



VB 800 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 VB 800 2009 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 36605

1. Aircraft Lease Agreement between BOC Aviation (USA) Corporation as lessor and VB 800 as lessee dated 27 February 2009.
 2. Sublease Agreement between VB 800 and VAA dated 11 March 2015.
 3. Sublease Amendment Agreement between VB 800 and VAA dated 4 September 2018.
 4. Specific Security Agreement (Contractual Rights – Sublease) between Aircraft Leasing IV Limited and VB 800 dated 4 September 2018.
 5. Notice of Security from VB 800 to VAA dated 4 September 2018.
 6. Acknowledgement of Subordination from VB 800 and VAA to AS Air Lease IV (Ireland) Limited dated 4 September 2018.
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7. Assignment of Insurances from VB 800, VAA and Aircraft Leasing IV Limited as assignee dated 4 September 2018.

8. Airframe Warranty Agreement between BOC Aviation (USA) Corporation, AS Air Lease 71 (Ireland) Limited, VB 800 and VAA and acknowledged by The Boeing Company dated 4 September 2018.

9. Notice and Acknowledgment of Security Assignment from Aircraft Leasing IV Limited to Citibank, N.A., VB 800, VAA and VAH dated 5 September 2018.

10. Letter of Quiet Enjoyment from Citibank, N.A. to VB 800 and VAA dated 5 September 2018.

11. Quiet Enjoyment Letter from AS Air Lease 71 (Ireland) Limited to VB 800 and VAA dated 4 September 2018.

MSN 36607

12. Aircraft Lease Agreement between BOC Aviation (USA) Corporation as lessor and VB 800 as lessee dated 27 February 2009.

13. Sublease Agreement between VB 800 and VAA dated 6 November 2009.

14. Sublease Amendment Agreement between VB 800 and VAA dated 6 June 2019.

15. Acknowledgement of Subordination from VB 800 and VAA to Aircraft Leasing VI Limited dated 6 June 2019.

16. Assignment of Insurances between VB 800, VAA and Aircraft Leasing VI Limited as assignor dated 6 June 2019.

17. Airframe Warranty Agreement between BOC Aviation (USA) Corporation, AS Air Lease 108 (Ireland) Limited, VB 800 and VAA and acknowledged by The Boeing Company dated 6 June 2019.

18. Notice and Acknowledgment of Security Assignment from Aircraft Leasing VI Limited to UMB Bank, N.A., VB 800, VAA and VAH dated 28 May 2019.

19. Letter of Quiet Enjoyment from UMB Bank, N.A. to VB 800 and VAA dated 6 June 2019.

20. Quiet Enjoyment Letter from AS Air Lease 108 (Ireland) Limited to VB 800 and VAA dated 6 June 2019.



MSN 36608

Each contract described below in relation to MSN 36608 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Lease Amendment Agreement dated 18 September 2020 between AWAS 36608 UK Limited as lessor, DAE (Ireland) Limited as lessor manager, AWAS Aviation Trading DAC as lessor guarantor, VB 800 2009 Pty Ltd (administrators appointed) as lessee, Virgin Australia Airlines Pty Ltd (administrators appointed) as sublessee and lessee guarantor and Virgin Australia Holdings Ltd (administrators appointed) as lessee guarantor and BC Hart Aggregator, L.P. occurring on the date of Completion of the Subsidiary DOCA.

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21. Aircraft Lease Agreement between AWAS 36608 UK Limited as lessor and VB 800 as lessee dated 27 February 2009 as amended and restated on 29 July 2014 and 18 September 2017.
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22. Aircraft Sublease Agreement between VB 800 as sublessor and VAA as sublessee dated 21 December 2009.
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23. Aircraft Sublease Amendment Agreement between VB 800 as lessor and VAA as lessee dated 29 July 2014.
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24. Notice and Acknowledgment of Assignment of Lease, Lease Guarantee and Assignment of Insurances between VB 800 as lessee, VAA as guarantor and VAA as guarantor, AWAS 36608 UK Limited as assignor, JRQ 5 Limited as assignee, BNP Paribas as security agent dated 29 July 2014.
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25. Acknowledgement of Subordination from VB 800 as lessee, VAA as sublessee and AWAS 36608 UK Limited as lessor dated 29 July 2014.
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26. Quiet Enjoyment Letter to VB 800 as lessor from JRQ 5 Limited as owner dated 29 July 2014.
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27. Deregistration Power of Attorney between VAA as principal, VB 800 as principal, AWAS 36608 UK Limited as lessor and attorney, JRQ 5 Limited as attorney and BNP Paribas, Singapore Branch as attorney dated 29 July 2014.
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