



This is the Excluded Contracts Designation Notice for the purposes of, and as defined in, the Deed of Company Arrangement dated 25 September 2020 in relation to Virgin Australia International Holdings Ltd and certain of its subsidiaries (**IG DOCA**).

The Deed Proponent delivers this notice to the Deed Administrators pursuant to clause 10.1 of the IG DOCA.

Capitalised terms used in this notice and not otherwise defined have the meaning given to them in the IG DOCA.

A reference to a contract in this notice is a reference to that contract as amended, supplemented, novated or restated prior to or on the date of Completion of the IG DOCA, including any amendment or supplement entered into after the Commencement Date.

This notice is divided into the following parts:

- **Part 1:**

Part 1 of this notice sets out the contracts that were listed in Part 1 of Schedule 6 (Excluded Contracts) to the IG DOCA (**Excluded Contracts Schedule**). These contracts are Excluded Contracts under the IG DOCA.

- **Part 2:**

Part 2 of this notice sets out the contracts that were listed in Part 2 of the Excluded Contracts Schedule and in respect of which either:

- (a) the counterparty has waived or will waive, prior to or with effect from Completion, any event of default or breach by the relevant Deed Company which occurred on or prior to the Commencement Date or which may occur during the Deed Period or on Completion insofar as the Creditor would be entitled to terminate the contract or (where applicable) take possession of or otherwise recover from a Deed Company property leased under that contract; or
- (b) the Deed Proponent designates the contract as an Excluded Contract notwithstanding that the counterparty has not satisfied the requirements of paragraph (a).

These contracts are Excluded Contracts under the IG DOCA.

- **Part 3:**

Part 3 of this notice sets out the contracts that were listed in Part 3 of the Excluded Contracts Schedule and in respect of which either:

- (a) the conditions to the inclusion of that contract as an Excluded Contract for the purposes of the IG DOCA identified in Part 3 of the Excluded Contracts Schedule for that contract have been satisfied (or are to be satisfied on the date of Completion of the IG DOCA); or
- (b) the Deed Proponent designates the contract as an Excluded Contract notwithstanding that the counterparty has not satisfied the requirements of paragraph (a).

These contracts are Excluded Contracts under the IG DOCA provided that any conditions to the designation of that contract as an Excluded Contract identified in Part 3 of this notice for that contract are satisfied by no later than the date of Completion of the IG DOCA.

- **Part 4:**

Part 4 of this notice sets out the contracts (including any lease) relating to an aircraft leasing or financing transaction that were listed in Part 4 of the Excluded Contracts Schedule and in respect of which the relevant Deed Company has entered into an amendment agreement with the relevant counterparties, and any conditions to the effectiveness of the amendments contemplated by the amendment agreement have been satisfied (or are to be satisfied on the date of Completion of the IG DOCA).

Contracts listed in Part 4 of this notice are Aircraft Excluded Contracts under the IG DOCA, provided that any conditions to the designation of that contract as an Aircraft Excluded Contract identified in Part 4 of this notice for that contract are satisfied by no later than the date of Completion of the IG DOCA.

- **Part 5:**

Part 5 of this notice sets out certain contracts that were not listed in the Excluded Contracts Schedule but that are designated by the Deed Proponent as an Excluded Contract under the IG DOCA. These contracts are Excluded Contracts under the IG DOCA.



Part 1

Number	Division	Stream	Supplier	Virgin Australia Parties	Contract	Date
2361	Engineering	Supply	MTU Maintenance Hannover GmbH	Virgin Australia International Airlines Pty Ltd	Agreement for the Supply of Engine Overhaul and Repair services GE90-115B Engines	1/09/2011
3196	CCO	Revenue & Alliances	Etrawler Company Number 93433	Virgin Australia International Airlines Pty Ltd & ors	CarTrawler Agreement_28102013	28/10/2013
3909	Revenue	Revenue & Alliances	Aircalin	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	28/12/2012
3912	Revenue	Revenue & Alliances	Air Canada	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	20/05/2016
3913	Revenue	Revenue & Alliances	Air China Limited	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	20/11/2012
3914	Revenue	Revenue & Alliances	Air India Ltd	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	9/10/2013
3915	Revenue	Revenue & Alliances	Air Mauritius Limited	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	22/11/2012
3916	Revenue	Revenue & Alliances	Air New Zealand Limited	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	28/10/2018
3918	Revenue	Revenue & Alliances	Air Tahiti Nui	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	1/08/2018
3919	Revenue	Revenue & Alliances	Alaska Airlines	Virgin Australia International Airlines Pty Ltd & ors	Multilateral Prorate Agreement	1/05/2020
3920	Revenue	Revenue & Alliances	Alitalia - Societa Aerea Italiano S.p.A	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	11/09/2015



3921	Revenue	Revenue & Alliances	Asiana Airlines	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	1/05/2013
3922	Revenue	Revenue & Alliances	All Nippon Airways	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	29/07/2015
3923	Revenue	Revenue & Alliances	Austrian Airlines AG	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	1/10/2019
3926	Revenue	Revenue & Alliances	Beijing Capital Airlines Co.	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	1/08/2016
3927	Revenue	Revenue & Alliances	Cathay Pacific	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	8/01/2013
3929	Revenue	Revenue & Alliances	China Airlines	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	1/07/2013
3930	Revenue	Revenue & Alliances	China Southern	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	8/01/2013
3931	Revenue	Revenue & Alliances	Delta Air Lines Inc	Virgin Australia International Airlines Pty Ltd	Interline Passenger Ticketing and Baggage Agreement	15/12/2008
3932	Revenue	Revenue & Alliances	Etihad Airways PJSC	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	13/11/2013
3933	Revenue	Revenue & Alliances	EVA Airways	Virgin Australia International Airlines Pty Ltd & ors	EVA Airways Bilateral Agreement	1/02/2016
3934	Revenue	Revenue & Alliances	Fiji Airways	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement - Air Pacific	13/06/2013
3935	Revenue	Revenue & Alliances	Garuda International	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	28/12/2012
3936	Revenue	Revenue & Alliances	Hanh Air Lines Gmbh	Virgin Australia International Airlines Pty Ltd & ors	MITA Agreement	1/11/2018



3937	Revenue	Revenue & Alliances	Hawaiian Airlines Inc	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	7/01/2013
3939	Revenue	Revenue & Alliances	Hong Kong Airlines Limited	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	1/11/2016
3940	Revenue	Revenue & Alliances	Korean Airlines	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	15/07/2013
3941	Revenue	Revenue & Alliances	KLM Royal Dutch Airlines	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	16/02/2016
3942	Revenue	Revenue & Alliances	Deutsche Lufthansa	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement with Austrian Airlines AG / Deutsche Lufthansa AG / Swiss International Limited	1/10/2019
3943	Revenue	Revenue & Alliances	Malaysia Airlines Berhad	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	2/01/2013
3945	Revenue	Revenue & Alliances	Philippine Airlines Inc	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	15/04/2013
3947	Revenue	Revenue & Alliances	Qatar Airways	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	20/11/2012
3948	Revenue	Revenue & Alliances	Royal Brunei Airlines Sdn Bhd	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	4/12/2012
3949	Revenue	Revenue & Alliances	Singapore Airlines Limited	Virgin Australia International Airlines Pty Ltd & ors	Unilateral Interline traffic Agreement - SIA Group	3/05/2011
3950	Revenue	Revenue & Alliances	Scot Pte Ltd	Virgin Australia International Airlines Pty Ltd & ors	Unilateral Interline Agreement	15/07/2014
3952	Revenue	Revenue & Alliances	South African Airways SOC LTD	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	13/01/2013



3953	Revenue	Revenue & Alliances	SWISS International	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement with Austrian Airlines AG/Deutsche Lufthansa AG/Swiss International	1/10/2019
3954	Revenue	Revenue & Alliances	Thai Airways International Public Company Ltd	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement - Passenger	1/04/2013
3955	Revenue	Revenue & Alliances	Tianjin Airlines	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	1/06/2017
3956	Revenue	Revenue & Alliances	United Airlines Inc	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	23/03/2015
3957	Revenue	Revenue & Alliances	Vietnam Airlines	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	13/01/2013
3958	Revenue	Revenue & Alliances	Virgin Atlantic Airways Limited	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	27/02/2009
3961	Revenue	Revenue & Alliances	Qantas Airways Limited	Virgin Australia International Airlines Pty Ltd & ors	Special Reaccommodation Agreement	8/04/2019
3962	Revenue	Revenue & Alliances	Jetstar Airways	Virgin Australia International Airlines Pty Ltd & ors	Special Reaccommodation Agreement	1/09/2019
3963	Revenue	Revenue & Alliances	Air Vanuatu	Virgin Australia International Airlines Pty Ltd & ors	Air Vanuatu Reaccommodation Agreement	1/10/2015
3964	Revenue	Revenue & Alliances	Capitex Pty Ltd T/A Air North	Virgin Australia International Airlines Pty Ltd & ors	Reaccommodation Agreement	1/09/2019
3966	Revenue	Revenue & Alliances	Solomon Airlines Limited	Virgin Australia International Airlines Pty Ltd & ors	Reaccommodation Agreement	1/01/2016
3967	Revenue	Revenue & Alliances	Air Canada	Virgin Australia International Airlines Pty Ltd & ors	Codeshare Agreement	7/04/2017



3974	Revenue	Revenue & Alliances	Hawaiian Airlines Inc	Virgin Australia International Airlines Pty Ltd & ors	Codeshare Agreement	7/09/2019
3976	Revenue	Revenue & Alliances	Singapore Airlines Limited	Virgin Australia International Airlines Pty Ltd & ors	Reciprocal Codeshare Agreement - SIA Group	2/02/2012
3977	Revenue	Revenue & Alliances	South African Airways SOC LTD	Virgin Australia International Airlines Pty Ltd & ors	Codeshare Agreement	23/11/2013
3982	Revenue	Revenue & Alliances	Singapore Airlines Limited	Virgin Australia International Airlines Pty Ltd & ors	Alliance Framework Agreement	6/06/2011
4105	Revenue	Revenue & Alliances	Alliance Airlines Pty Limited	Virgin Australia International Airlines Pty Ltd & ors	Master ACMI Wetlease Services Agreement (excluding all SOWs)	18/02/2019
4226	Revenue	Revenue & Alliances	Hainan Airlines Company Ltd	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement	28/09/2016
4227	Revenue	Revenue & Alliances	Silkair (Singapore) Private Limited	Virgin Australia International Airlines Pty Ltd & ors	Unilateral Interline traffic Agreement (Passenger)	2/06/2011
4228	Revenue	Revenue & Alliances	Silkair (Singapore) Private Limited	Virgin Australia International Airlines Pty Ltd & ors	Reciprocal Codeshare Agreement (Passenger)	2/02/2012
4229	Revenue	Revenue & Alliances	All Nippon Airways	Virgin Australia International Airlines Pty Ltd & ors	All Nippon Codeshare Agreement	24/09/2019
4232	Revenue	Revenue & Alliances	Skywest Airlines Inc	Virgin Australia International Airlines Pty Ltd	Codesharing Agreement	27/07/2010
4298	Revenue	Revenue & Alliances	Aircalin	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	1/03/2018
4300	Revenue	Revenue & Alliances	Air Canada	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	15/02/2018
4301	Revenue	Revenue & Alliances	Air China Limited	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	1/07/2016



4302	Revenue	Revenue & Alliances	Air India Ltd	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	15/11/2013
4304	Revenue	Revenue & Alliances	Air Mauritius Limited	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	24/10/2012
4305	Revenue	Revenue & Alliances	Air New Zealand Limited	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	10/09/2018
4306	Revenue	Revenue & Alliances	Air Tahiti Nui	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	1/09/2018
4307	Revenue	Revenue & Alliances	Asiana Airlines	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	1/08/2014
4308	Revenue	Revenue & Alliances	All Nippon Airways	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	10/03/2020
4310	Revenue	Revenue & Alliances	Cathay Pacific	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	1/06/2016
4311	Revenue	Revenue & Alliances	China Southern	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	13/01/2013
4313	Revenue	Revenue & Alliances	Delta Air Lines Inc	Virgin Australia International Airlines Pty Ltd & ors	Special Purpose Agreement	15/10/2017
4319	Revenue	Revenue & Alliances	EVA Airways	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	16/01/2016
4320	Revenue	Revenue & Alliances	Fiji Airways	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	1/06/2016
4321	Revenue	Revenue & Alliances	Garuda Indonesia	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	1/12/2018
4323	Revenue	Revenue & Alliances	Hawaiian Airlines Inc	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	27/03/2019



4324	Revenue	Revenue & Alliances	Korean Airlines	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	15/07/2013
4325	Revenue	Revenue & Alliances	KLM Royal Dutch Airlines	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	1/11/2016
4326	Revenue	Revenue & Alliances	Malaysia Airlines Berhad	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	1/07/2014
4327	Revenue	Revenue & Alliances	Philippine Airlines Inc	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	17/04/2013
4328	Revenue	Revenue & Alliances	Qatar Airways	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	10/12/2019
4329	Revenue	Revenue & Alliances	Scoot Pte Ltd	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	1/10/2019
4330	Revenue	Revenue & Alliances	Thai Airways International Public Company Ltd	Virgin Australia International Airlines Pty Ltd & ors	Special Prorate Agreement	1/04/2013
4501	Customer & Product	Supply	Delta Air Lines Inc	Virgin Australia International Airlines Pty Ltd & ors	Lounge Usage Agreement	8/07/2009
4502	Customer & Product	Supply	Etihad Airways PJSC	Virgin Australia International Airlines Pty Ltd & ors	Lounge Access Agreement	26/08/2010
4503	Customer & Product	Supply	Etihad Airways PJSC	Virgin Australia International Airlines Pty Ltd & ors	Amendment and Restatement Etihad Guest Reciprocal Participation Agreement	15/04/2013
4507	Customer & Product	Supply	Virgin Atlantic Airways Ltd	Virgin Australia International Airlines Pty Ltd	Premium Customer Handling Agreement	1/02/2010
4509	Customer & Product	Supply	South African Airways SOC Limited	Virgin Australia International Airlines Pty Ltd & ors	TERM SHEET FOR INTERIM PREMIUM CUSTOMER HANDLING AND	30/04/2015



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South African Airways and Virgin
Australia

Counterparty	Virgin Australia Parties	Contract	Date
International Air Transport Association	Virgin Australia International Airlines Pty Ltd	<p>Agreements in respect of the participation in the following IATA programs:</p> <ul style="list-style-type: none"> • IATA Membership • IATA Operational Safety Audit (IOSA) • Simplified Invoicing Settlement (SIS) • Billing and Settlement Plans (BSP) Participation, • Multilateral Interline Traffic Agreements (MITA) • IATA Clearing House (ICH) • IATA Coding • IATA Publications • IATA Training • Ticket Tax Box Service (TTBS) • Revenue Accounting Tax Database (RATB) 	22/03/2011
International Air Transport Association & anor	Virgin Australia International Airlines Pty Ltd	Audit Agreement	16/01/2015
Airlines Reporting Corporation	Virgin Australia International Airlines Pty Ltd	<ul style="list-style-type: none"> • Carrier Services Agreement • Data Processing Agreement • Agent Reporting Agreement • Corporate Travel Department Reporting Agreement 	



- Sovereign Entity Agent Reporting Agreement
- Sovereign Entity CTD Reporting Agreement



Part 2

Number	Division	Stream	Supplier	Virgin Australia Parties	Contract	Date
4102	Revenue	Revenue & Alliances	Alliance Airlines Pty Limited	Virgin Australia International Airlines Pty Ltd & ors	Marketing and Distribution Agreement	30/06/2019



Part 3

3.1 Merchant Facilities

Worldpay Merchant Facility

The contract described below in relation to the Worldpay Merchant Facility is an Excluded Contract under the IG DOCA subject to the 'Effective Time' under the Merchant Services Agreement - Amendment Deed dated on or about the date of Completion of the IG DOCA between Worldpay (UK) Limited, Worldpay Limited, Worldpay AP Ltd, Worldpay Pty Ltd, Virgin Australia Airlines Pty Limited ACN 090 670 965, Virgin Australia International Airlines Pty Ltd ACN 125 580 823 and BC Hart Aggregator, L.P. occurring on the date of Completion of the IG DOCA.

1. Merchant Services Agreement between VAA, VAIA, Worldpay (UK) Limited, a company incorporated under the laws of England and Wales with company number 07316500, Worldpay Limited, a company incorporated under the laws of England and Wales with company number 03424752, Worldpay AP Ltd, a company incorporated under the laws of England and Wales with company number 05593466 and Worldpay Pty Ltd ACN 603 950 287 dated 21 June 2017 as amended from time to time and most recently by the Amendment Agreement entered into in 2019.
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American Express Merchant Facility

The contract described below in relation to the American Express Merchant Facility is an Excluded Contract under the IG DOCA subject to the 'Effective Time' under the Worldwide Agreement For American Express® Card Acceptance – Amendment Agreement dated 23 October 2020 between, amongst others, American Express Travel Related Services Company, Inc, Virgin Australia Airlines Pty Limited ACN 090 670 965 and BC Hart Aggregator, L.P. occurring on the date of Completion of the IG DOCA.

2. Worldwide Agreement for American Express Card Acceptance between VAA and American Express Travel Related Services Company, Inc., a New York (U.S.A.) corporation as well as VAIA, VARA, VAA (SE Asia), Virgin Holidays, VAC, Tiger Airways and Tiger International dated 1 July 2018.
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Diners Club Merchant Facility

The contract described below in relation to the Diners Club Merchant Facility is an Excluded Contract under the IG DOCA subject to the 'Effective Time' under the Air Carrier Agreement – Amendment Deed dated on or about the date of Completion of the IG DOCA between Diners Club International Ltd, Diners Club Australia Pty Ltd, Virgin Australia Airlines Pty Limited and Virgin Australia International Airlines Pty Ltd and BC Hart Aggregator, L.P. occurring on the date of Completion of the IG DOCA.



3. Air Carrier Agreement Terms and Conditions between VAA, VAIA and Diners Club International Ltd dated 18 December 2009.

3.2 Other

Number	Division	Stream	Supplier	Virgin Australia Parties	Contract	Date
3971	Revenue	Revenue & Alliances	Etihad Airways PJSC	Virgin Australia International Airlines Pty Ltd & ors	Codeshare Agreement	1/10/2010
3980	Revenue	Revenue & Alliances	Etihad Airways PJSC	Virgin Australia International Airlines Pty Ltd & ors	Commercial Cooperation Agreement	26/08/2010



Part 4

MSN 39924

Each contract described below in relation to MSN 39924 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Date' under the Lease Amendment Agreement in respect of one (1) Boeing 737-8FE aircraft manufacturer's serial number 39924 dated 21 October 2020 between, amongst others, Pioneer Aircraft Leasing UK Limited as lessor, VB Leaseco No 2 Pty Ltd as lessee, Virgin Australia Airlines Pty Ltd as sublessee and Virgin Australia International Airlines Pty Ltd as subsublessee occurring on the date of Completion of the IG DOCA.

1. Aircraft Subsublease between VAA and VAIA dated 7 December 2014.

2. Subordination Agreement between Pioneer Aircraft Leasing UK Limited, VAA and VAIA and VB Leaseco No 2 dated 7 June 2016.

3. Deregistration Power of Attorney between VB Leaseco No 2, VAA and VAIA dated 5 June 2019.

MSN 40699

Each contract described below in relation to MSN 40699 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Date' under the Lease Amendment Agreement in respect of one (1) Boeing 737-8FE aircraft manufacturer's serial number 40699 dated 23 October 2020 between, amongst others, Goshawk Aviation Leasing UK 1 Limited as lessor, VB Leaseco Pty Ltd as lessee, Virgin Australia Airlines Pty Ltd as sublessee and Virgin Australia International Airlines Pty Ltd as subsublessee occurring on the date of Completion of the IG DOCA.

4. Aircraft SubSublease Agreement between VAA and VAIA dated 7 December 2014.

5. Aircraft SubSublease Amendment Agreement between VAA and VAIA dated on or about 29 March 2018.

6. Subordination Acknowledgment from VAIA, VAA and VB Leaseco and acknowledged by Goshawk Aviation Leasing UK 1 Limited dated 29 March 2018.

7. Assignment of Insurances between VAIA as assignor and Goshawk Aviation Leasing UK 1 Limited as assignee dated 29 March 2018.



8. Deregistration Power of Attorney from VAIA dated 29 March 2018.
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MSN 39925

Each contract described below in relation to MSN 39925 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Date' under the Lease Amendment Agreement dated 4 September 2020 between Keos Aviation UK Limited as lessor, MAPS 2018-1 Limited as lessor guarantor, VB LeaseCo No 2 Pty Ltd (administrators appointed) as lessee, Virgin Australia Airlines Pty Ltd (administrators appointed) as sublessee and lessee guarantor, Virgin Australia International Airlines Pty Ltd (administrators appointed) and BC Hart Aggregator, L.P. occurring on the date of Completion of the IG DOCA.

9. Sub-Sublease Agreement between VAA and VAIA dated 28 November 2012
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10. Sub-Sublease Amendment Deed between VAA and VAIA dated on or about 2 April 2015
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11. Deregistration Power of Attorney from VAIA in favour of Keos Aviation UK Limited dated 2 July 2018
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MSNs 40700, 40701 and 40702

Each contract described below in relation to MSNs 40700, 40701 and 40702 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Time' under the Omnibus Amendment and Agreement dated 11 November 2020 between Virgin Australia International Airlines Pty Ltd (subject to deed of company arrangement) ABN 63 125 580 823 as sub-sublessee, Virgin Australia Airlines Pty Ltd (subject to deed of company arrangement) ABN 36 090 670 965 as sublessee, VB LeaseCo Pty Ltd (subject to deed of company arrangement) ABN 29 134 268 741 as lessee, Short Haul 2014 No. 2 Pty Ltd (subject to deed of company arrangement) ACN 600 878 199 as lessor, Short Haul 2014 No. 1 Pty Ltd (subject to deed of company arrangement) ACN 600 809 612 as lessor parent, Virgin Australia Holdings Limited (subject to deed of company arrangement) ABN 54 100 686 226, Virgin Australia Airlines Pty Ltd (subject to deed of company arrangement) ABN 36 090 670 965, Virgin Australia Airlines Holdings Pty Ltd (subject to deed of company arrangement) ABN 19 093 924 675, Virgin Australia International Airlines Pty Ltd (subject to deed of company arrangement) ABN 63 125 580 823 and Virgin Australia International Holdings Pty Ltd (subject to deed of company arrangement) ACN 155 860 021, each as a VA Guarantor, BC Hart Aggregator, L.P. as Bain, Export-Import Bank of the United States as Ex-Im Bank Lender, UMB Bank, National Association as Ex-Im Loan Agent, UMB Bank, National Association not in its individual capacity, but solely as security trustee and Export-Import Bank of the United States, as an agency of the United States of America occurring on the date of Completion of the IG DOCA.

12. Master Subsublease Deed (Permitted sublease) between VAA as sublessee and VAIA as subslessee dated 24 August 2014.
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13. VA Guarantee Agreement between VAH, VAA, VAAH, VAIA and VAIH, each a guarantor, and TD Bank, N.A. as Ex-Im Bank lender and Ex-Im Bank loan agent, VAA as commercial lender and commercial loan agent to the extent that it is not a guarantor, Wells Fargo Bank Northwest, National Association as security trustee, CBA Corporate Services (NSW) Pty Limited as Australian security trustee and Export Import Bank of the United States, each a beneficiary dated 22 August 2014.
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MSN 40700

Each contract described below in relation to MSN 40700 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Time' under the Omnibus Amendment and Agreement dated 11 November 2020 between Virgin Australia International Airlines Pty Ltd (subject to deed of company arrangement) ABN 63 125 580 823 as sub-subslessee, Virgin Australia Airlines Pty Ltd (subject to deed of company arrangement) ABN 36 090 670 965 as subslessee, VB LeaseCo Pty Ltd (subject to deed of company arrangement) ABN 29 134 268 741 as lessee, Short Haul 2014 No. 2 Pty Ltd (subject to deed of company arrangement) ACN 600 878 199 as lessor, Short Haul 2014 No. 1 Pty Ltd (subject to deed of company arrangement) ACN 600 809 612 as lessor parent, Virgin Australia Holdings Limited (subject to deed of company arrangement) ABN 54 100 686 226, Virgin Australia Airlines Pty Ltd (subject to deed of company arrangement) ABN 36 090 670 965, Virgin Australia Airlines Holdings Pty Ltd (subject to deed of company arrangement) ABN 19 093 924 675, Virgin Australia International Airlines Pty Ltd (subject to deed of company arrangement) ABN 63 125 580 823 and Virgin Australia International Holdings Pty Ltd (subject to deed of company arrangement) ACN 155 860 021, each as a VA Guarantor, BC Hart Aggregator, L.P. as Bain, Export-Import Bank of the United States as Ex-Im Bank Lender, UMB Bank, National Association as Ex-Im Loan Agent, UMB Bank, National Association not in its individual capacity, but solely as security trustee and Export-Import Bank of the United States, as an agency of the United States of America occurring on the date of Completion of the IG DOCA.

14. Master Subsublease Deed Supplement No. 2 between VAA as subslessee and VAIA as subslessee dated 17 September 2014.
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15. Notice to Subsublessee pursuant to Specific Security Agreement – Contractual Rights (Permitted Sublease) between VAA, CBA Corporate Services (NSW) Pty Limited, VAIA and VB Leaseco dated 17 September 2014.
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MSN 40701

Each contract described below in relation to MSN 40701 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Time' under the Omnibus Amendment and Agreement dated 11 November 2020 between Virgin Australia International Airlines Pty Ltd (subject to deed of company arrangement) ABN 63 125 580 823 as sub-subslessee, Virgin Australia Airlines Pty Ltd (subject to deed of company arrangement) ABN 36 090 670 965 as subslessee, VB LeaseCo Pty Ltd (subject to deed of company arrangement) ABN 29 134 268 741 as lessee, Short Haul 2014 No. 2 Pty Ltd (subject to deed of company arrangement) ACN 600 878 199 as lessor, Short Haul 2014 No. 1 Pty Ltd (subject to deed of company arrangement) ACN 600 809 612 as lessor parent, Virgin Australia Holdings Limited (subject to deed of company arrangement) ABN 54 100 686 226, Virgin Australia Airlines Pty Ltd (subject to deed of company arrangement) ABN 36 090 670 965, Virgin Australia Airlines Holdings Pty Ltd (subject to deed of company arrangement) ABN 19 093 924 675, Virgin Australia International Airlines Pty Ltd (subject to deed of company arrangement) ABN 63 125 580 823 and Virgin Australia International Holdings Pty Ltd (subject to deed of company arrangement) ACN 155 860 021, each as a VA Guarantor, BC Hart Aggregator, L.P. as Bain,



Export-Import Bank of the United States as Ex-Im Bank Lender, UMB Bank, National Association as Ex-Im Loan Agent, UMB Bank, National Association not in its individual capacity, but solely as security trustee and Export-Import Bank of the United States, as an agency of the United States of America occurring on the date of Completion of the IG DOCA.

16. Master Subsublease Deed Supplement No. 3 between VAA as sublessee and VAIA as subsublessee dated 5 March 2015.

17. Notice to Sub-sublessee pursuant to Specific Security Agreement – Contractual Rights (Permitted Sublease) between VAA as mortgagor, CBA Corporate Services (NSW) Pty Limited as mortgagee, VAIA as subsublessee and VB Leaseco dated 4 March 2015

MSN 40702

Each contract described below in relation to MSN 40702 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Time' under the Omnibus Amendment and Agreement dated 11 November 2020 between Virgin Australia International Airlines Pty Ltd (subject to deed of company arrangement) ABN 63 125 580 823 as sub-sublessee, Virgin Australia Airlines Pty Ltd (subject to deed of company arrangement) ABN 36 090 670 965 as sublessee, VB LeaseCo Pty Ltd (subject to deed of company arrangement) ABN 29 134 268 741 as lessee, Short Haul 2014 No. 2 Pty Ltd (subject to deed of company arrangement) ACN 600 878 199 as lessor, Short Haul 2014 No. 1 Pty Ltd (subject to deed of company arrangement) ACN 600 809 612 as lessor parent, Virgin Australia Holdings Limited (subject to deed of company arrangement) ABN 54 100 686 226, Virgin Australia Airlines Pty Ltd (subject to deed of company arrangement) ABN 36 090 670 965, Virgin Australia Airlines Holdings Pty Ltd (subject to deed of company arrangement) ABN 19 093 924 675, Virgin Australia International Airlines Pty Ltd (subject to deed of company arrangement) ABN 63 125 580 823 and Virgin Australia International Holdings Pty Ltd (subject to deed of company arrangement) ACN 155 860 021, each as a VA Guarantor, BC Hart Aggregator, L.P. as Bain, Export-Import Bank of the United States as Ex-Im Bank Lender, UMB Bank, National Association as Ex-Im Loan Agent, UMB Bank, National Association not in its individual capacity, but solely as security trustee and Export-Import Bank of the United States, as an agency of the United States of America occurring on the date of Completion of the IG DOCA.

18. Master Subsublease Deed Supplement No.1 between VAA as sublessee and VAIA as subsublessee dated 29 August 2014.

19. Notice to Sub-sublessee pursuant to Specific Security Agreement – Contractual Rights (Permitted Sublease) between VAA, CBA Corporate Services (NSW) Pty Limited, VAIA and VB Leaseco dated 25 August 2014.

MSN 39926

Each contract described below in relation to MSN 39926 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Date' under the Lease Amendment Agreement dated 1 October 2020 between Nihon Life Creator Co., Ltd. as lessor, VB LeaseCo No 2 Pty Ltd (subject to deed of company arrangement) as lessee, Virgin Australia Airlines Pty Ltd (subject to deed of company arrangement) as sublessee, Virgin Australia International



Airlines Pty Ltd (subject to deed of company arrangement) as subsublessee and BC Hart Aggregator, L.P. occurring on the date of Completion of the IG DOCA.

20. Aircraft Subsublease Agreement dated 7 December 2014 between VAA and VAIA

21. Subsublease Amendment Letter dated 26 September 2019 between VAA and VAIA

22. Subordination Agreement between 26 September 2019 between Nihon Life Creator Co., Ltd, VB Leaseco No 2, VAA, and VAIA

23. Notice of Assignment dated 26 September 2019 from Sumitomo Mitsui Banking Corporation and Nihon Life Creator Co., Ltd to VB Leaseco No 2, VAA and VAIA

24. Acknowledgement of Assignment dated 26 September 2019 from VB Leaseco No 2, VAA and VAIA to Sumitomo Mitsui Banking Corporation and Nihon Life Creator Co., Ltd

25. Deregistration Power of Attorney dated 26 September 2019 from VB Leaseco No 2, VAA and VAIA

MSN 40698

Each contract described below in relation to MSN 40698 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Date' under the Lease Amendment Agreement dated 1 October 2020 between Kitakensetsu Co., Ltd. and Kitakousan Co., Ltd. as lessor, VB LeaseCo Pty Ltd (subject to deed of company arrangement) as lessee, Virgin Australia Airlines Pty Ltd (subject to deed of company arrangement) as sublessee, Virgin Australia International Airlines Pty Ltd (subject to deed of company arrangement) as subsublessee and BC Hart Aggregator, L.P. occurring on the date of Completion of the IG DOCA.

26. Aircraft Subsublease Agreement dated 7 December 2014 between VAA and VAIA

27. Subsublease Amendment Letter dated 27 February 2018 between VAA and VAIA

28. Subordination Acknowledgement dated 27 February 2018 from VAIA, VAA and VB Leaseco to Kitakensetsu Co., Ltd



29. Assignment of Insurances dated 27 February 2018 between VAIA and Kitakensetsu Co., Ltd and Kitakousan Co., Ltd

30. Notice of Security Assignment dated 27 February 2018 from Kitakensetsu Co., Ltd and Kitakousan Co., Ltd, Kitakensetsu Co., Ltd and Sumitomo Mitsui Banking Corporation to VAIA

31. Deregistration Power of Attorney dated 27 February 2018 from VAIA

32. Lender Quiet Enjoyment Letter dated 27 February 2018 from Sumitomo Mitsui Banking Corporation to VB Leaseco, VAA and VAIA

MSN 38711

Each contract described below in relation to MSN 38711 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castlake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the IG DOCA.

33. Virgin Australia Airlines Aircraft Sublease Agreement (chattel-paper) between VAA as lessor and VAIA as lessee dated 13 January 2020.

34. Virgin Australia Airlines Aircraft Sublease Agreement (non-chattel-paper) between VAA as lessor and VAIA as lessee dated 13 January 2020.

MSN 38712

Each contract described below in relation to MSN 38712 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castlake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the IG DOCA.

35. Virgin Australia Airlines Aircraft Sublease Agreement (chattel-paper) between VAA as lessor and VAIA as lessee dated 13 January 2020



36. Virgin Australia Airlines Aircraft Sublease Agreement (non-chattel-paper) between VAA as lessor and VAIA as lessee dated 13 January 2020.

MSN 38713

Each contract described below in relation to MSN 38713 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castllake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the IG DOCA.

37. Virgin Australia Airlines Aircraft Sublease Agreement (chattel-paper) between VAA as lessor and VAIA as lessee dated 14 January 2020.

38. Virgin Australia Airlines Aircraft Sublease Agreement (non-chattel-paper) between VAA as lessor and VAIA as lessee dated 14 January 2020.

MSN 38714

Each contract described below in relation to MSN 38714 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castllake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the IG DOCA.

39. Virgin Australia Airlines Aircraft Sublease Agreement (chattel-paper) between VAA as lessor and VAIA as lessee dated 14 January 2020.

40. Virgin Australia Airlines Aircraft Sublease Agreement (non-chattel-paper) between VAA as lessor and VAIA as lessee dated 14 January 2020.

MSN 38715

Each contract described below in relation to MSN 38715 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch),



VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castlelake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the IG DOCA.

41. Virgin Australia Airlines Aircraft Sublease Agreement (chattel-paper) between VAA as lessor and VAIA as lessee dated 14 January 2020.

42. Virgin Australia Airlines Aircraft Sublease Agreement (non-chattel-paper) between VAA as lessor and VAIA as lessee dated 14 January 2020.

MSN 38716

Each contract described below in relation to MSN 38716 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castlelake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the IG DOCA.

43. Virgin Australia Airlines Aircraft Sublease Agreement (chattel-paper) between VAA as lessor and VAIA as lessee dated 14 January 2020.

44. Virgin Australia Airlines Aircraft Sublease Agreement (non-chattel-paper) between VAA as lessor and VAIA as lessee dated 14 January 2020.

MSN 38717

Each contract described below in relation to MSN 38717 is an Aircraft Excluded Contract under the IG DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castlelake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the IG DOCA.

45. Virgin Australia Airlines Aircraft Sublease Agreement (chattel-paper) between VAA as lessor and VAIA as lessee dated 14 January 2020.



46. Virgin Australia Airlines Aircraft Sublease Agreement (non-chattel-paper) between VAA as lessor and VAIA as lessee dated 14 January 2020.



Part 5

Number	Division	Stream	Supplier	Virgin Australia Parties	Contract	Date
3951	Revenue	Revenue & Alliances	Sichuan Airlines Co., Ltd	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement between Virgin Australia Airlines Group and Sichuan Airlines Co., Ltd	01/04/15
3960	Revenue	Revenue & Alliances	Xiamen Airlines	Virgin Australia International Airlines Pty Ltd & ors	Bilateral Interline Agreement between Virgin Australia Airlines Group and Xiamen Airlines	28/07/16