



Short Haul 14 1 and Short Hall 14 2 DOCA Excluded Contracts Designation Notice

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 Short Haul 2014 No. 1 Pty Ltd and Short Haul 2014 No. 2 Pty Ltd (**Subsidiary DOCA**).

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

Capitalised terms used in this notice and not otherwise defined have the meaning given to them in the Subsidiary 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 Subsidiary DOCA, including any amendment or supplement entered into after the Commencement Date.

This notice is divided into the following parts:

- **Part 1:** N/A
- **Part 2:** N/A
- **Part 3:** N/A
- **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 Schedule 3 (Excluded Contracts) to the Subsidiary DOCA 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 Subsidiary DOCA).

Contracts listed in Part 4 of this notice are Aircraft Excluded Contracts under the Subsidiary 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 Subsidiary DOCA.

Part 1

N/A

Part 2

N/A

Part 3

N/A

Part 4

4.1 Short Haul 2014 No. 1 Pty Ltd

MSNs 40700, 40701 and 40702

Each contract described below in relation to MSNs 40700, 40701 and 40702 is an Aircraft Excluded Contract under the Subsidiary 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 Subsidiary DOCA.



1. Participation Agreement between VAA as sublessee, as commercial lender and as commercial loan agent, VB Leaseco as lessee, Short Haul 14 2 as lessor, Short Haul 14 1 as lessor parent, TD Bank, N.A. as Ex-Im Bank Lender and Ex-Im Bank Loan Agent, Wells Fargo Bank Northwest, National Association as security trustee and Export-Import Bank of the United States dated 21 August 2014.

2. Security Trust Deed between VAA as sublessee, VB Leaseco as lessee, Short Haul 14 1 as lessor parent, Short Haul 14 2 as lessor, CBA Corporate Services (NSW) Pty Limited as Australian Security Trustee and Wells Fargo Bank Northwest, National Association as security trustee dated 22 August 2014.

3. General Security Agreement (Lessor Parent) between Short Haul 14 1 as mortgagor and CBA Corporate Services (NSW) Pty Limited as mortgagee dated 22 August 2014.

4.2 Short Haul 2014 No. 2 Pty Ltd

MSNs 40700, 40701 and 40702

Each contract described below in relation to MSNs 40700, 40701 and 40702 is an Aircraft Excluded Contract under the Subsidiary 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 Subsidiary DOCA.

1. Participation Agreement between VAA as sublessee, as commercial lender and as commercial loan agent, VB Leaseco as lessee, Short Haul 14 2 as lessor, Short Haul 14 1 as lessor parent, TD Bank, N.A. as Ex-Im Bank Lender and Ex-Im Bank Loan Agent, Wells Fargo Bank Northwest, National Association as security trustee and Export-Import Bank of the United States dated 21 August 2014.

2. Ex-Im Bank Loan Agreement between Short Haul 14 2 as borrower, TD Bank, N.A. as initial Ex-Im Bank lender, Ex-Im Bank loan agent for the Ex-Im Bank lenders, Wells Fargo Bank Northwest, National Association as security trustee and Export-Import Bank of the United States dated 24 August 2014.

3. Commercial Loan Agreement between Short Haul 14 2 as borrower, VAA as commercial lender and commercial loan agent dated 24 August 2014.



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4. Security Trust Deed between VAA as sublessee, VB Leaseco as lessee, Short Haul 14 1 as lessor parent, Short Haul 14 2 as lessor, CBA Corporate Services (NSW) Pty Limited as Australian Security Trustee and Wells Fargo Bank Northwest, National Association as security trustee dated 22 August 2014.

 5. Master Lease Deed between Short Haul 14 2 as lessor and VB Leaseco as lessee dated 24 August 2014.

 6. Lessor Guarantee between Short Haul 14 2 as guarantor and Export-Import Bank of the United States as beneficiary dated 24 August 2014.

 7. Mortgage and Security Agreement between Short Haul 14 2 as mortgager and Wells Fargo Bank Northwest, National Association as security trustee dated 22 August 2014.

 8. General Security Agreement (Lessor) between Short Haul 14 2 as mortgagor and CBA Corporate Services (NSW) Pty Limited as mortgagee dated 22 August 2014

 9. Engine Warranty Agreement between VAA as sublessee, Short Haul 14 2 as lessor, CFM International, Inc. as engine manufacturer and Wells Fargo Bank Northwest, National Association as security trustee dated 25 August 2014.
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MSN 40700

Each contract described below in relation to MSN 40700 is an Aircraft Excluded Contract under the Subsidiary 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 Subsidiary DOCA.

10. Master Lease Deed Supplement No. 2 between Short Haul 14 2 as lessor and VB Leaseco as lessee dated 17 September 2014.

 11. Mortgage and Security Agreement Supplement No.2 between Short Haul 14 2 as mortgagor and Wells Fargo Bank Northwest, National Association as security trustee dated 17 September 2014.

 12. Specific Security Agreement (Aircraft Mortgage) between Short Haul 14 2 as mortgagor and CBA Corporate Services (NSW) Pty Limited as mortgagee dated 16 September 2014.
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13. Notice to Sublessee pursuant to Specific Security Agreement – Contractual Rights (Sublease) between VB Leaseco, CBA Corporate Services (NSW) Pty Limited, Short Haul 14 2 and VAA dated 17 September 2014.

 14. Engine Assignment Supplement No.2 between VAA as sublessee, Short Haul 14 2 as lessor, CFM International, Inc. as engine manufacturer and Wells Fargo Bank Northwest, National Association as security trustee dated 17 September 2014

 15. Lessor Power of Attorney (Deed Poll) from Short Haul 14 2 in favour of CBA Corporate Services (NSW) Pty Limited, Wells Fargo Bank Northwest, National Association and Export-Import Bank of the United States as attorneys dated 16 September 2014

 16. Ex-Im Bank Note between Short Haul 14 2 as borrower and Export-Import Bank of the United States 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 Subsidiary 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 Subsidiary DOCA.

17. Master Lease Deed Supplement No.3 between Short Haul 14 2 as lessor, VB Leaseco as lessee dated 5 March 2015.

 18. Mortgage and Security Agreement Supplement No. 3 between Short Haul 14 2 as mortgagor and Wells Fargo Bank Northwest, National Association as security trustee dated 5 March 2015.

 19. Specific Security Agreement (Aircraft Mortgage) between Short Haul 14 2 as mortgagor and CBA Corporate Services (NSW) Pty Limited as mortgagee dated 4 March 2015.

 20. Notice to Sublessee pursuant to Specific Security Agreement – Contractual Rights (Sublease) between VB LeaseCo, CBA Corporate Services (NSW) Pty Limited, Short Haul 14 2 and VAA dated 4 March 2015

 21. Engine Warranty Supplement No.3 between VAA as sublessee, Short Haul 14 2 as lessor, CFM International, Inc. as engine manufacturer and Wells Fargo Bank Northwest, National Association as security trustee dated 5 March 2015.
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22. Lessor Power of Attorney (Deed Poll) between Short Haul 14 2 as assignee, CBA Corporate Services (NSW) Pty Limited as attorney, Wells Fargo Bank Northwest, National Association as attorney and Export-Import of the United States dated 4 March 2015

23. Ex-Im Bank Note between Short Haul 14 2 as borrower and Export-Import Bank of the United States dated 5 March 2015.

24. Amortisation Schedule (Commercial Loan Agreement) between VAA as commercial lender and Short Haul 14 2 as borrower dated 4 March 2015.

MSN 40702

Each contract described below in relation to MSN 40702 is an Aircraft Excluded Contract under the Subsidiary 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 Subsidiary DOCA.

25. Master Lease Deed Supplement No.1 between Short Haul 14 2 and VB Leaseco dated 29 August 2014.

26. Mortgage and Security Agreement Supplement No.1 between Short Haul 14 2 as mortgagor and Wells Fargo Bank Northwest, National Association as security trustee dated 29 August 2014.

27. Specific Security Agreement (Aircraft Mortgage) between Short Haul 14 2 as mortgagor and CBA Corporate Services (NSW) Pty Limited as security trustee and mortgagee dated 22 August 2014.

28. Notice to Sublessee pursuant to Specific Security Agreement – Contractual Rights (Sublease) between VB Leaseco, CBA Corporate Services (NSW) Pty Limited, VAA and Short Haul 14 2 dated 25 August 2014.

29. Engine Warranty Supplement No.1 between VAA, Short Haul 14 2, CFM International, Inc. as engine manufacturer and Wells Fargo Bank Northwest, National Association as Security Trustee dated 29 August 2014.

30. Lessor Power of Attorney (Deed Poll) between Short Haul 14 2 as assignee, CBA Corporate Services (NSW) Pty Limited as attorney, Wells Fargo Bank Northwest, National Association as attorney and Export-Import of the United States dated 25 August 2015



31. Ex-Im Bank Note between Short Haul 14 2 as borrower and Export-Import Bank of the United States dated 29 August 2014.
