

NOTICE OF FILING AND HEARING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 20/10/2020 11:44:17 AM AEDT and has been accepted for filing under the Court's Rules. Filing and hearing details follow and important additional information about these are set out below.

Filing and Hearing Details

Document Lodged:	Interlocutory process (Rule 2.2): Federal Court (Corporations) Rules 2000 form 3
File Number:	NSD464/2020
File Title:	APPLICATION IN THE MATTER OF VIRGIN AUSTRALIA HOLDINGS LTD (ADMINISTRATORS APPOINTED) ACN 100 686 226 & ORS
Registry:	NEW SOUTH WALES REGISTRY - FEDERAL COURT OF AUSTRALIA
Reason for Listing:	Interlocutory Hearing
Time and date for hearing:	10/11/2020, 10:15 AM
Place:	Please check Daily Court List for details



Sia Lagos

Dated: 20/10/2020 12:07:32 PM AEDT

Registrar

Important Information

As required by the Court's Rules, this Notice has been inserted as the first page of the document which has been accepted for electronic filing. It is now taken to be part of that document for the purposes of the proceeding in the Court and contains important information for all parties to that proceeding. It must be included in the document served on each of those parties.

The Reason for Listing shown above is descriptive and does not limit the issues that might be dealt with, or the orders that might be made, at the hearing.

The date and time of lodgment also shown above are the date and time that the document was received by the Court. Under the Court's Rules the date of filing of the document is the day it was lodged (if that is a business day for the Registry which accepts it and the document was received by 4.30 pm local time at that Registry) or otherwise the next working day for that Registry.



Form 3 Interlocutory process

(Rule 2.2)

No. NSD 464 of 2020

Federal Court of Australia
District Registry: New South Wales
Division: Commercial and Corporations List

IN THE MATTER OF VIRGIN AUSTRALIA HOLDINGS LTD (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 100 686 226 & ORS

VAUGHAN STRAWBRIDGE, SALVATORE ALGERI, JOHN GREIG AND RICHARD HUGHES, IN THEIR CAPACITIES AS JOINT AND SEVERAL DEED ADMINISTRATORS OF VIRGIN AUSTRALIA HOLDINGS LTD (SUBJECT TO DEED OF COMPANY ARRANGEMENT)

First Plaintiffs / First Applicants

VIRGIN AUSTRALIA HOLDINGS LTD (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN

100 686 226

Second Plaintiff / Second Applicant

A. DETAILS OF APPLICATION

This application is made under sections 444GA and 447A of the *Corporations Act 2001* (Cth) (**Corporations Act**) and section 90-15 of the *Insolvency Practice Schedule (Corporations)* set out in Schedule 2 to the Corporations Act (**IPS**) for orders that the First Plaintiffs, Vaughan Strawbridge, Salvatore Algeri, John Greig and Richard Hughes, in their capacities as joint and several deed administrators (**Deed Administrators**) of the Second to Forty-Second Plaintiffs (together, the **Companies**), be granted leave to transfer all of the existing shares in the Second Plaintiff, Virgin Australia Holdings Ltd (Subject to Deed of Company Arrangement) ACN 100 686 226 (**Company**), to BC Hart Aggregator, L.P., or its nominee (**Bain Capital**).

On the facts stated in the supporting affidavit of Vaughan Neil Strawbridge sworn on 20 October 2020 (**Strawbridge Affidavit**), the First Plaintiffs seek the following orders:

Procedural orders (to be made at first return date of the Interlocutory Process)

- 1. An order pursuant to section 447A of the Corporations Act and section 90-15(1) of the IPS that the Deed Administrators would be justified in providing the Explanatory Statement in the form annexed

Filed on behalf of (name & role of party) The Plaintiffs
Prepared by (name of person/lawyer) Timothy James Sackar
Law firm (if applicable) Clayton Utz
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(include state and postcode)



to the Interlocutory Process and marked "A" (**Explanatory Statement**) for distribution to the creditors and members of the Company.

2. An order that the Plaintiffs give notice to the creditors and members of the Company of the Interlocutory Process, the hearing date of this application, the Explanatory Statement and the availability of the independent expert's report of FTI Consulting (Australia) Limited dated 19 October 2020, within 3 business days of the date of the orders, by the following methods:
 - (a) where the creditor or member is a registered user on the Halo Platform (as that term is defined in the orders made on 11 August 2020), by publishing a notice via the Halo Platform;
 - (b) where the creditor or member is not a registered user on the Halo Platform but the Deed Administrators have an email address for a creditor or member (including from the books and records maintained by the Companies), by notifying each such creditor or member, via email;
 - (c) where a creditor or shareholder is not a registered user on the Halo Platform and the Deed Administrators do not have an email address for a creditor or shareholder (or have received notification of non-delivery of a notice sent by email in accordance with paragraph (b) above) but the Deed Administrators have a postal address for that creditor or shareholder (including from the books and records maintained by the Companies), by sending the materials to each such creditor or member, via post;
 - (d) by placing scanned, sealed copies on the website maintained by the Deed Administrators at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australiaholdings-limited-subsidiaries.html>; and
 - (e) by making an announcement to the Australian Stock Exchange.
3. An order that any interested person wishing to appear at the hearing of this application is to file and serve on the Plaintiffs and the Australian Securities and Investments Commission a Notice of Appearance in the prescribed form and indicating the grounds of opposition by 4pm on 5 November 2020.
4. An order that any interested person who is entitled to oppose this application pursuant to section 444GA(2) of the Corporations Act may apply to be joined as a respondent to this application by no later than 4pm on 5 November 2020.
5. An order that the Plaintiffs file any further evidence upon which they intend to rely on the application, including any supplementary affidavits deposing as to any correspondence or communications received by the Deed Administrators from any interested person who is entitled to oppose this application pursuant to section 444GA(2) of the Corporations Act and any responsive correspondence or communication from the Deed Administrators, by 12pm on 9 November 2020.

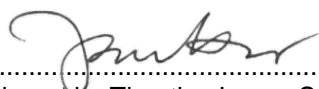


6. This application be listed for hearing on 10 November 2020 at 10.15am or such other date as the Court considers appropriate.

Substantive orders

7. An order pursuant to section 444GA(1)(b) of the Corporations Act that the Deed Administrators be granted leave to transfer all of the existing shares in the capital of the Company (**Shares**) from the members (as defined in the Corporations Act) to Bain Capital or its nominee in accordance with clause 10.3 of the deed of company arrangement dated 25 September 2020, entered into by the Deed Administrators, Bain Capital, and certain of the Companies (**Deed**).
8. An order pursuant to section 447A(1) and section 90-15(1) of the IPS of the Corporations Act that any of the Deed Administrators may, jointly or severally, in their capacity as Deed Administrators:
- (a) execute share transfer forms and any other documents ancillary or incidental to effecting the transfer of the Shares referred to in Order 7; and
 - (b) enter or procure the entry of the name of Bain Capital or its nominee into the share register of the Company in respect of all Shares transferred to Bain Capital or its nominee in accordance with Order 7.
9. An order that the Deed Administrators' costs of and incidental to this application be costs and expenses in the deed administration of the Company.
10. An order that the Court's orders be entered forthwith.
11. Such further or other orders or directions as the Court considers appropriate.

Date: 20 October 2020


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Signed by Timothy James Sackar
Solicitor for the Plaintiffs



B. NOTICE TO DEFENDANT(S) (IF ANY)

N/A

C. FILING

This interlocutory process is filed by Clayton Utz, solicitors for the Plaintiffs.

E. SERVICE

The Plaintiffs' address for service is:

Attention: Timothy Sackar/Jillian Robertson
C/- Clayton Utz
Lawyers
1 Bligh Street, Sydney NSW 2000
DX 370 Sydney

It is intended that a copy of this interlocutory process will be provided to each of the persons listed below:

Australian Securities and Investments Commission