

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 2018 No. 1 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

MSN 41015

Each contract described below in relation to MSN 41015 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Global Amending Deed dated 25 September 2020 between Deutsche Bank AG, Singapore Branch as facility agent, security trustee, registrar, subscriber, interest rate swap counterparty, MLAB and underwriter, Short Haul 2018 No. 1 Pty Ltd (administrators appointed) as owner, Virgin Australia Airlines Pty Ltd (administrators appointed) as lessee, Virgin Australia Holdings Limited (administrators appointed) as guarantor and BC Hart Aggregator, L.P. occurring on the date of Completion of the Subsidiary DOCA.

1. Loan Note Subscription Agreement between Short Haul 18 1 as borrower, VAA, VAH as guarantor and Deutsche Bank AG, Singapore Branch as original subscriber, mandated lead arranger, underwriter, facility agent, registrar, security trustee and Interest Rate Swap Counterparty dated 21 December 2017, amended and restated on 29 January 2018.
2. Agency and Security Trust Fee Letter between Short Haul 18 1 as borrower and Deutsche Bank AG, Singapore Branch as facility agent and security trustee dated 25 January 2018.
3. Arrangement Fee Letter between Short Haul 18 1 as borrower and Deutsche Bank AG, Singapore Branch dated 25 January 2018.



4. Lender Fee Letter between Short Haul 18 1 as borrower and Deutsche Bank AG, Singapore Branch dated 25 January 2018.

5. Junior Loan Agreement between Short Haul 18 1 as borrower and VAA as junior lender dated 25 January 2018.

6. Lease Agreement between Short Haul 18 1 as lessor and VAA as lessee dated 25 January 2018.

7. Security Trust Deed between Short Haul 18 1 as borrower, VAA as initial beneficiary, Deutsche Bank AG, Singapore Branch as security trustee and initial beneficiary dated 21 January 2018.

8. Borrower General Security Deed between Short Haul 18 1 as grantor and Deutsche Bank AG, Singapore Branch as Secured Party dated 21 December 2017.

9. Specific Security Deed (Aircraft Mortgage) between Short Haul 18 1 as borrower and Deutsche Bank AG, Singapore Branch as security trustee dated 25 January 2018.

10. Notice of Mortgage of Insurances from Short Haul 18 1 as grantor and Deutsche Bank AG, Singapore Branch as security trustee to JLT Specialty Limited dated 25 January 2018

11. Notice of Mortgages to Third Party (Virgin Australia Airlines Pty Limited) between Short Haul 18 1 and Deutsche Bank AG, Singapore Branch as security trustee dated 25 January 2018.

12. Engine Warranty Agreement between VAA, Short Haul 18 1 as owner, CFM International, Inc. (CFM) as engine manufacturer and Deutsche Bank AG, Singapore Branch as security trustee dated 29 January 2018

13. Engine Warranty Supplement No. 1 between VAA, Short Haul 18 1 as owner, CFM as engine manufacturer and Deutsche Bank AG, Singapore Branch as security trustee dated on or about 29 January 2018.

14. Loan Note Deed Poll between Short Haul 18 1 as borrower and Deutsche Bank AG, Singapore Branch as original subscriber dated 25 January 2018.

15. Offerees Confirmation between Deutsche Bank AG, Singapore Branch, VAA and Short Haul 18 1 dated 31 January 2018.
