



VB Leaseco No 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 VB Leaseco 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

MSN 40998

Each contract described below in relation to MSN 40998 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Lease Amendment Agreement in respect of one (1) Boeing 737-800 aircraft manufacturer's serial number 40998 dated 28 October 2020 between, amongst others, Melbourne Aircraft Leasing (UK) Limited as lessor, VB Leaseco No 2 Pty Ltd as lessee and Virgin Australia Airlines Pty Ltd as sublessee occurring on the date of Completion of the Subsidiary DOCA.

1. Sublease Agreement between VB Leaseco No 2 as lessor and VAA as lessee dated 23 November 2011.
2. Sublease Amendment Agreement between VB Leaseco No 2 as lessor and VAA as lessee dated on or about 30 March 2012.
3. Sublease Amendment Agreement between VB Leaseco No 2 as lessor and VAA as lessee dated 17 November 2016.
4. Lease Agreement between VB Leaseco No 2 as lessee and RBS Aerospace (UK) Limited as lessor dated 4 February 2011.



5. Lessee Guarantee Confirmation between VAA as lessee guarantor and as sublessee, VB Leaseco No 2 as lessee and Melbourne Aircraft Leasing (UK) Limited as lessor dated 14 June 2017.

6. Specific Security Deed over Contractual Rights between VB Leaseco No 2 as grantor and Melbourne Aircraft Leasing (UK) Limited as secured party dated 17 November 2016.

7. Notice of Security over Contractual Rights between VB Leaseco No 2 as grantor and Melbourne Aircraft Leasing (UK) Limited as secured party dated 17 November 2016.

8. Airframe Warranty Agreement between Platypus Aircraft Leasing (Ireland) Limited as owner, Melbourne Aircraft Leasing (UK) Limited as lessor, VB Leaseco No 2 as lessee and VAA dated 17 November 2016.

9. Engine Warranty Assignment Agreement between Platypus Aircraft Leasing (Ireland) Limited as assignee, Melbourne Aircraft Leasing (UK) Limited as lessor, VB Leaseco No 2 as lessee and VAA as assignor dated 17 November 2016.

10. Consent and Agreement (Engine Warranties) between CFM International, Inc., Platypus Aircraft Leasing (Ireland) Limited as owner, Melbourne Aircraft Leasing (UK) Limited as lessor, VB Leaseco No 2 as lessee and VAA dated 17 November 2016.

11. PPS Side Letter from VB Leaseco No 2 as lessee and VAA as sublessee to Platypus Aircraft Leasing (Ireland) Limited as owner and Melbourne Aircraft Leasing (UK) Limited as lessor dated 17 November 2016.

12. Quiet Enjoyment Undertaking from Platypus Aircraft Leasing (Ireland) Limited as owner to VB Leaseco No 2 as lessee and VAA as sublessee dated 17 November 2016.

13. Deregistration Power of Attorney from VB Leaseco No 2 to Melbourne Aircraft Leasing (UK) Limited as lessor and attorney dated 17 November 2016.

MSN 39924

Each contract described below in relation to MSN 39924 is an Aircraft Excluded Contract under the Subsidiary 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 Subsidiary DOCA.

14. Aircraft Lease Agreement between Pioneer Aircraft Leasing UK Limited (formerly known as GAL MSN 39924 Limited) as lessor and VB Leaseco No 2 as lessee dated 16 August 2011.

15. Aircraft Sublease Agreement between VAA and VB Leaseco No 2 dated 18 July 2012.

16. Aircraft Sublease Amendment Agreement between VAA and VB Leaseco No 2 dated on or about 14 May 2014.



17. Notice and Acknowledgment of Assignment to VB Leaseco No 2, VAA, and VAIA from Citibank, N.A., not in its individual capacity but solely as security trustee and Pioneer Aircraft Leasing UK Limited dated 5 June 2019.

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

19. Airframe Warranties Assignment Agreement between SMBC Aviation Capital (UK) Limited (formerly RBS Aerospace (UK) Limited) as prior lessor and assignor, Pioneer Aircraft Leasing UK Limited as assignee, VB Leaseco No 2 and Norddeutsche Landesbank Girozentrale, not in its individual capacity but solely as security trustee dated 14 May 2014.

20. Engine Warranties Assignment between SMBC Aviation Capital (UK) Limited (formerly RBS Aerospace (UK) Limited) as prior lessor and assignor, Pioneer Aircraft Leasing UK Limited as assignee, VB Leaseco No 2 and Norddeutsche Landesbank Girozentrale as former security trustee dated 14 May 2014.

21. Consent and Agreement of Engine Manufacturer between SMBC Aviation Capital (UK) Limited (formerly RBS Aerospace (UK) Limited) as prior lessor, Pioneer Aircraft Leasing UK Limited, VB Leaseco No 2 and Norddeutsche Landesbank Girozentrale as former security trustee dated 14 May 2014.

22. Quiet Enjoyment Letter from Citibank, N.A., not in its individual capacity but solely as security trustee and Pioneer Aircraft Leasing UK Limited to VB Leaseco No 2 dated 5 June 2019.

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

MSN 39921

Each contract described below in relation to MSN 39921 is an Aircraft Excluded Contract under the Subsidiary 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 and BC Hart Aggregator, L.P. occurring on the date of Completion of the Subsidiary DOCA.

24. Aircraft Lease Agreement between VB Leaseco No 2 as lessee and RBS Aerospace (UK) Limited as lessor dated 10 June 2010

25. Aircraft Sublease Agreement between VB Leaseco No 2 and VAA dated 2 February 2011

26. Sublease Amendment Deed between VB Leaseco No 2 and VAA dated on or about 31 March 2015

27. Sublease Amendment Deed between VB Leaseco No 2 and VAA dated 27 June 2017

28. Airframe Warranty Agreement between VB Leaseco No 2, SMBC Aviation Capital (UK) Limited and Keos Aviation UK Limited and acknowledged by The Boeing Company dated 31 March 2015



29. Engine Warranty Assignment between VB Leaseco No 2, SMBC Aviation Capital Limited, SMBC Aviation Capital (UK) Limited, DVB Bank SE and Keos Aviation UK Limited and acknowledged by CFM International, S.A (CFM) dated 31 March 2015

30. Consent and Agreement between VB Leaseco No 2, CFM, SMBC Aviation Capital Limited, SMBC Aviation Capital (UK) Limited, Keos Aviation UK Limited dated 31 March 2015

31. Notice of Security Assignment to VB Leaseco No 2 as lessee and VAA as sublessee from Keos Aviation UK Limited and Deutsche Bank Trust Company Americas as security trustee dated 2 July 2018

32. Confirmation of Quiet Enjoyment signed by Deutsche Bank Trust Company Americas in favour of VB Leaseco No 2 dated 2 July 2018

33. Deregistration Power of Attorney from VB Leaseco No 2 and VAA in favour of the Lessor dated 2 July 2018

MSN 39925

Each contract described below in relation to MSN 39925 is an Aircraft Excluded Contract under the Subsidiary 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 Subsidiary DOCA.

34. Aircraft Lease Agreement between VB Leaseco No 2 as lessee and RBS Aerospace (UK) Limited as lessor dated 16 August 2011

35. Aircraft Sublease Agreement between VB Leaseco No 2 and VAA dated 20 September 2012

36. Sublease Amendment Deed between VB Leaseco No 2 and VAA dated on or about 2 April 2015

37. Airframe Warranty Agreement between VB Leaseco No 2, Keos Aviation UK Limited, SMBC Aviation Capital (UK) Limited and acknowledged by The Boeing Company dated 1 April 2015

38. Engine Warranty Assignment between VB Leaseco No 2, Keos Aviation UK Limited, SMBC Aviation Capital (UK) Limited, SMBC Aviation Capital (UK) Limited, DVB Bank SE and acknowledged by CFM International, S.A (CFM) dated 1 April 2015

39. Consent and Agreement between VB Leaseco No 2, CFM, SMBC Aviation Capital Limited, SMBC Aviation Capital (UK) Limited, Keos Aviation UK Limited dated 1 April 2015

40. Notice of Security Assignment to VB Leaseco No 2 as lessee and VAA as sublessee from Keos Aviation UK Limited and Deutsche Bank Trust Company Americas as security trustee dated 2 July 2018



41. Confirmation of Quiet Enjoyment signed by Deutsche Bank Trust Company Americas in favour of VB Leaseco No 2 dated 2 July 2018

42. Deregistration Power of Attorney from VB Leaseco No 2 and VAA in favour of Keos Aviation UK Limited dated 2 July 2018

MSN 39926

Each contract described below in relation to MSN 39926 is an Aircraft Excluded Contract under the Subsidiary 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 Subsidiary DOCA.

43. Aircraft Lease Agreement dated 16 August 2011 between RBS Aerospace (UK) Limited and VB Leaseco No 2

44. Aircraft Sublease Agreement dated 4 October 2012 between VB Leaseco No 2 and VAA

45. Sublease Amendment Letter dated 26 September 2019 between VB Leaseco No 2 and VAA

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

47. Airframe Warranties Termination and Assignment dated 26 September 2019 between SMBC Aviation Capital (UK) Limited, Nihon Life Creator Co., Ltd, VB Leaseco No 2 and Sumitomo Mitsui Banking Corporation

48. Boeing Warranty Notice dated 26 September 2019 from SMBC Aviation Capital (UK) Limited, Nihon Life Creator Co., Ltd, VB Leaseco No 2 and Sumitomo Mitsui Banking Corporation to The Boeing Company

49. Engine Warranties Assignment dated 26 September 2019 between SMBC Aviation Capital (UK) Limited, Nihon Life Creator Co., Ltd, Sumitomo Mitsui Banking Corporation and VB Leaseco No 2

50. Consent and agreement of engine manufacturer dated 28 September 2019 between CFM International SA, SMBC Aviation Capital (UK) Limited, Nihon Life Creator Co., Ltd, Sumitomo Mitsui Banking Corporation and VB Leaseco No 2

51. 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

52. 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

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



54. Quiet Enjoyment Letter dated 26 September 2019 from Sumitomo Mitsui Banking Corporation to VB Leaseco No 2
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MSN 40997

Each contract described below in relation to MSN 40997 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Lease Amendment Agreement dated 13 October 2020 between SMBC Aviation Capital (UK) Limited 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 and BC Hart Aggregator, L.P. occurring on the date of Completion of the Subsidiary DOCA.

55. Aircraft Lease Agreement dated 4 February 2011 between SMBC Aviation Capital (UK) Limited (formerly RBS Aerospace (UK) Limited) and VB Leaseco No 2
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56. Aircraft Sublease Agreement dated 8 November 2011 between VB Leaseco No 2 and VAA
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57. Sublease Amendment Letter dated 6 July 2017 between VB Leaseco No 2 and VAA
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58. Airframe Warranty Agreement dated 8 November 2011 between SMBC Aviation Capital (UK) Limited, VB Leaseco No 2 and VAA and acknowledged by The Boeing Company
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59. Engine Warranty Assignment Agreement dated 8 November 2011 between SMBC Aviation Capital (UK) Limited, VB Leaseco No 2 and VAA
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60. Consent and Agreement dated 8 November 2011 between CFM International Inc, SMBC Aviation Capital (UK) Limited, VAA and VB Leaseco No 2
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61. MR Account Charge dated 8 November 2011 between VB Leaseco No 2, SMBC Aviation Capital (UK) Limited and The Royal Bank of Scotland Plc as account bank
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62. Deregistration Power of Attorney dated 8 November 2011 from VB Leaseco No 2
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MSN 40995

Each contract described below in relation to MSN 40995 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Lease Amendment Agreement dated 23 September 2020 between OAS Aviation (UK) Limited as lessor, VB LeaseCo No 2 Pty Ltd (administrators appointed) as lessee, Virgin Australia Airlines Pty Ltd (administrators appointed) as sublessee, Virgin Australia Airlines Pty Ltd (administrators appointed) as lessee guarantor, Tiger Airways Australia Pty Limited (administrators appointed) as sub-sublessee and BC Hart Aggregator, L.P. occurring on the date of Completion of the Subsidiary DOCA.

63. Aircraft Lease Agreement dated 4 February 2011 between RBS Aerospace (UK) Limited and VB Leaseco No 2.
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64. Aircraft Sublease Agreement dated 20 June 2011 between VB Leaseco 2 and VAA.
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65. Airframe Warranty Agreement dated 13 April 2012 entered into among between OAS Aviation (UK) Limited, VAA, VB Leaseco No 2 and Boeing.

66. Engine Warranty Assignment Agreement dated 13 April 2012 entered into among OAS Aviation (UK) Limited, VB Leaseco No 2 and VAA as assignor.

67. Consent and Agreement dated 13 April 2012 entered in to among CFM International, Inc., OAS Aviation (UK) Limited, VAA and VB Leaseco No 2.

68. MR Account Charge dated 13 April 2012 entered into among VB Leaseco 2, OAS Aviation (UK) Limited and The Bank of Tokyo-Mitsubishi UFJ, Ltd. as account bank.

69. Letter of Quiet Enjoyment dated 26 July 2018 from IZAK Group Aircraft Leasing Kumiai to VB Leaseco No 2.
