

1 May 2020

[REDACTED]
Via Email: [REDACTED]

CC: [REDACTED]; [REDACTED]; [REDACTED];
[REDACTED]; [REDACTED]; david.goldman@nortonrosefulbright.com;
cassandra.fielden@nortonrosefulbright.com; [REDACTED];
olivia.newman@nortonrosefulbright.com

Dear [REDACTED]

Virgin Australia Holdings Ltd
and certain entities listed in Schedule A
(All Administrators Appointed)
(the Companies or Virgin)

I refer to previous correspondence in relation to the appointment of Administrators of Virgin on 20 April 2020.

The purpose of this circular is to confirm in writing our intention to meet your expectations relating to the matters raised.

Insurance

Insurance which was in place prior to our appointment continues to be in place during the administration period and any upcoming insurance renewal is to be undertaken in the ordinary course of business by the Companies.

Aircraft and Engine Maintenance

We advise that the aircraft and engines will continue to have their security, airworthiness and wellbeing maintained. This will continue to be done under the control and direction of the Civil Aviation Safety Authority (CASA) independently approved Continuous Airworthiness Manager. Maintenance will be in accordance with the requirements of the relevant CASA approvals held for these operations, and in the same manner and under the same guidelines as Virgin had done until our appointment as Administrators (and reflecting the COVID-19 restrictions).

Dataroom

We are in the process of finalising the dataroom in the form of a virtual media sharing platform which will enable you to access the key documentation relating to your assets. Initially it will include an immediate position statement on your asset(s). This will include details of the aircraft maintenance program and location.

We expect this will be open to aircraft financiers by no later than 8 May 2020. Separate communication will be issued to financiers and lessors in respect of access to that site.

We will be updating the contents of the dataroom as soon as additional information becomes available examples of which will include updated technical and maintenance records etc

Physical Inspections

Establishing arrangements to facilitate inspection by your representatives of your aircraft, engines and accompanying electronic records. Separate communications will be issued in this regard early next week.

Protocols

Please find enclosed the form of protocol document which outlines the manner in which we will handle your assets which are in possession of Virgin during the Administration period. This include a mechanism for calculation for compensation for use. We envisage agreeing and signing a protocol with you, populated with the information relating to your aircraft and engines, at the earliest opportunity and in any event prior to 26 May 2020.

The protocol document we have prepared will also be shared with your legal representatives separately by our legal representatives.

We also wish to advise that we have increased the resource requirement for this part of the business to ensure the technical and non-technical information pertaining to the aircraft can be responded to quickly. This will include setting up a dedicated email address for financier questions and information requests to be sent to.

The Administrators appreciate your ongoing support of the business during this period and we will endeavour to continue to keep you updated on the voluntary administration and the recapitalisation of the business or sale of the business process.

Should you require any further information in the meantime, please contact Mukhtader Mohammed on 0404 285 401 or Rosie Hassall of this office on (02) 9233 5755 or by email to virginaircraftlessor@deloitte.com.au.

Yours faithfully



Sal Algeri
Joint and Several Administrator

Encl.

List of enclosures

Schedule A: List of entities in Administration

Schedule A – Virgin Group entities, all Administrators Appointed

Virgin Australia Holdings Ltd, ACN 100 686 226
Virgin Australia International Operations Pty Ltd, ACN 155 859 608
Virgin Australia International Holdings Pty Ltd, ACN 155 860 021
Virgin Australia International Airlines Pty Ltd, ACN 125 580 823
Virgin Australia Airlines (SE Asia) Pty Ltd, ACN 097 892 389
Virgin Australia Airlines Holdings Pty Ltd, ACN 093 924 675
VAH Newco No.1 Pty Ltd, ACN 160 881 345
Tiger Airways Australia Pty Limited, ACN 124 369 008
Virgin Australia Airlines Pty Ltd, ACN 090 670 965
VA Borrower 2019 No. 1 Pty Ltd, ACN 633 241 059
VA Borrower 2019 No. 2 Pty Ltd, ACN 637 371 343
Virgin Tech Pty Ltd, ACN 101 808 879
Short Haul 2018 No. 1 Pty Ltd, ACN 622 014 831
Short Haul 2017 No. 1 Pty Ltd, ACN 617 644 390
Short Haul 2017 No. 2 Pty Ltd, ACN 617 644 443
Short Haul 2017 No. 3 Pty Ltd, ACN 622 014 813
VBNC5 Pty Ltd, ACN 119 691 502
A.C.N. 098 904 262 Pty Ltd, ACN 098 904 262
Virgin Australia Regional Airlines Pty Ltd, ACN 008 997 662
Virgin Australia Holidays Pty Ltd, ACN 118 552 159
VB Ventures Pty Ltd, ACN 125 139 004
Virgin Australia Cargo Pty Ltd, ACN 600 667 838
VB Leaseco Pty Ltd, ACN 134 268 741
VA Hold Co Pty Ltd, ACN 165 507 157
VA Lease Co Pty Ltd, ACN 165 507 291
Virgin Australia 2013-1 Issuer Co Pty Ltd, ACN 165 507 326
737 2012 No.1 Pty. Ltd, ACN 154 201 859
737 2012 No. 2 Pty Ltd, ACN 154 225 064
Short Haul 2016 No. 1 Pty Ltd, ACN 612 766 328
Short Haul 2016 No. 2 Pty Ltd, ACN 612 796 077
Short Haul 2014 No. 1 Pty Ltd, ACN 600 809 612
Short Haul 2014 No. 2 Pty Ltd, ACN 600 878 199
VA Regional Leaseco Pty Ltd, ACN 127 491 605
VB 800 2009 Pty Ltd, ACN 135 488 934
VB Leaseco No 2 Pty Ltd, ACN 142 533 319
VB LH 2008 No. 1 Pty Ltd, ACN 134 280 354
VB LH 2008 No. 2 Pty Ltd, ACN 134 288 805
VB PDP 2010-11 Pty Ltd, ACN 140 818