

16 November 2020

TO CREDITORS AND EMPLOYEES

Dear Sir / Madam

Virgin Australia Holdings Ltd ACN 100 686 226 and certain subsidiaries listed in Appendix A (all subject to Deed of Company Arrangement) (Virgin Group or Companies)

I refer to our previous correspondence with respect to the voluntary administration of the entities listed in Appendix A, in particular the Circular to Creditors and Employees dated 21 September 2020, and the ten Deeds of Company Arrangement (**DOCAs**) entered into by the Companies on 25 September 2020.

Excluded Contracts

Contracts that were entered into prior to the commencement of the voluntary administration on 20 April 2020 and that will continue after the completion of the DOCAs on existing terms or terms as renegotiated with the Companies are referred to in the DOCAs as 'Excluded Contracts'.

The Excluded Contracts under each DOCA were listed in the Excluded Contracts Schedule to each of the DOCAs published on our website on 25 September 2020.

In some cases continuation of the Excluded Contracts was made conditional on the provision of express waivers of termination rights and/or the entry into amendment agreements to reflect renegotiated terms and such contracts being included in an Excluded Contracts Designation Notice in respect of each DOCA to be provided to the Deed Administrators no later than two business days prior to completion. Contracts in these categories were listed in Parts 2, 3 and 4 of the Excluded Contracts Schedules.

Excluded Contracts Designation Notices

Copies of the Excluded Contracts Designation Notices have now been published on our website at <http://www.deloitte.com/au/virgin>. These lists of Excluded Contracts are the definitive lists of contracts entered into prior to the commencement of the voluntary administration that will continue post-completion of the DOCAs on existing terms or as renegotiated.

Part 1 of the Excluded Contracts Designation Notices lists the contracts that were identified in Part 1 of the Excluded Contracts Schedules. There were no conditions to the continuation of these Excluded Contracts following completion of the DOCAs.

Contracts that were identified in Parts 2, 3 and 4 of the Excluded Contracts Schedules but do not appear in the corresponding parts of the Excluded Contracts Designation Notices will not be continued, as the conditions to the continuation of those contracts have not been satisfied or waived.

Part 5 of the Excluded Contracts Designation Notices lists additional contracts that have been designated as Excluded Contracts that were not identified in the original Excluded Contracts Schedules.

Contracts not designated as Excluded Contracts

Contracts which were entered into prior to the commencement of the voluntary administration and are not identified in the Excluded Contracts Designation Notice as Excluded Contracts will not be performed by the relevant Companies going forward. Counterparties to those contracts may be entitled to participate in the Creditors' Trust to be established under the terms of the DOCAs in respect of any claims under those contracts.

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All services to be provided to the Companies after Completion of the DOCAs that are not the subject of Excluded Contracts will be contracted as required and will require entry into a new arrangement with the relevant Companies.

Any new contracts that have been entered into since the commencement of the voluntary administration are not affected by the DOCAs. These contracts will continue in accordance with their terms.

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', with a horizontal line extending to the right.

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