

**KING & WOOD
MALLESONS**

Level 61
Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000
Australia

T +61 2 9296 2000
F +61 2 9296 3999

www.kwm.com

8 August 2016

To Company Announcement Platform
Australian Securities Exchange

By Fax: 1300 135 638

Dear Sir/Madam

Notice of change of interest of substantial holder (Form 604) – Virgin Australia Holdings Limited

We act for Corvina Holdings Limited.

We attach a Notice of Change of Interests of Substantial Holder (Form 604) relating to Virgin Australia Holdings Limited (ACN 100 686 226).

Yours faithfully

King & Wood Mallesons

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Virgin Australia Holdings Limited

ACN/ARSN ACN 100 686 226

1. Details of substantial holder (1)

Name Corvina Holdings Limited and each of its related bodies corporate listed in Annexure A

ACN/ARSN (if applicable) Not applicable

There was a change in the interests of the substantial holder on

4/8/2016

The previous notice was given to the company on

23/6/2016

The previous notice was dated

23/6/2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	351,464,678	8.66%	845,811,931	10.42%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
4/8/2016	Corvina Holdings Limited	Acquisition of new fully paid ordinary shares at a price of A\$0.21 under a 1 for 1 non-renounceable pro rata entitlement offer launched by the Company on 6 July 2016	\$73,807,582.38	351,464,678	351,464,678
4/8/2016	Corvina Holdings Limited	Acquisition of shares under sub-underwriting agreement, announced by the Company on 6 July 2016	\$30,005,340.75	142,882,575	142,882,575

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Corvina Holdings Limited	Corvina Holdings Limited	Corvina Holdings Limited	Relevant interest under section 608(1) of the Corporations Act as registered holder	845,811,931 fully paid ordinary shares	845,811,931
Related bodies corporate of Corvina Holdings Limited listed in Annexure A	Corvina Holdings Limited	Corvina Holdings Limited	Refer to Annexure A	845,811,931 fully paid ordinary shares	845,811,931

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

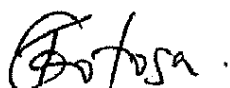
6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Corvina Holdings Limited	Craigmuir Chambers, PO Box 71, Road Town, Tortola, British Virgin Islands
Related bodies corporate of Corvina Holdings Limited listed in Annexure A	Refer to Annexure A

Signature

print name TATENDA GOTOSA capacity ALTERNATE DIRECTOR

sign here  date 4/8/2016

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

This is Annexure A of 1 page referred to in Form 604 (Notice of change of interests of substantial holder) of Corvina Holdings Limited and dated 4 August 2016.

Related bodies corporate of Corvina Holdings Limited

Company	Number	Address
Virgin Group Holdings Limited	650373	Craigmuir Chambers, PO Box 71, Road Town, Tortola, British Virgin Islands
VG1 Limited	WK - 185456	Walkers SPV Limited, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9002, Cayman Islands
Virgin Destinations Limited (application for voluntary strike off applied for)	3791322	The Battleship Building, 179 Harrow road, London W2 6NB, UK
Virgin Group Investments, LLC	5697025	2711 Centreville Drive, Suite 400, Wilmington, 19808, USA

Nature of relevant interest

Company	Nature of relevant interest
Virgin Group Holdings Limited (VGHL)	As the direct parent company of Corvina Holdings Limited, VGHL has a relevant interest in the Virgin Australia Holdings Limited shares held by Corvina Holdings Limited under section 608(3) of the Corporations Act.
Members of the Virgin Group (other than VGHL and Corvina Holdings Limited)	Each such entity is an associate of Corvina Holdings Limited under section 12(2)(a) of the Corporations Act and so has a relevant interest in the Virgin Australia Holdings Limited shares held by Corvina Holdings Limited under section 608(3) of the Corporations Act.

