

MINUTES OF THE COMMITTEE OF INSPECTION (**COI**) MEETING OF

VIRGIN AUSTRALIA HOLDINGS LIMITED ACN 100 686 226 AND SUBSIDIARIES (ADMINISTRATORS APPOINTED)
(THE **COMPANIES** OR **VIRGIN GROUP**)

HELD AT THE OFFICES OF DELOITTE, LEVEL 9, GROSVENOR PLACE, 225 GEORGE STREET, SYDNEY NSW 2000
ON 24 SEPTEMBER 2020 AT 11:00AM (AEST)

PRESENT	Vaughan Strawbridge Joint and Several Administrator, Deloitte Financial Advisory Pty Ltd (Deloitte)
OPENING OF THE MEETING	Vaughan Strawbridge, one of the Joint and Several Administrators (Administrators) of the Virgin Group, opened the COI meeting at 11:00 AM (AEST).
IN ATTENDANCE	<p>Mr Strawbridge noted John Greg (Joint Appointee), Harry Bayard (Deloitte) and Matt Carr (Deloitte) were in attendance via the videoconference facility.</p> <p>Additionally, Mr Strawbridge noted Timothy Sackar and Jillian Robertson of Clayton Utz, the Administrators' solicitors, were in attendance.</p> <p>He noted that all committee members in attendance were attending via the Microsoft Teams videoconference platform and the listing of those accessing the online meeting platform would be used as a basis for the attendance register.</p> <p>The attendance register is attached at Annexure A. The observers register is attached at Annexure B.</p>
CHAIRPERSON	Mr Strawbridge advised that pursuant to rule 75-50 of the Insolvency Practice Rules (<i>Corporations</i>) 2016 (IPR), he would occupy the Chair as Joint and Several Administrator of the Companies.
QUORUM	The Chairperson declared a quorum present at the meeting as a majority of the committee members were seen as viewing the online meeting platform at that time.
RECORDING OF THE MEETING	The Chairperson advised he intention to record the meeting for the purpose of minute taking. He asked if any committee members objected to the meeting being recorded. No objections to the recording of the meeting were made.
TABLING OF DOCUMENTS	<p>The Chairperson advised that he would be tabling the meeting notice and Remuneration Approval Report were circulated to all members by email on 22 September 2020.</p> <p>The Chairperson noted the committee had no objections to the tabling of these documents and assumed that he would take the tabled documents as being read by the committee.</p>
TIME AND PLACE OF MEETING	The Chairperson stated he had not received any objections to the time and place of the meeting. Therefore, pursuant to 75-30 of the IPR, he declared that the meeting was held at a time and place most convenient for the majority of persons entitled to receive notice of the meeting.
AGENDA	<p>The Chairperson outlined the agenda for the meeting as follows:</p> <ul style="list-style-type: none">a) update on legal actions;b) timetable for the voluntary administration and completion of the DOCA;c) outline of voting from second meeting of creditors;d) to fix or determine the future remuneration of the Deed Administrators;e) any other business.

UPDATE ON LEGAL ACTIONS

The Chairperson started by providing an update to the committee on the Broad Peak and Tor (**BP&T**) matter.

He noted the Court was asked to deliberate on the two matters in the hearing:

1. the consideration of competing DOCA proposals at the second meetings of creditors; and
2. if it would be appropriate to appointment a facilitator to assist in assessing the competing DOCA proposals and providing information to creditors before the second meetings.

The Chairperson informed the committee that the Court handed down the judgement late last week noting the Court held it would not be appropriate to impose further obligations on the Administrators' with regards to the conduct the meeting. Further, the Court noted the following:

- processes are already in place, adopted by the Administrators and endorsed by the Courts which provides the opportunity to raise any competing DOCA proposals
- the statutory regime does not require administrators to put forward a competing DOCA, nor does it require an Administrator to adjourn, or permit an alternative DOCA to be put to meetings for creditors. Meaning there was no formal requirement for the Administrators to do so.
- the Administrators acted within the scope of their wide statutory powers in entering into a binding sale agreement with Bain Capital (**Bain**)
- no application has been made to *"impugn the business and commercial judgments of the Administrators, which generally speaking, Courts are reluctant to do"*.

Additionally, with respect to the facilitator his Honour noted it was not necessary to appoint a facilitator as it is:

"unlikely to enhance the position of the creditors so far as imparting relevant information to them will unnecessarily involve costs to the creditors and will unnecessarily disrupt the progress of the administrators leading up to the Second Meetings. It has not been established that the Administrators, keeping in mind the constraints of the Bain sale and implementation deed, will be acting inappropriately in preparing for and conducting the Second Meetings."

As a result, his Honour dismissed the bond holder's application with costs and the Chairperson stated how this demonstrated the Court's support and approval of the Administrators' conduct and process to date.

The Chairperson moved onto another legal matter, being the Administrators appeal the decision of the Federal Court in the proceedings brought by Willis Lease Finance Corporation (**Willis**).

The Chairperson noted Willis are the lessors of four engines of the Virgin Group and are one of two lessors that did not sign up to the aircraft protocols during the Administration period. Therefore, Willis are in a unique position to all other aircraft lessors.

The Chairperson advised the appeal centres on the terms *"give possession"* and if possession can be defined in the articles that fall under the Cape Town Convention. The Chairperson noted that prior to this hearing no decision had been found regarding redelivery specifically relating to terms of lease agreements. The matter was heard by the Full Court on Tuesday and the decision is pending an outcome hopefully in the next two weeks.

The Chairperson noted the Administrators had sought a stay from the current judgement which required that the Administrators redeliver the aircraft in accordance with the lease agreement. The Chairperson advised the stay was granted and the effect means that the Willis engines do not need to be redelivered to Florida pending the outcome of the appeal.

**TIMETABLE TO
COMPLETION OF
DOCA
(12:30)**

The Chairperson shared two timetables with the committee:

1. timetable until completion of Deed of Company Arrangements (**DOCAs**); and
2. current timetable around distribution to creditors.

The Chairperson noted the DOCAs should be executed by close of business tomorrow. The Chairperson advised that the final version of the DOCA should be uploaded onto the Administrators' website by today and the signing of the DOCA should take place tomorrow.

The Chairperson informed the committee about the 444GA application. He explained the 444GA application as the process of which shares are reallocated from existing shareholders to the new owner, Bain. The Chairperson informed the committee this process cannot formally start until the DOCA is signed. However, an independent expert report has valued the shares to ensure shareholders are not prejudiced in the event where shares are reallocated from the existing shareholders to the new shareholder at no value. The Chairperson informed the committee that the draft documents to go to shareholders and the independent experts report has been sent to ASIC for review.

The Chairperson advised that once ASIC has finalised the review of the documents and assuming the DOCA is signed the Administrators would file the application with the Court to confirm whether or not the Administrators' would be successful in being able to transfer shares from the existing shareholders. The Chairperson explained it to be a two-hearing process:

1. A date in Court will be set for determining the timetable. The timetable will set out the dates in which if there are objections and to allow any shareholders the opportunity to be heard in the proceedings.
2. Final hearing at which the Court will be able to make an informed decision, given everyone's considerations.

The Chairperson noted the Administrators are aiming for a final Court date in the second to last week of October.

The Chairperson noted it would take some time potentially before judgment is handed down. The Chairperson noted that the Administrators will also need to have the DOCAs recognised under Chapter 15 in the United States of America (**US**). The Chairperson noted that lawyers are on standby to enable the hearing in the US to be heard. He advised the position is to aim to complete the DOCAs by the 30 of October.

The Chairperson advised that the Administrators sent a letter out to all the creditors, excluding bondholders and employees, to inform them about the excluded contracts list and to inform them that going forward it is business as usual. If suppliers are on the exclude contracts lists their contracts are not impacted by the deed. If suppliers are not on that list, then a purchase order or a commitment-based process would be implemented.

The Chairperson confirmed on Wednesday night, he had received the formal confirmation from Bain that the list of all excluded contracts is completed. He notes the Administrators' are still in the process of finalising any 443B notices to lessors of equipment. He does expect the 443B notices to be completed by close of business today.

The Chairperson advised that two business days prior to completing the DOCA, a final designation notice will be published on the Administration website. A designation notice allows for any other agreements which are entered into between now and the completion, which are designed to keep contracts on foot and not impacted.

**DRAFT INTERIM
DIVIDEND
TIMETABLE**

The Chairperson advised that the expected a distribution would be made within six to nine months on completion of the DOCA.

Funds will be received at the completion of the DOCA and on the establishment of the Creditors Trust. The Chairperson advised those monies will be put on term deposits and emphasised the Administrators would have control of the monies.

The Chairperson advised the Administrators have a statutory timetable in respect to calling formal proof for debts. Before the Administrators' can make distribution, sufficient time must be given to lessors of equipment to properly submit a claim. He

noted that the handback period of some leased equipment may be up to 100 days. Therefore, the proposed timetable is for a formal dividend to be declared in January which will enable a distribution to be made in early April. The Chairperson did note some practical issues around the aircraft and equipment handback timetable whilst acknowledging that there is a potential for legal action respect to the hand back of leased equipment.

The Chairperson then provided an update on the timetable in place for the payment of employee entitlements and redundancies. He noted that in the first week of October the initial payment is expected of around \$101m. The second payment expected to be around the end of March or beginning of April next year is anticipated to be about \$57m. Under the Administrators' agreement with Bain, this is a cost which is part of the consideration. The Administrators are in the process of finalising a draft notice to increase the level of interim funding for the initial tranche of \$101m. Given the timing of the next tranche of \$57m being beginning of April, the Administrators will put in place an adequate security blanket to ensure there is access to those funds next year. He reiterated that those redundancy payments will not be paid from funds which are earmarked for unsecured creditors.

OVERVIEW OF VOTING FROM SECOND MEETING OF CREDITORS

The Chairperson then provided a summary of the outcome of voting at the Second Meeting of Creditors, as shown on page 8 and 9 of the meeting presentation (refer Annexure C). He noted that there was an overwhelming majority voting in favour of the DOCAs.

ADMINISTRATORS' RECEIPTS AND PAYMENTS

The Chairperson provided the committee with the Administrators' receipts and payments as at 11 September 2020 (refer page 10 of Annexure C).

In respect of the receipts and payments, he noted the estimated excluded cash of \$43.2m is comparable to the Administrators' report where it was estimated at between \$14.8m and \$40m. The Chairperson was pleased that this amount was towards the higher end of the estimate and attributed the positive number as a result of Bain going on trading risk from 1 July and also taking on certain liabilities of the Administrators, including \$22m of unearned revenue and \$11m worth of employee entitlements which have accrued during the Administration period. In total trading liabilities taken by Bain are approximately \$35m which would normally have to have been incurred by the Administrators' cash.

The Chairperson noted the payments for redundancies will be paid once the Administrators' receive the drawdown request from Bain for the \$101m funding.

He noted that the Administrators have not paid the sale advisors costs and will be doing so on completion of the sale.

In respect of the Voluntary Administrators' fees, the Administrators' only paid fees up to the 30 June at this stage. The Administrators' will be within the budget and within the fee approval which was to cover up to the end of the voluntary administration.

In respect of the Deed Administrators' fees, which will be from Friday going forward until the completion of the deed, the Chairperson hoped this will be lower than the amount for which approval will be sought at today's meeting. He noted an allowance has been made for an extra couple of weeks should the completion be postponed for any reason.

The Chairperson advised the only risk to the amount of monies available to pay to unsecured creditors is really if there are additional costs incurred in returning and repositioning aircraft. The costs foreshadowed at this time are only the potential cost of returning the Willis engines to Florida, pending the outcome of the appeal. All other aircraft lessors have signed up to aircraft protocol agreements which govern the cost of costs of repositioning and returning of aircraft. If there was a cost borne by the Administrators' in repositioning and returning the aircraft, this could be around \$100m to \$150m. He advised that if there is any legal actions which connects to respect to that, a COI meeting will likely be convened to provide details of the costs and obtain the committee's support around commencing significant and rigorous legal actions to make sure that those costs are not borne from the funds otherwise available for distribution to creditors.

QUESTIONS

The Chairperson asked if there were any questions.

Paolo Casali of Skywest Airlines Pilot Association (**SALPA**) asked about the lessor other than Willis that had not entered into an aircraft protocol agreement, and which entity of the Virgin Group operated that aircraft.

The Chairperson advised the counterparty is called Genesis and the aircraft lease was held by VB Leaseco Pty Ltd.

RESOLUTIONS - DEED ADMINISTRATORS' REMUNERATION

The Chairperson confirmed the link to access the online voting platform had now been circulated to committee members by email. He asked if any committee members present had not received the email. No committee members advised they had not received the email.

The Chairperson advised he would put the resolutions to the committee, allow them to select their vote and submit the online voting form.

The Chairperson put the first resolution to the meeting as follows:

Resolution 1 – Commencement of the Primary DOCA to the completion of the Primary DOCA

"That the future remuneration of the Deed Administrators from the commencement of the Primary DOCA to the completion of the Primary DOCA is determined at a sum equal to the cost of time spent by the Deed Administrators and their partners and staff, calculated at the hourly rates as detailed in the remuneration approval report of 3 August 2020, up to a capped amount of \$5,002,210.00, exclusive of GST, and that the Deed Administrators can draw the remuneration on a monthly basis or as required".

The Chairperson noted that the Deed Administrators can only draw to the amount of time occurred. He also noted that the amount cannot be drawn in excess of the approved amount or prior to the time being incurred.

Resolution 2 – Future Deed Administrators' disbursements from the commencement of the Primary DOCA to the completion of the Primary DOCA

The Chairperson put the second resolution to the meeting:

"That the future disbursements of the Deed Administrators from the commencement of the Primary DOCA to the completion of the Primary DOCA calculated at the rates as detailed in the remuneration approval report dated 3 August 2020 be capped at the amount of \$16,800.00, exclusive of GST, and that the Deed Administrators may draw the disbursements on a monthly basis or as required."

The Chairperson advised the votes on the resolutions had now been counted and noted a majority of committee members in attendance at the meeting had voted for the resolutions.

The Chairperson declared each of the resolutions as carried.

ANY OTHER BUSINESS

The Chairperson asked if there were any further questions or business the committee wished to raise. There were no further questions or business raised.

CLOSURE OF MEETING

The Chairperson thanked committee members for their attendance and declared the meeting closed at **11:53AM** (AEST).

Signed as a correct record.



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CHAIRPERSON

Form 531C**LIST OF PERSONS PRESENT AT MEETING OF COMMITTEE OF INSPECTION****75-145(4)**

Insolvency Practice Rules (Corporations) 2016

**Virgin Australia Holdings Limited and Subsidiaries
(all Administrators Appointed)****Meeting Details:** Committee of Inspection (ninth meeting)**Meeting date, time and place:** 24 September 2020, 11:00am AEST

Deloitte Financial Advisory Pty Ltd, Level 9, Grosvenor Place, 225 George Street, Sydney NSW 2000

Committee Member	Name of Proxy/Representative	Proxy Type	Signature
FIIG Securities Limited	Thomas Jacquot	General	Attended via audio-visual conference
Association of Virgin Australia Group Pilots (VIPA)	John Lyons	General	Attended via audio-visual conference
Australian Council of Trade Unions (ACTU)	Scott Connolly	General	Attended via audio-visual conference
Deputy Commissioner of Taxation	Gary Busby	General	Attended via audio-visual conference
Australian Federation of Air Pilots (AFAP)	Simon Lutton	General	Attended via audio-visual conference
Australian Licensed Aircraft Engineers (ALAEA)	Steve Purvinas	General	Attended via audio-visual conference
Australian Manufacturing Workers Union (AMWU)	Glenn Thompson	General	Attended via audio-visual conference
Australian Services Union (ASU)	Emeline Gaske	General	Attended via audio-visual conference
Flight Attendants Association of Australia (FAAA)	Teri O'Toole	General	Attended via audio-visual conference
Skywest Airlines Pilot Association (SALPA)	Paolo Casali	General	Attended via audio-visual conference
Transport Workers Union of Australia (TWU)	Emily McMillan	General	Attended via audio-visual conference
The Bank of New York Mellon	Jeremy Hollingsworth	General	Attended via audio-visual conference
Electrical Trades Union (ETU)	Matt Murphy	General	Attended via audio-visual conference
Australia Pacific Airports (Melbourne) Pty Ltd	Shane O'Hare	General	Attended via audio-visual conference
Brisbane Airport Corporation Pty Ltd	Melissa Hill	General	Attended via audio-visual conference

Form 531C**LIST OF PERSONS PRESENT AT MEETING OF COMMITTEE OF INSPECTION****75-145(4)**

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Deloitte Financial Advisory Pty Ltd, Level 9, Grosvenor Place, 225 George Street, Sydney NSW 2000

Committee Member	Name of Proxy/Representative	Proxy Type	Signature
Canberra Airport Pty Ltd	Stephen Carson	General	Attended via audio-visual conference
Velocity Rewards Pty Limited	Christopher Hill	General	Attended via audio-visual conference
Airframe Leasing (S) Pte. Ltd	Richard Wolanski	General	Attended via audio-visual conference
Dell Financial Services Pty Ltd	Cassie Douglas	General	Attended via audio-visual conference
JPA No. 123 Co., Ltd	Jason Opperman	General	Attended via audio-visual conference
Wilmington Trust Company (AerCap)	Alexander Wilson	General	Attended via audio-visual conference
Airline Cleaning Services Pty Ltd	David Baker	General	Attended via audio-visual conference
Alliance Airlines Pty Limited	Marc Devine	General	Attended via audio-visual conference
Boeing Training & Flight Services Australia Pty Limited	Edward Gomes	General	Attended via audio-visual conference
Perth Aircraft Leasing (UK) Limited	Noel McCoy	General	Attended via audio-visual conference
Spotless Facility Services Pty Ltd	Jacob Gunzburg	General	Attended via audio-visual conference
Sabre GLBL Inc	Tony Troiani	General	Attended via audio-visual conference
Sargon CT Pty Ltd	Yvonne Kelaher	General	Attended via audio-visual conference

LIST OF PERSONS PRESENT AT MEETING OF COMMITTEE OF INSPECTION

Observer's Register for: **Virgin Australia Holdings Limited and Subsidiaries**
(all Administrators Appointed)

Meeting Details: Committee of Inspection (ninth meeting)

Meeting date, time and place: 24 September 2020, 11:00am AEST

Deloitte Financial Advisory Pty Ltd, Level 9, Grosvenor Place, 225 George Street, Sydney NSW 2000

Observer's name	Organisation	Signature
Henry Carr	Commonwealth of Australia represented by the Attorney-General's Department (FEG)	Attended via audio-visual conference
Matthew Carr	Deloitte	Attended via audio-visual conference
Harry Bayard	Deloitte	Attended via audio-visual conference
Nicholas Singh	Deloitte	Attended via audio-visual conference
Jillian Robertson	Clayton Utz	Attended via audio-visual conference
Tim Sacker	Clayton Utz	Attended via audio-visual conference



Virgin Australia Holdings Limited, ACN 100 686 226
and certain subsidiaries
(all Administrators Appointed)
(the Companies or Virgin Group)

Ninth meeting of the Committee of Inspection
11:00am (AEST), Thursday 24 September 2020

Opening & welcome

- Attendance register

Update on legal actions

- BP&T judgement
- Willis appeal

Timetable to completion of the DOCA

Overview of voting from second meeting of creditors

Receipts and Payments

Deed Administrators remuneration

Any other business

BP&T: *Strawbridge, in the matter of Virgin Australia Holdings Ltd (administrators appointed) (No 8) [2020] FCA 1344*

The Court was asked to deliberate on the following matters at that hearing:

1. the consideration of competing DOCA proposals at the second meetings of creditors (in particular, the Court was asked to impose a regime for the submission, publication of details, debate and promotion of DOCA proposals and to require that a resolution with respect to the bondholders' DOCA and any other DOCA proposal is included on any ballot by the Administrators); and
2. the possible appointment of a facilitator to assist in assessing the competing DOCA proposals and providing information to creditors before the second meetings.

Consideration of competing DOCA proposals

The Court held that it would not be appropriate to impose further obligations on the Administrators with regards to the conduct of the second meetings in circumstances where:

- the statutory regime already imposes a number of procedural requirements re conduct of creditors' meetings, which are designed to safeguard the interests of creditors;
- the process already adopted by the Administrators (and endorsed by the Court) provides creditors with the opportunity to be informed of any competing DOCA proposals;
- the legislative regime does not require administrators to put forward any competing DOCA proposals nor does it require an administrator to adjourn a creditors' meeting to permit an alternative DOCA proposal to be finalised and put to creditors;
- the Administrators acted within the scope of their wide statutory powers in entering into a binding sale agreement with Bain
- no application has been made to *"impugn the business and commercial judgments of the Administrators, which generally speaking, Courts are reluctant to do"*.



Appointment of an independent facilitator

Middleton J also held that it was not necessary to appoint a facilitator as it is

"unlikely to enhance the position of the creditors so far as imparting relevant information to them will unnecessarily involve costs to the creditors, and will unnecessarily disrupt the progress of the administrators leading up to the Second Meetings. It has not been established that the Administrators, keeping in mind the constraints of the Bain SID, will be acting inappropriately in preparing for and conducting the Second Meetings."

The orders dismissed the bondholders' application with costs and further demonstrated the Court's support and approval of the Administrators' conduct and process to date.

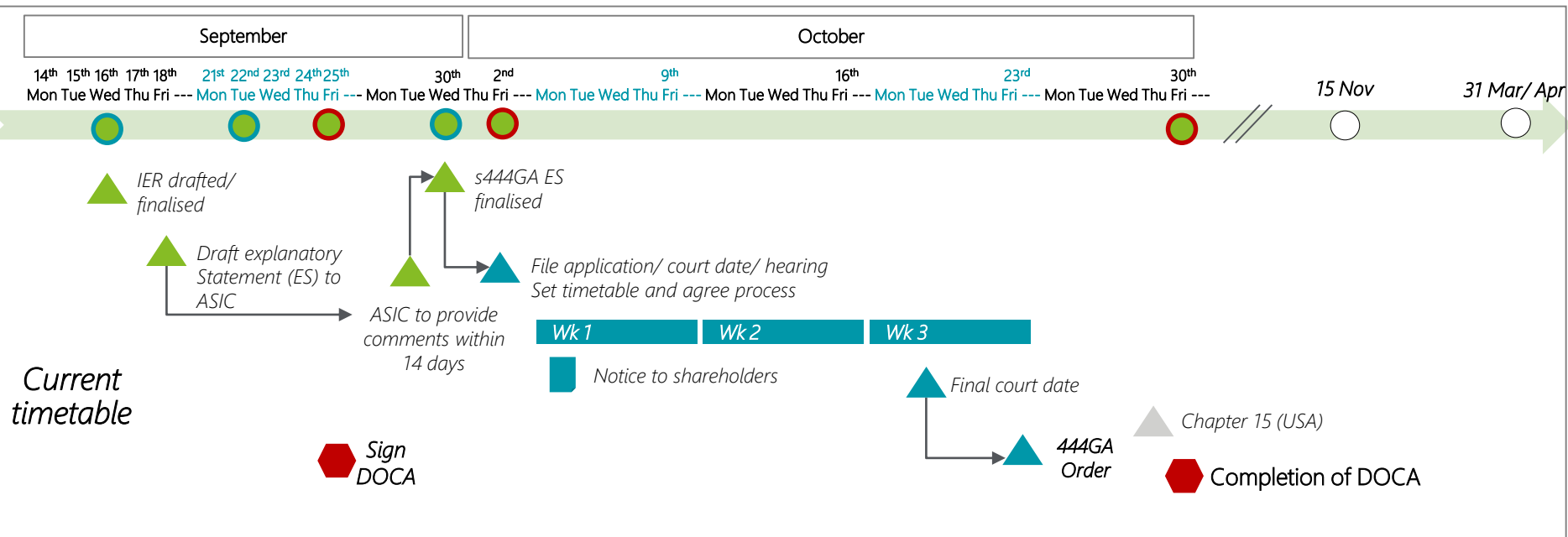


Willis Action

- Involves lessor of 4 engines
- Appeal heard on Tuesday 22 September
- Stay of previous Judgement pending outcome of appeal
- Outcome of appeal to be determined



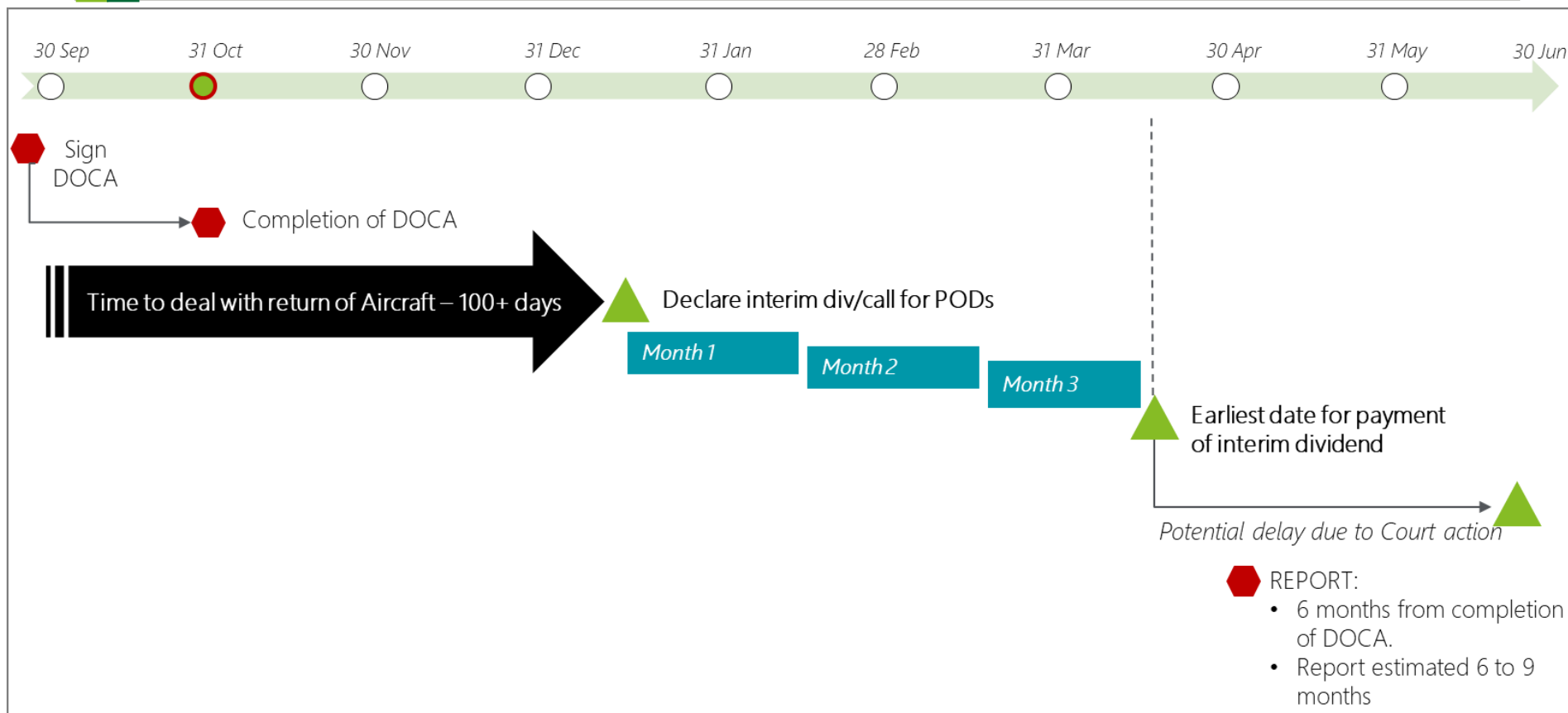
Timetable to completion of the DOCA



Key actions – contracts, leases and agreements

- ◆ Administrators issue letter to creditors and suppliers →
- ◆ Confirmation from Bain:
 - all 443B notices issued that are required
 - Excluded contracts – updated list September 2020
- ◆ Final updated the Excluded Contracts Designation Notices to be publicised on the Administrators website

Timetable – draft interim dividend timetable




Timetable issues:

- Aircraft and equipment handback timetable – could take up to >100 days
- Time for certain creditors to quantify their loss suffered
- Potential for legal action in respect to handbacks and costs of same
- Payment of employee entitlements – redundancy amounts in March/April 2021
- Challenge to POD adjudications



Overview of voting at 2nd meeting of creditors

		Resolution That the Companies execute the Deed of Company Arrangement as proposed in the Administrators' report to creditors dated 25 August 2020.					7134 Creditors Voted		04/09/2020 12:34:00 Latest Vote Date	
Filters		DOCA	Entity Pool	For	Against	Abstain	Vote Count % (For)	Admitted Amount % (For)	Vote Outcome	
DOCA		Primary	DOCG 1	6456	63	257	99.03%	97.72%	PASSED	
<input type="checkbox"/> Select all		International	DOCG 2	270	11	184	96.09%	76.35%	PASSED	
<input type="checkbox"/> International		Subsidiary DOCA 6	VB Leaseco No 2 Pty Ltd	10	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Primary		Subsidiary DOCA 7	VB 800 2009 Pty Ltd	6	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Subsidiary DOCA 1		Subsidiary DOCA 2	Short Haul 2017 No. 2 Pty Ltd	4	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Subsidiary DOCA 2		Subsidiary DOCA 1	Short Haul 2014 No. 2 Pty Ltd	3	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Subsidiary DOCA 3		Subsidiary DOCA 4	VA Borrower 2019 No. 1 Pty Ltd	3	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Subsidiary DOCA 4		Primary	Virgin Australia International Operations Pty Ltd	3	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Subsidiary DOCA 5		Primary	737 2012 No. 2 Pty Ltd	2	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Subsidiary DOCA 6		Primary	737 2012 No.1 Pty. Ltd	2	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Subsidiary DOCA 7		Primary	Short Haul 2016 No. 1 Pty Ltd	2	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Subsidiary DOCA 8		Primary	Short Haul 2016 No. 2 Pty Ltd	2	0	0	100.00%	100.00%	PASSED	
Entity Pool		Primary	Short Haul 2017 No. 1 Pty Ltd	2	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Select all		Subsidiary DOCA 8	Short Haul 2017 No. 3 Pty Ltd	2	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> 737 2012 No. 2 Pty Ltd		Subsidiary DOCA 3	Short Haul 2018 No. 1 Pty Ltd	2	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> 737 2012 No.1 Pty. Ltd		Subsidiary DOCA 5	VA Borrower 2019 No. 2 Pty Ltd	2	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> DOCG 1		Primary	VA Hold Co Pty Ltd	2	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> DOCG 2		Primary	VA Lease Co Pty Ltd	2	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Short Haul 2014 No. 1 Pty Ltd		Primary	VA Regional Leaseco Pty Ltd	2	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Short Haul 2014 No. 2 Pty Ltd		Primary	VB LH 2008 No. 2 Pty Ltd	2	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Short Haul 2016 No. 1 Pty Ltd		Primary	VB PDP 2010-11 Pty Ltd	2	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Short Haul 2016 No. 2 Pty Ltd		Primary	VBNC5 Pty Ltd	2	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Short Haul 2017 No. 1 Pty Ltd		Primary	Virgin Australia 2013-1 Issuer Co Pty Ltd	2	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Short Haul 2017 No. 2 Pty Ltd		Subsidiary DOCA 1	Short Haul 2014 No. 1 Pty Ltd	1	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Short Haul 2017 No. 3 Pty Ltd		Primary	VB LH 2008 No. 1 Pty Ltd	1	0	0	100.00%	100.00%	PASSED	
<input type="checkbox"/> Short Haul 2018 No. 1 Pty Ltd										
<input type="checkbox"/> VA Borrower 2019 No. 1 Pty Ltd										
<input type="checkbox"/> VA Borrower 2019 No. 2 Pty Ltd										
<input type="checkbox"/> VA Hold Co Pty Ltd										
<input type="checkbox"/> VA Lease Co Pty Ltd										
<input type="checkbox"/> VA Regional Leaseco Pty Ltd										
<input type="checkbox"/> VB 800 2009 Pty Ltd										
<input type="checkbox"/> VB Leaseco No 2 Pty Ltd										
<input type="checkbox"/> VB LH 2008 No. 1 Pty Ltd										
Deloitte 2020 - Private and Confidential				Sources: Halo Voting Platform						

Deloitte.



Receipts and Payments

POSITION AS AT 11 SEPTEMBER 2020

\$'000	Administrators Cash Position			
	As at 30 June as per report	Post 30 June to 11 September	Future	Estimated final position
Realisation of Circulating assets in existence as at 20 April 2020	192,611			192,611
Revenue received	95,460			95,460
JobKeeper received	49,284			49,284
less costs incurred and paid	(148,333)			(148,333)
Less FX revaluation	(7,556)			(7,556)
Cash at bank 30 June 2020	181,466			181,466
Revenue received		15,646		15,646
less Purchase orders and supply commitments	(99,720)	(94,916)	(31,196)	(126,112)
less allowance for wages and redundancies pre-30 June 20			(3,000)	(3,000)
Less accrued leave, PAYG/Super & payroll tax obligations	(44,664)	(29,813)	(5,868)	(35,681)
less unearned revenue received during administration	(22,034)			0
	(166,418)	(109,083)	(40,064)	(149,147)
Other accrued costs:				
Voluntary administration fees to 30 June	(13,400)	(13,400)		(13,400)
Legal fees to 30 June	(8,700)	(8,700)		(8,700)
Advisor costs	(16,000)		(16,000)	(16,000)
	(38,100)	(22,100)	(16,000)	(38,100)
Future expected receipts:				
JobKeeper reimbursement	24,300	24,485	0	24,485
Estimated funds surplus/(shortfall) as at 30 June 2020	1,248			
Estimated future debtor recoveries (100% recovered)				
Post appointment receipts in pre-appointment accounts		8,531		8,531
Post appointment debtors		40,716	4,269	44,985
Pre appointment debtors		7,265	141	7,406
		56,512	4,410	60,922
Estimated future costs:				
Voluntary Administration fees		0	(13,383)	(13,383)
Deed Administration fees		0	(5,000)	(5,000)
Trustee fees		0	(8,000)	(8,000)
Legal fees 1 July to end of Creditors trust		0	(10,000)	(10,000)
		0	(36,383)	(36,383)
Estimated Excluded Cash - funds to go to Creditors Trust				43,242

balance assumed by Bain
assumed by Bain

compares to \$14.8m to \$40m estimate in Report

Please **check your email** for the link to access the online voting form.

Resolution 1:

Commencement of the Primary DOCA to the completion of the Primary DOCA

"That the future remuneration of the Deed Administrators from the commencement of the Primary DOCA to the completion of the Primary DOCA is determined at a sum equal to the cost of time spent by the Deed Administrators and their partners and staff, calculated at the hourly rates as detailed in the remuneration approval report of 3 August 2020, up to a capped amount of \$5,002,210.00, exclusive of GST, and that the Deed Administrators can draw the remuneration on a monthly basis or as required".

Resolution 2:

Future Deed Administrators' disbursements from the commencement of the Primary DOCA to the completion of the Primary DOCA

"That the future disbursements of the Deed Administrators from the commencement of the Primary DOCA to the completion of the Primary DOCA calculated at the rates as detailed in the remuneration approval report dated 3 August 2020 be capped at the amount of \$16,800.00, exclusive of GST, and that the Deed Administrators may draw the disbursements on a monthly basis or as required."

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Thank you for your attendance and participation.

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