’ claims against different entities in the same Resolution Group, you will be entitled to one ‘count of hands’ vote for the value of the ‘primary’ claim (and not the claims for cross guarantee).
- If you have ‘cross-guarantee’ claims against different entities in different Resolution Groups, then you will be entitled to one vote at the value of the ‘primary’ claim for Resolution Group you are a primary creditor of and another vote at the value of the cross guaranteed claim in the second and third Resolution Group (and so forth).

The Voluntary Administrators have developed the below claim scenarios A to E so you can understand how your vote is counted:

**Scenario A**

You have three different claims against one company in one Resolution or DOCA Group:

- You will cast one vote in Halo, and your vote is counted **once**
- The vote value is the sum of the three admitted values from the different claims.

Scenario A		Resolution Groups				Non-DOCG Entity	Times you will be asked to vote in Halo	Number of votes	Vote value (admitted)
		DOCG 1		DOCG 2		Entity E			
		Entity A	Entity B	Entity C	Entity D				
Different claims against entities in same Group	Claim 1	\$500					1	1	\$1,000 DOCG1
	Claim 2	\$200							
	Claim 3	\$300							

**Scenario B**

You have two different claims against two different entities. These entities are in **different** Resolutions or DOCA Groups:

- You will cast two votes, and your vote is counted **twice**
- The vote value is the admitted value in each Resolution Group

Scenario B		Resolution Groups				Non-DOCG Entity	Times you will be asked to vote in Halo	Number of votes	Vote value (admitted)
		DOCG 1		DOCG 2		Entity E			
		Entity A	Entity B	Entity C	Entity D				
Different claims against entities in different Groups	Claim 1	\$500					2	2	\$500 DOCG1 & \$500 DOCG2
	Claim 2			\$500					

**Scenario C**

You have two different claims against two different entities in the same resolution group, and a claim against a non-DOCG company

- Halo will ask you to cast two votes, and your vote is counted **three times**
- The vote value is the admitted value in each Resolution Group
- If your claims are against different entities in the same resolution group, you will cast one vote and the vote value will be the sum of the admitted values in that Resolution group

Scenario C		Resolution Groups				Non-DOCG Entity	Times you will be asked to vote in Halo	Number of votes	Vote value (admitted)
		DOCG 1		DOCG 2		Entity E			
		Entity A	Entity B	Entity C	Entity D				
Different claims against different entities in the same Group AND a Non-DOCG entity	Claim 1	\$500					2	3 2 for DOCG1; and 1 for Entity E	\$800 DOCG1 & \$100 Entity E
	Claim 2	\$100							
	Claim 3		\$300						
	Claim 4					\$100			

**Scenario D including cross-guarantee claims**

You have two identical claims (cross-guaranteed) against two different entities which are in the same Resolution Group:

- You will cast one vote, and your vote is counted **once**.
- The vote value is one of the claims only as they are the same claim simply lodged against two entities in the same DOCG.

Scenario D		Resolution Groups				Non-DOCG Entity	Times you will be asked to vote in Halo	Number of votes	Vote value (admitted)
		DOCG 1		DOCG 2		Entity E			
		Entity A	Entity B	Entity C	Entity D				
'Cross-guarantee' claims against different entities in the same Group (Claim 1 primary and Claim 2 cross-guaranteed)	Claim 1	\$200					1	1 DOCG1	\$200 DOCG1
	Claim 2		\$200						

**Scenario E including cross-guarantee claims**

You have five claims (cross-guarantee claims), four against two different entities in different Resolution Groups, and one against a non-DOCG entity:

- Halo will ask you to cast three votes, and your vote is counted **three times**.
- The vote value is the total of the admitted value of one of the claims in each Resolution Group and non-DOCG entity.

Scenario E	Resolution Groups				Non-DOCG Entity	Times you will be asked to vote in Halo	'Count of hands' vote	Vote value (admitted)
	DOCG 1		DOCG 2		Entity E			
	Entity A	Entity B	Entity C	Entity D				
'Cross-guarantee' claims against different entities in different Groups AND a non-DOCG entity (Claim 1 primary and Claims 2, 3 and 4 cross-guaranteed)	Claim 1	\$200				3	3  1 for DOCG1; 1 for DOCG 2 and 1 for Entity E	\$200 DOCG1; \$200 DOCG2 and \$100 Entity E
	Claim 2			\$200				
	Claim 3			\$200				
	Claim 4			\$200				
	Claim 5				\$100			

**Resolutions**

In the Halo voting platform, creditors will be asked to resolve whether:

- The Virgin Group execute the Bain DOCAs as proposed in the Voluntary Administrators’ Report to Creditors; or
- The Virgin Group be wound up; or
- The administrations of the Virgin Group should end.

Please note that these options will be voted as a group with the creditor selecting ‘For’ one of the options and voting either ‘Against’ or ‘Abstain’ on the other two options:

- A response – either ‘For’, ‘Against’ or ‘Abstain’ must be registered for each resolution or the Halo platform will not allow the vote to be recorded.
- In voting ‘For’ one of these options, the Halo platform will automatically populate a vote ‘Against’ the other two options.
- A vote ‘For’ more than one of options will not be considered a valid vote.
- A vote ‘Against’ all three resolutions will be an invalid vote.

The exact wording of these resolutions will vary slightly depending on which Resolution Group or Virgin Group entities you are voting in relation to and the name of the specific DOCA that the resolution relates to.

The Voluntary Administrators will also be seeking resolutions regarding the formation of a joint committee of inspection (COI) in the DOCAs and Creditors’ Trust, or liquidation, based on the resolutions passed by creditors. It is proposed that creditors vote to approve the existing members of the COI to continue in any COI established in the DOCA, Creditors’ Trust or liquidation. We have consulted with the members and [31] have consented to being nominated for a future COI. Creditors will be invited to consider whether a COI should be formed, and if so, if the existing members should be appointed.

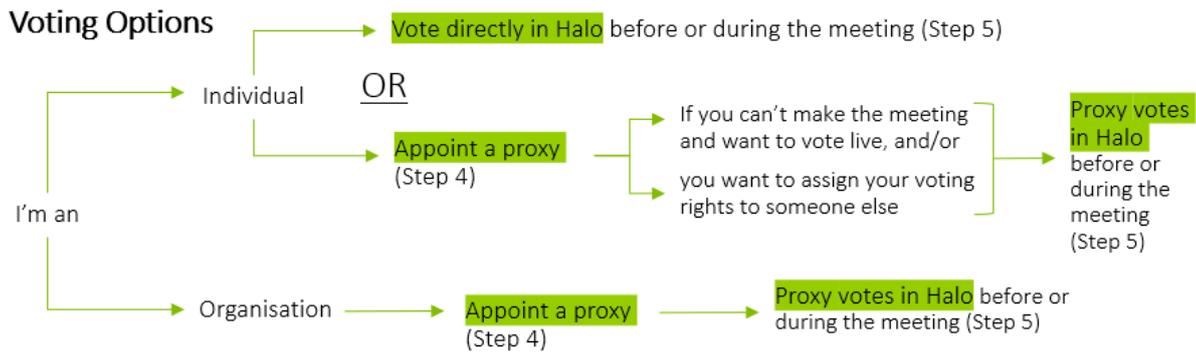
Further information in relation to the resolutions can be found in the Voluntary Administrators’ Report to Creditors [here](#).

### Options on when to vote

The voting event in Halo will open on 5:00pm (AEST) **Tuesday 25 August 2020**.

Once the voting event has started in Halo, there will be a yellow banner on your **'My Claims'** dashboard which will say **'Start Voting'**. If your claim is admitted for voting, you can log into Halo and click **'Vote or Select Proxy'** on your claim's dashboard.

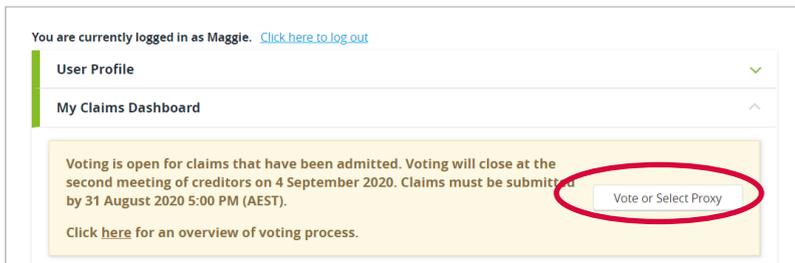
Whether voting directly as an individual or as a proxy, you will have the opportunity to vote from the time that this voting window opens up through the close of voting live during the second creditors' meeting on **Friday 4 September 2020**:



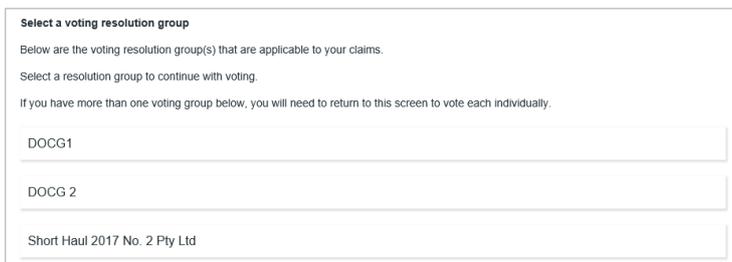
Please consider your vote carefully as once submitted in the Halo platform you will not be able to change your vote. If you have made a voting error, please contact Halo Help team [here](#) and they will be able to assist you.

## Cast your vote – the process

- ✓ To cast your vote, click **'Vote or Select Proxy'** on your **'My Claims'** dashboard. If you have been appointed as a Proxy and need to cast a vote, you will click **'Vote'** on your **'My Proxy'** dashboard



- ✓ If you are voting for multiple creditors under multiple entities, select the relevant Resolution Group or single company you would like to vote for first.



- ✓ Select the creditor(s) you would like to cast a vote for and click **'Continue'**. You can vote all creditors at once for ease.

<input type="checkbox"/>	CREDITOR	CREDITOR TYPE	ADMITTED AMOUNT	ENTITIES	VOTING STATUS
<input type="checkbox"/>	Creditor 3 - Maggie	Organisation	150,000.00	Short Haul 2018 No. 1 Pty Ltd	NOT VOTED
<input checked="" type="checkbox"/>	Creditor 7 Maggie	Individual	400,000.00	Short Haul 2017 No. 2 Pty Ltd	NOT VOTED

Buttons: Back, Continue

- ✓ Choose your answer to the displayed resolution(s) and click **'Submit'**. A warning message will appear explaining that once a vote is submitted, it cannot be changed.

The screenshot shows a 'Resolutions' screen with a 'Nominate Proxy (Optional)' button. It instructs the user to vote 'For' one resolution. Two resolution groups are shown, each with 'For', 'Against', and 'Abstain' buttons. The 'Submit' button is highlighted in green.

- ✓ Voting status will now be **'Voted'** on relevant claims on your **'My Claims'** dashboard.

<input type="checkbox"/>	V1213594C	Creditor 8 Maggie	Entity A	Unsecured Customer	AUD 150,000.00	Admitted for [150,000.00]	VOTED
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- ✓ To **view** your vote, click **'Vote'** or **Select proxy'** on your **'My Claims Dashboard'**

User Profile

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My Claims Dashboard

Voting is open for claims that have been admitted. Voting will close at the second meeting of creditors on 4 September 2020. Claims must be submitted by 31 August 2020 5:00 PM (AEST). Vote or Select Proxy

Click [here](#) for an overview of voting process.

- ✓ Find the creditor which you want to view the vote for and click the **'Voted'** box to view your vote. The selected votes will then be displayed.

Matthew Simpson 15	Employee	50,000.00	Virgin Australia Airlines Pty Ltd	VOTED
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- ✓ If you are voting for multiple Resolution Groups, you will need to click **'Vote or Select Proxy'** when returned to the **'My Claims'** dashboard from the first vote. If you have been appointed as a Proxy and need to cast another vote in another Resolution Group, you will click **'Vote'** on your **'My Proxy'** dashboard.

User Profile

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My Claims Dashboard

Voting is open for claims that have been admitted. Voting will close at the second meeting of creditors on 4 September 2020. Claims must be submitted by 31 August 2020 5:00 PM (AEST). Vote or Select Proxy

Click [here](#) for an overview of voting process.

- ✓ Select the next relevant Resolution Group or single company you would like to vote for, then select creditors and resolution voting as per first Resolution Group above.

## FAQs on casting your vote

### How does the voting work?

Interim laws were introduced in May 2020 which change the way resolutions are passed. The interim laws require all votes taken at a virtual meeting to be taken on a poll, not a show of hands. This means that, to calculate the outcome of each resolution, the Chairperson must calculate the number and dollar value of each vote in favour together with the number and dollar value of each vote against. A resolution is taken to have passed if a majority in both number and dollar value have voted in favour.

### Can I change my Vote?

Once a vote is submitted, it cannot be changed unless you contact the Halo Help team. We recommend you read the Voluntary Administrators' Report to Creditors carefully to assist you. If you are unsure of how to vote before the meeting, you can wait to vote on **4 September 2020**. If you have made a voting error, please contact Halo Help team [here](#) and they will be able to assist you.

### When do I vote?

You can start voting from **5:00 pm (AEST) 25 August 2020** until voting closes during the meeting on **4 September 2020**. Once the voting event has started, there will be a yellow banner on your **'My Claims'** dashboard which will say **'Start Voting'**.

### Can I attend the meeting and not vote?

As a creditor you are able to attend the meeting and not vote. You will, in those circumstances, be attending as an "observer". For instance, some creditors such as Bond Holders and employees may have appointed a proxy to vote on their behalf and may still attend the meeting.

### When will creditors know the outcome of the vote?

The result of the vote will be announced at the second meeting of creditors.

### What happens when I submit a new claim and I've already voted?

If the new claim is owed by the same company or owed by a company in the same Resolution Group which has already been voted on with existing claims, you will not have to cast another vote. The creditor's admitted value for the vote will be updated to reflect the newly admitted claim.

If the new claim is owed by a company in a different Resolution Group, you will need to cast another vote. The new claim will appear on your **'My Claims'** dashboard and have the voting status of **'Action'**.

### Which entities are in each resolution group?

The below table in **Appendix A** provides a list of the entities in each resolution group

# Glossary and abbreviations

Term or abbreviation	Definition
Administration/voluntary administration	The voluntary administration of the Virgin Group
Administrators or Voluntary Administrators or us/we/our	Vaughan Strawbridge, John Greig, Salvatore Algeri & Richard Hughes
Bain	BC Hart Aggregator, LP
Bond Holder	Holders of listed and unlisted unsecured bonds or notes issued by VAH
Deloitte	Deloitte Financial Advisory Pty Ltd
DOCA	Deed of Company Arrangement
DOCA Structure	The Bain DOCA proposal include the Primary DOCA, International DOCA and Subsidiary DOCAs (8)
DOCG	A deed of cross guarantee executed by certain entities in the Group in accordance with ASIC Corporations (Wholly owned Companies) Instrument 2016/785
DOCG1	Deed of Cross Guarantee dated 18 June 2007
DOCG2	Deed of Cross Guarantee dated 18 June 2012
GST	Goods and services tax
Non-DOCG entities	Meaning all entities in voluntary administration that are not part of DOCG Group 1 or DOCG Group 2
Primary DOCA	Companies proposed to be in the DOCA which includes those noted as such in Appendix A
International DOCA	Companies proposed to be in the DOCA which includes those noted as such in Appendix A
Virgin Group	Virgin Australia Holdings Limited and the subsidiaries listed in Appendix A
Voluntary Administrators' Report to Creditors	Refer to the Report to Creditors pursuant to section 75-225 of the Insolvency Practice Rules (Corporations) dated 25 August 2020
ASA	Asset Sale Agreement
Velocity Group	Velocity Frequent Flyer business
Sale Deed	Binding transaction documents signed by the Voluntary Administrators on 26 June 2020
DOCA Group or Resolution Groups	Groups of resolutions for voting at the Second Meeting of Creditors scheduled for 4 September 2020.

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Term or abbreviation	Definition
Subsidiary DOCA	Multiple DOCAs (8) for the nine entities which are not party to any deed of cross guarantee and carry on operations and/or contains creditors
Subsidiary DOCA 1	Pooled DOCA for SH20141 and SH20142 which have the same financial creditors
Subsidiary DOCAs 2 to 8	Individual DOCAs for each remaining company, which will be subject to a DOCA but is not party to the Primary DOCA, International DOCA or Subsidiary DOCA 1
COI	Committee of Inspection
IPR	Insolvency Practice Rules
Registered Holder	AUD listed noteholders on the noteholder registers maintained by BTA Institutional Services Australia Ltd

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# Appendix A – entities under administration

No.	Name	Date of appointment of voluntary administrators	ACN	Abbreviation	DOCG Group	DOCA Group
1	VAH Newco No.1 Pty Ltd	20-Apr-20	ACN 160 881 345	VAH Newco 1	DOCG 1	Primary DOCA
2	VB Leaseco Pty Ltd	20-Apr-20	ACN 134 268 741	VB Leaseco	DOCG 1	Primary DOCA
3	VB Ventures Pty Ltd	20-Apr-20	ACN 125 139 004	VB Ventures	DOCG 1	Primary DOCA
4	Virgin Australia Airlines Holdings Pty Ltd	20-Apr-20	ACN 093 924 675	VAAH	DOCG 1	Primary DOCA
5	Virgin Australia Cargo Pty Ltd	20-Apr-20	ACN 600 667 838	VAC	DOCG 1	Primary DOCA
6	Virgin Australia Holidays Pty Ltd	20-Apr-20	ACN 118 552 159	VA Holidays	DOCG 1	Primary DOCA
7	Virgin Tech Pty Ltd	20-Apr-20	ACN 101 808 879	VT	DOCG 1	Primary DOCA
8	VB Investco Pty Ltd	03-Aug-20	ACN 101 961 095	VB Investco	DOCG 1	Primary DOCA
9	VAH Newco No.2 Pty Ltd	20-Apr-20	ACN 160 881 354	VAH Newco 2	DOCG 1	Primary DOCA
10	Virgin Australia Holdings Ltd	20-Apr-20	ACN 100 686 226	VAH	DOCG 1	Primary DOCA
11	Virgin Australia Airlines Pty Ltd	20-Apr-20	ACN 090 670 965	VAA	DOCG 1	Primary DOCA
12	Virgin Australia Regional Airlines Pty Ltd	20-Apr-20	ACN 008 997 662	VARA	DOCG 1	Primary DOCA
13	A.C.N. 098 904 262 Pty Ltd	20-Apr-20	ACN 098 904 262	ACN 098 904 262	DOCG 1	Primary DOCA
14	Tiger Airways Australia Pty Limited	20-Apr-20	ACN 124 369 008	Tiger	DOCG 1	Primary DOCA
15	737 2012 No. 2 Pty Ltd	20-Apr-20	ACN 154 225 064	737 20122	Non-DOCG entity	Primary DOCA
16	737 2012 No.1 Pty. Ltd.	20-Apr-20	ACN 154 201 859	737 20121	Non-DOCG entity	Primary DOCA
17	Short Haul 2016 No. 1 Pty Ltd	20-Apr-20	ACN 612 766 328	SH20161	Non-DOCG entity	Primary DOCA
18	Short Haul 2016 No. 2 Pty Ltd	20-Apr-20	ACN 612 796 077	SH20162	Non-DOCG entity	Primary DOCA
19	Short Haul 2017 No. 1 Pty Ltd	20-Apr-20	ACN 617 644 390	SH20171	Non-DOCG entity	Primary DOCA

No.	Name	Date of appointment of voluntary administrators	ACN	Abbreviation	DOCG Group	DOCA Group
20	VA Hold Co Pty Ltd	20-Apr-20	ACN 165 507 157	VA Holdco	Non-DOCG entity	Primary DOCA
21	VA Lease Co Pty Ltd	20-Apr-20	ACN 165 507 291	VA Leaseco	Non-DOCG entity	Primary DOCA
22	VA Regional Leaseco Pty Ltd	20-Apr-20	ACN 127 491 605	VARL	Non-DOCG entity	Primary DOCA
23	VB LH 2008 No. 1 Pty Ltd	20-Apr-20	ACN 134 280 354	VBLH20081	Non-DOCG entity	Primary DOCA
24	VB LH 2008 No. 2 Pty Ltd	20-Apr-20	ACN 134 288 805	VBLH20082	Non-DOCG entity	Primary DOCA
25	VBNC5 Pty Ltd	20-Apr-20	ACN 119 691 502	VBNC5	Non-DOCG entity	Primary DOCA
26	Virgin Australia 2013-1 Issuer Co Pty Ltd	20-Apr-20	ACN 165 507 326	VA20131	Non-DOCG entity	Primary DOCA
27	Virgin Australia International Holdings Pty Ltd	20-Apr-20	ACN 155 860 021	VAIH	DOCG 2	International DOCA
28	VB PDP 2010-11 Pty Ltd	20-Apr-20	ACN 140 818 266	VB PDP	Non-DOCG entity	Primary DOCA
29	Tiger International Number 1 Pty Ltd	28-Apr-20	ACN 606 131 944	Tiger 1	DOCG 2	International DOCA
30	Virgin Australia Airlines (SE Asia) Pty Ltd	20-Apr-20	ACN 097 892 389	VSEA	DOCG 2	International DOCA
31	Virgin Australia International Operations Pty Ltd	20-Apr-20	ACN 155 859 608	VAIO	Non-DOCG entity	Primary DOCA
32	Virgin Australia International Airlines Pty Ltd	20-Apr-20	ACN 125 580 823	VAIA	DOCG 2	International DOCA
33	Short Haul 2014 No. 1 Pty Ltd	20-Apr-20	ACN 600 809 612	SH20141	Non-DOCG entity	Subsidiary DOCA 1
34	Short Haul 2014 No. 2 Pty Ltd	20-Apr-20	ACN 600 878 199	SH20142	Non-DOCG entity	Subsidiary DOCA 1
35	Short Haul 2017 No. 2 Pty Ltd	20-Apr-20	ACN 617 644 443	SH20172	Non-DOCG entity	Subsidiary DOCA 2
36	Short Haul 2018 No. 1 Pty. Ltd.	20-Apr-20	ACN 622 014 831	SH20181	Non-DOCG entity	Subsidiary DOCA 3
37	VA Borrower 2019 No. 1 Pty Ltd	20-Apr-20	ACN 633 241 059	VA20191	Non-DOCG entity	Subsidiary DOCA 4
38	VA Borrower 2019 No. 2 Pty Ltd	20-Apr-20	ACN 637 371 343	VA20192	Non-DOCG entity	Subsidiary DOCA 5
39	VB Leaseco No 2 Pty Ltd	20-Apr-20	ACN 142 533 319	VB Leaseco2	Non-DOCG entity	Subsidiary DOCA 6
40	VB 800 2009 Pty Ltd	20-Apr-20	ACN 135 488 934	VB 800	Non-DOCG entity	Subsidiary DOCA 7
41	Short Haul 2017 No. 3 Pty. Ltd.	20-Apr-20	ACN 622 014 813	SH20173	Non-DOCG entity	Subsidiary DOCA 8



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