

Virgin Australia Holdings Limited and certain subsidiaries (All Administrators Appointed)

Update on frequently asked questions (FAQs)

3 September 2020

Since issuing their report to creditors dated 25 August 2020 (Report), the Voluntary Administrators have received a number of questions ahead of the second meeting of creditors on 4 September 2020. Provided below is an update to the FAQs outlined in section 1.9 of their Report.

The concurrent second meeting of creditors of Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226 and each of its subsidiaries listed on www.deloitte.com/au/virgin is to be held Friday, 10:00am (AEST) on 4 September 2020 (second meeting).

To attend the second meeting creditors must register their details here VAHregistrationform.deloitte.com.au.

Question	Response
Information for customers	
1. I have a credit for a cancelled flight. What does this mean for me?	<p>You should have received separate communications on how this process affects you. If, not, please refer to information on the Virgin website here: https://travel.virginaustralia.com/au/coronavirus-update/change-cancel</p> <p>Under the terms of the sale of the Virgin Group to Bain, following completion of the sale, Virgin Group will provide you with a new credit for an amount equal to any remaining value on your Conditional Credit (Future Flight credit). Future Flight credits will be available for booking flights up to 31 July 2022 with travel valid until 30 June 2023. Bookings using your credit will be subject to seat availability within the fare class reserved for Future Flight credits on your selected flight, and will be subject to its own terms and conditions.</p> <p>If you choose to use the total value of your Conditional Credit prior to completion of the sale to Bain, you will not receive a Future Flight credit.</p> <p>In the event the sale of the business to Bain is unable to be completed, then it is likely the business will be wound down and you may be an unsecured creditor in the liquidation of the Group in respect to your Future Flight Credit. This means that you will be unlikely to receive compensation for the value of your ticket or booking as we presently estimate there will be no return to unsecured creditors in this scenario.</p>
2. I have a booking that was made prior to the appointment of the Voluntary Administrators, which has been cancelled. Am I entitled to a refund for my cancelled flight?	<p>Due to the appointment of Voluntary Administrators, the Virgin Group's ability to provide refunds for bookings made prior to the date of administration (20 April 2020) (Pre-administration Bookings) is impacted.</p> <p>Ordinarily, customers with Pre-administration Bookings would be considered unsecured creditors with claims against the Group. This includes customers whose requests for refunds were approved by the Virgin Group prior to it entering voluntary administration, but such refunds had not yet been processed at the time of the appointment of the Voluntary Administrators.</p> <p>As unsecured creditors, customers' claims would rank equally with the claims of other unsecured creditors, such as trade suppliers, contractors, landlords, bondholders etc. The effect of the legislation that governs the voluntary administration process is to put claims of creditors on hold during the voluntary administration to provide breathing space while the company's future is resolved.</p> <p>There are insufficient funds within the Virgin Group to pay all of its outstanding creditors in full. However, while the Group is unable to provide refunds on pre-administration bookings, the Voluntary Administrators have arranged for a Conditional Credit to be provided to</p>

Question	Response
	<p>customers for use on domestic flights operated by Virgin Australia Airlines or Virgin Australia Regional Airlines during the administration period. Under the sale of the Virgin Group to Bain, following completion of the sale, Bain has agreed to provide Conditional Credit holders (including customers with future dated travel whose flights are subsequently cancelled and re-accommodation options aren't available on another flight) with a new Future Flight Credit (FFC) of equal value, in lieu of a distribution from the external administration. For further information on FFCs, please refer to question 1 above and section 9.5.7 of the Report.</p>
<p>3. What amount of return will customers who claimed as a creditor receive?</p>	<p>As advised under question 1, under the sale of the Virgin Group to Bain, following completion of the sale, Virgin Group will provide you with a new credit for an amount equal to any remaining value on your Conditional Credit. This will be in lieu of a distribution of a distribution from the proposed Creditors' Trust.</p> <p>In the event the sale of the business to Bain is unable to be completed, then it is likely the business will be wound down and you may be an unsecured creditor in the liquidation of the Group in respect to your Conditional Credit. This means that you will be unlikely to receive compensation for the value of your ticket or booking as we presently estimate there will be no return to unsecured creditors in this scenario.</p>
<p>4. What is the process for submitting a claim as a customer?</p>	<p>The deadline to register claims in order to participate and vote at the second meeting of creditors has now passed. You may still lodge a claim in the administration at this juncture through the Deloitte Halo platform: https://virgin.deloitte-halo.com, however, in the event the DOCAs are approved by creditors at the meeting of creditors on 4 September 2020, once the DOCA completes eligible customers will receive an entitlement to an FFC (only) and any claims for refunds or other monetary compensation will be released. This means customers will not be eligible to make a claim in the Creditors' Trust. As stated in question 2, there are insufficient funds within the Virgin Group to pay all of its outstanding creditors in full and creditors eligible to participate in the Creditors' Trust will receive an average distribution of between 9 and 13 cents of the amount they are owed.</p>
<p>5. What options are available to me as a customer with a claim in the Voluntary Administration?</p>	<p>As we have stated above, under the sale of the Virgin Group to Bain, following completion of the sale, Virgin Group will provide you with a Future Flight credit for an amount equal to any remaining value on your Conditional Credit in lieu of a distribution from the proposed Creditors' Trust.</p> <p>Note the deadline to register claims in order to participate and vote at the second meeting of creditors has now passed. You may still lodge a claim in the administration at this juncture through the Deloitte Halo platform: https://virgin.deloitte-halo.com, however, in the event the DOCAs are approved by creditors at the meeting of creditors on 4 September, eligible customers will receive an entitlement to an FFC (only) and any claims for refunds or other monetary compensation will be released. This means customers will not be eligible to make a claim in the Creditors' Trust. As stated in question 2, there are insufficient funds within the Virgin Group to pay all of its outstanding creditors in full and creditors eligible to participate in the Creditors' Trust will receive an average distribution of between 9 and 13 cents of the amount they are owed.</p>
<p>6. What dates can I use the conditional credits?</p>	<p>Conditional credits are available for use during the voluntary administration period and are currently available for booking and travel by up to 23 September, however this date remains subject to change. In the event the Bain DOCA is approved by creditors at the meeting on 4 September, the remaining value of your Conditional Credit will be converted to a new FFC. FFCs will be available for use on bookings up to 31 July 2022 (with travel valid until 30 June 2023) subject to the terms and conditions of the FFC policy.</p>
<p>7. Why are Future Flight Credits subject to seat availability within the fare class reserved for Future Flight credits on a selected flight and subject to terms and</p>	<p>These are the terms of the offer put forward by Bain as part of their proposal to purchase the Virgin Group business.</p>

Question	Response
conditions?	
8. Will conditional flight credits be converted into the Virgin Australia Travel Bank function?	<p>In the event the Bain DOCA is approved by creditors at the meeting on 4 September, Virgin Australia will provide you with a new FFC for an amount equal to any remaining value on your Conditional Credit. FFCs will be available for use once Virgin Australia has exited administration.</p> <p>The terms, conditions and use of your FFC will be different from the existing Virgin Australia Travel Bank. Virgin Australia will provide guests holding FFCs with more information on how to use your FFC to make a booking. In the meantime, customers can continue to use their conditional credit to make a booking for travel during the administration period.</p>
9. Who do I contact if my luggage is lost on a Virgin Australia flight or have a different compensation claim?	<p>Virgin Australia will continue to manage lost and damaged baggage claims as well as other compensation claims in line with the applicable commercial policies, terms and conditions of carriage, Australian Consumer Law and other applicable laws. The compensatory remedies available to affected customers will differ depending on the timing of the claim and the voluntary administration of the company.</p> <p>Virgin Australia will continue to assess Baggage Claims for flights on or after 21 April 2020 in accordance with its usual process, regardless of the date of your original booking.</p> <p>Further information on the process for making Baggage Claims is available on the Virgin Australia or Tiger Airways websites:</p> <ul style="list-style-type: none"> • https://www.virginaustralia.com/au/en/plan/baggage/delayed-damaged-baggage • https://tigerair.com.au/prepare-to-fly/baggage/lost-baggage <p>For compensation claims other than baggage claims, where the claim relates to a Pre-administration Booking, you may be entitled to a Conditional Credit for use during the voluntary administration period which will be replaced with a new Future Flight credit if the Bain DOCA is approved by creditors.</p> <p>Claims arising in connection to bookings that were made during the voluntary administration period may be eligible for normal compensation under the existing policies and guidelines.</p>
10. What options are available if I live overseas and can't make use of the conditional flight credits?	<p>Due to the appointment of Voluntary Administrators, Virgin Australia's ability to provide refunds for Pre-administration Bookings, including for international customers, is impacted.</p> <p>Under the sale of the Virgin Group to Bain, following completion of the sale, customers can use their FFC for bookings up until 31 July 2022 and valid for travel until 30 June 2023. The extended date range under the FFC will hopefully provide guests with booking flexibility as border and travel restrictions change over time.</p>
11. Will credits for customers who had pre-existing travel credits prior to Voluntary Administration be maintained dollar for dollar and usable exactly as they were previously to purchase flights?	<p>Under the sale of the Virgin Group to Bain, customers with pre-administration travel credits (such as Virgin Australia Travel Bank credits) will be entitled to FFCs for the value of their existing travel credits (dollar for dollar). FFCs will be available for use in the fare class reserved for these credits and will be subject to new terms and conditions. More information will be provided about the use of FFCs in due course.</p>
12. If I have already lodged a claim in the Voluntary Administration for a refund or other compensation, instead of accepting the Conditional Credits offered, am I still eligible for Future Flight Credits offered by Bain under the DOCA?	<p>Yes, if you are a customer who is eligible for FFCs, you are not required to take any action in the administration in order to receive your FFC should the Bain DOCA be approved by creditors at the second meeting.</p> <p>Even if you have lodged a claim in the Voluntary Administration, your eligibility for FFCs is not affected as your claim against the Virgin Group will be released under the terms of the Bain DOCA.</p>
General information for creditors	
13. Why am I receiving this Report?	<p>You are receiving this Report because you have been identified as being owed money by the Virgin Group. This may include those customers who have paid for a flight but not yet taken</p>

Question	Response
	<p>it, are holding credits (including Conditional Credits issued during the Voluntary Administration), or who had bookings on cancelled flights where no refund, credit, re-accommodation on another flight, or alternative compensation has currently been provided.</p> <p>The Virgin Group is under a voluntary administration regime and we have been appointed Voluntary Administrators of the Virgin Group. More information on the voluntary administration process can be found on the Australian Securities and Investments (ASIC) website here: https://asic.gov.au/regulatory-resources/insolvency/insolvency-for-creditors/voluntary-administration-a-guide-for-creditors/</p>
14. Who is in control of the Group?	<p>The Voluntary Administrators are in control of the Group. We are working with Management to manage the operations of the Group. The Directors are providing assistance to the Voluntary Administrators.</p> <p>From 1 July 2020 Bain became responsible for all liabilities incurred by the Group from trading the business. An interim funding agreement was entered into with Bain on 26 June 2020 which provided \$125m in interim funding to the Voluntary Administrators for the purpose of funding the trading of the business from 1 July 2020 to completion of the sale to Bain.</p>
15. When will I get paid the money I am owed?	<p>Under the voluntary administration process described in the ASIC website referred to in question 13, repayment of any money owed to creditors is put on hold until the future of a company can be resolved at the second meeting of creditors.</p> <p>The estimated outcomes for different types of creditors is summarised at section 1.5 and explained in more detail at section 11.</p>
16. What is the second meeting of creditors for?	<p>Under the law that governs how voluntary administrations are conducted, after investigating the affairs of the company and forming an opinion on each of the three options available to creditors (below), including an opinion as to which option is in the best interests of creditors, the administrator must call a second creditors' meeting. At this meeting, creditors are given the opportunity to decide the future of the companies in the Virgin Group. Creditors can decide at this meeting to:</p> <ol style="list-style-type: none"> 1. Accept a deed of company arrangement; or 2. Return the company to the control of the directors; or 3. Put the company into liquidation.
17. What is the Voluntary Administrators' opinion on the three options?	<p>It is our opinion that it is in the creditors' interests to approve the DOCAs proposed by Bain as this will result in a significantly greater return to creditors than would be achieved if the Companies were wound up.</p> <p>We have provided our opinion and reasons for our opinion at section 1.7 and section 12 of our Report. We recommend creditors read these sections carefully.</p> <p>Our opinion is that the proposal put forward by Bain is in the best interest of creditors and it provides for the continued trading of the Group and the ongoing employment for the majority of employees.</p>
18. When is the second meeting of creditors?	<p>The second meeting of creditors will be a virtual, online meeting and will be scheduled for 10:00am AEST on Friday 4 September 2020. Further information is contained at section 14.</p>
19. Do I need to attend the meeting?	<p>Attendance at the meeting is not compulsory. You may submit a vote prior to the meeting or arrange for a person to represent you at the meeting by way of 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. Instructions on how to submit a proxy are detailed in section 14 and Appendix C.</p>
20. What is a DOCA?	<p>A 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 provides the agreement and process by which a</p>

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	<p>company will pay all or part of its debts and then be free of those debts. 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. More information on DOCAs can be found on the Australian Securities and Investments website below. The terms of the DOCAs are described in section 9.</p> <p>https://asic.gov.au/regulatory-resources/insolvency/insolvency-for-creditors/voluntary-administration-a-guide-for-creditors/#deed-of-company-arrangement/</p>
<p>21. The Report refers to secured and unsecured creditors. Which one am I?</p>	<p>The ASIC website referred to in question 13 explains the difference between a secured and unsecured creditor. For example, customers who hold tickets for bookings not honoured by the Virgin Group and creditors who hold notes or bonds are both unsecured creditors.</p> <p>Employees are a special class of unsecured creditor. Under the Corporations Act, employee claims are usually paid in priority to the claims of other unsecured creditors.</p>
<p>22. Why do some creditors get different returns in the DOCAs?</p>	<p>The law governing the voluntary administration process, the Corporations Act, specifies the ranking of different classes of creditors in voluntary administrations and liquidations. These rankings may be amended under a DOCA. If a DOCA is approved by creditors at a meeting of creditors, then unsecured creditors will be bound by the terms of the DOCA.</p> <p>Bain has proposed the terms of the DOCAs, including the amount they are willing to contribute to the different classes of creditors.</p>
<p>23. Why don't creditors get to vote on the other offers received to buy the business?</p>	<p>The Corporations Act sets down how the voluntary administration process works, the powers and obligations of the Voluntary Administrators and the role and rights of creditors. Subject to the overriding obligation to act in the best interests of the company and its creditors, a voluntary administrator has the statutory power to sell a company's business or to sell individual assets in the lead up to the second meeting. At the second meeting, the law specifies the three options available to creditors: end the voluntary administration and return the company to the directors' control; approve a deed of company arrangement; or wind up a company and appoint a liquidator. A voluntary administrator must give their opinion as to which of these options is in the creditors' interest.</p> <p>On 26 June 2020 we signed binding transaction documents with Bain to sell, by exercising our power of sale, the business and assets of the Group to Bain. As part of that agreement Bain has provided \$125 million to allow the business to continue to trade from 1 July 2020 to completion of the sale transaction. Based on information available to us and our review of the offers received for the purchase of the Group we concluded that the Bain offer was the best offer received. We are therefore of the opinion that it is in the best interest of the Group and its creditors for the Group to execute the DOCAs proposed by Bain, to be voted on by creditors at the second meeting.</p>
<p>24. What are Bain's plans for the Group?</p>	<p>Bain's plan for the Group is to ensure a stronger, more profitable and competitive Virgin Australia coming out of voluntary administration. Their focus will be on delivering exceptional experiences at great value with the Group's core domestic and short-haul international business flights.</p> <p>Their plan includes resetting the Group to meet lower global and Australian demand and includes the following:</p> <ul style="list-style-type: none"> • Reduction in cost base to meet sector uncertainty and COVID-19 market conditions. • Securing approximately 6,000 jobs when the market recovers with 3,000 roles impacted. • A simplified all-Boeing 737 mainline fleet and the retention of the regional and charter fleet, but removing ATR, Boeing 777, Airbus A330 and Tigerair Airbus A320 aircraft types. • Long-haul international flying is an important part of Bain's plan but is suspended until global travel market recovers.

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	<ul style="list-style-type: none"> • Tigerair Australia brand is to be discontinued with Air Operator Certificate (AOC) and necessary support maintained to provide for the option of ultra-low-cost operations when the market recovers. • Continued commitment to regional and charter flying. <p>Under Bain's ownership, the Group will provide customers with the value of travel credits post administration with validity dates extended for bookings made prior to the Voluntary Administration.</p>
25. What happens to the entitlements owed to employees?	Under the Bain DOCA proposal or sale by ASA to Bain, all employee entitlements will be met in full. The entitlements of all continuing employees including all annual, personal and long service leave accrued will be paid in the normal course. Any employees made redundant will be paid all their entitlements in full including annual, personal and long service leave accrued, superannuation and any redundancy entitlements including payment in lieu of notice.
26. How can I vote at the second meeting?	The voting process is described in section 14 and Appendix C .
27. Can I vote at the second meeting even though I can't attend?	Yes, you can lodge a vote by submitting a proxy through the Deloitte Halo platform https://virgin.deloitte-halo.com/ . You must be registered and have lodged a claim on the Deloitte Halo platform that has been admitted for voting purposes by the Voluntary Administrators in order to be able to submit a proxy through the Deloitte Halo platform. 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. Instructions on how to submit a proxy are detailed in section 14 and Appendix C . If you are a Bond Holder, different voting processes may apply depending upon your status and the type of notes you hold. Please see section 14.2 for a summary of Bond Holder voting procedures.
28. How does the voting work?	The voting process is described in Appendix C . The ASIC website referred to at question 13 describes how the voting works in normal circumstances. However, interim laws were introduced in May 2020 which change the way how resolutions are passed. The interim laws require that all votes taken at a virtual meeting must be taken on a poll, not a show of hands. This means that, to calculate the outcome of each resolution, the administrator 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.
29. Will I still be bound by the DOCA even if I don't vote in favour of it?	A DOCA binds all unsecured creditors, even if they voted against it. It also binds owners and lessors of property and secured creditors as regards the release of their claims, but does not prevent them from exercising their property rights as lessors or secured creditors. .
30. Why did the company fail?	Our reasons for failure of the Group and the explanation by the Directors is detailed in section 5.6 .
31. Have the Voluntary Administrators identified any offences and funds that could be recovered?	The results of our investigations are summarised at section 1.6 and explained in detail at section 6 .
32. What happens next if the DOCAs are approved at the meeting?	<p>If creditors vote for the proposals that the Companies enter into DOCAs, the Companies must sign the deed within 15 business days of the creditors' meeting, unless the Court allows a longer time. If this doesn't happen, the Companies will automatically go into liquidation, with the voluntary administrator becoming the liquidator.</p> <p>The DOCAs are expected to complete on or before 31 October 2020. The Voluntary Administrators will remain in control of the Group (as Deed Administrators) while it is under the DOCAs. Once the conditions precedent to completion of the DOCAs have been met, the DOCAs will be finalised and control of the Group will be handed to Bain. The claims of eligible creditors who are owed money will be transferred into a Creditors' Trust. It is our intention to pay a distribution to creditors from the Creditors' Trust between six and nine</p>

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33. Is my proof of debt final	<p>months from the commencement of the Creditors' Trust. Further information on the DOCAs and Creditors' Trust are contained at sections 9 and 10.</p> <p>No, the proofs of debt loaded on Halo have been assessed for the purpose of the second meeting of creditors only.</p> <p>A formal process of calling for proofs of debt and adjudication on claims will occur before a dividend is declared and paid. This will provide time for creditors to update their proofs of debt if required.</p>
34. What will happen to the value of my note or bond, should the Bain DOCAs be approved by creditors at the second meeting of creditors?	<p>It is not currently possible for ASX listed securities to be traded on the exchange. However, the trading of the Notes over the counter are still allowed. There is no restriction on trading any of the unlisted notes issued by Virgin either at this stage. Bondholders are unsecured creditors in the Administration. If the DOCAs are approved by creditors, Bond Holders will be entitled to participate in distributions from the Creditors' Trust Fund and will be paid the same dividend rate as other unsecured creditors.</p>
35. What return will shareholders receive?	<p>On 30 June 2020 the Voluntary Administrators made an announcement on the ASX advising that they have reasonable grounds to believe there is no likelihood that shareholders of Virgin Australia Holdings Limited will receive any distribution for their shares. This is because there will be insufficient funds to pay all creditors in full for the amounts they are owed and shareholders are only entitled to receive a return on their shares once all creditors are paid in full.</p>
36. When will creditors be informed of the outcome of the second meeting of creditors?	<p>Creditors will be notified as soon as possible after the meeting on the outcome of voting. In addition, an announcement will be made on the ASX and released publicly. The minutes of the second meeting will be lodged with the Australian Securities and Investments (ASIC) and will be available on the Deloitte Virgin website. In the event resolutions are passed at the meeting approving the DOCAs, creditors will also be notified once the DOCAs are executed.</p>
37. How are claims in international currency being converted into AUD?	<p>Section 554C of the Corporations Act specifies how claims against a company in foreign currency should be converted to Australian dollars. It states that unless there was an agreement between the parties, the foreign currency claim should be converted into Australian dollars using the opening carded on demand airmail buying rate from the Commonwealth Bank of Australia as at the appointment date. We have obtained this rate from the CBA as at 20 April 2020.</p>
38. When is the sale process expected to be completed?	<p>This is answered in question 32 above.</p>
39. When will creditors be notified of the amount of return they will receive?	<p>In section 11 of their Report, the Voluntary Administrators provided an estimate of the dividend (also known as a distribution or return) to the different creditor groups. The exact amount will not be known until they undertake the adjudication process, whereby they review and assess the claims of every creditor who is eligible to receive a return and determine the final amount of all creditor claims.</p> <p>The Voluntary Administrators expect this adjudication process to be complex. In section 11.2.6 of their Report the Voluntary Administrators have outlined the factors and limitations influencing the Voluntary Administrators' estimate of the return. In table 26 of their Report, the Voluntary Administrators have provided the timing of the return if the sale of the business to Bain is to be completed by a DOCA compared to being completed under an asset sale agreement (ASA).</p> <p>Under a DOCA, it is estimated that an interim distribution or return to creditors whose claims have been approved or admitted, will be paid 6 to 9 months following the creation of the Creditors' Trust. It is estimated that the Creditors' Trust will be established approximately two months after the second meeting of creditors but it will depend on the timing of key events as set down in table 29 of the Report. It is expected that it would take 18 – 36 months to pay an interim distribution to creditors in the event the sale of the business to Bain is completed by an ASA. The Voluntary Administrators will commence their adjudication process approximately two months prior to payment of the dividend by</p>

Question	Response
40. Who is responsible for the payment of entitlements for those employees who have been made redundant?	requesting creditors submit details of their claims together with appropriate evidence to support their claim. Under the terms of the sale to Bain, they are providing funds for the payment of any employees that are being made redundant. The Voluntary Administrators and Deed Administrators will be responsible for organising these payments when they become due if the redundancy occurs while the Group is in administration or a Deed of Company Arrangement. Once the DOCAs complete, then Bain will organise for the payment of any redundancies that may occur after this date.
