

## NOTICE OF ANNUAL GENERAL MEETING

Virgin Australia Holdings Limited (“the Company”) gives notice that the 2016 Annual General Meeting of members (“the Meeting”) will be held at the **Emporium Hotel, 1000 Ann Street, Fortitude Valley, Queensland on Wednesday, 16 November 2016 at 11.00am (AEST).**

# Agenda

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**IMPORTANT:** The resolutions set out in this Notice should be read in conjunction with the Explanatory Memorandum which follows.

## **Financial Statements and Reports**

To receive and consider the Annual Financial Report, the Directors' report and the Auditor's report for the Company and its controlled entities for the financial year ended 30 June 2016.

### **Resolution 1: Amendment to Rule 43 and Rule 72(a)(i) of the Company's Constitution**

To consider and, if thought fit, pass the following resolution as a special resolution:

THAT Rule 43 and Rule 72(a)(i) of the Constitution be amended as set out in the Explanatory Memorandum accompanying the Notice of Annual General Meeting. With these amendments to come into effect immediately upon this resolution being passed.

### **Resolution 2: Election of Mr Marvin Tan as Director**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

THAT Mr Marvin Tan, having been appointed to the Board since the last Annual General Meeting of the Company, in accordance with the Company's Constitution, ceases to hold office and being eligible, is elected as Director of the Company.

### **Resolution 3: Election of Mr Nang Qi as Director**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

THAT Mr Nang Qi being eligible, is elected as Director of the Company.

### **Resolution 4: Election of Dr Chien-tsung Lu as Director**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

THAT Dr Chien-tsung Lu, being eligible, is elected as Director of the Company.

### **Resolution 5: Re-Election of Mr David Baxby as Director**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

THAT Mr David Baxby, a Director retiring by rotation in accordance with the Company's Constitution, and being eligible for re-election, is elected as a Director of the Company.

### **Resolution 6: Re-Election of Ms Samantha Mostyn as Director**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

THAT Ms Samantha Mostyn, a Director retiring by rotation in accordance with the Company's Constitution, and being eligible for re-election, is elected as a Director of the Company.

### **Resolution 7: Adoption of the Remuneration Report**

To consider the Remuneration Report as it appears in the Annual Financial Report of the Company for the financial year ended 30 June 2016 and, if thought fit, pass the following non-binding resolution as an ordinary resolution.

THAT the Company's Remuneration Report for the financial year ended 30 June 2016 is adopted.

The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this resolution are set out in the "Voting exclusions" section on page 4 of this Notice of Meeting.

# Agenda (continued)

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## **Resolution 8: Refresh Capacity to Issue Shares**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

THAT the issue of 529,190,414 ordinary shares in the Company at \$0.30 cents per share on 23 June 2016 to HNA Innovation Ventures (Hong Kong) Co. Limited on the terms described in the Explanatory Memorandum accompanying this Notice of Annual General Meeting is ratified for all purposes, including for the purposes of ASX Listing Rule 7.4.

## **Explanatory Memorandum**

The Explanatory Memorandum attached to this Notice is incorporated into and forms part of this Notice. A detailed explanation of the background and reasons for the proposed resolutions are set out in the Explanatory Memorandum.

## **By Order of the Board**



Sharyn Page  
Company Secretary

12 October 2016

# Notes

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## How to vote

You may vote by attending the Meeting in person or by proxy. A body corporate may vote by appointing a proxy or a corporate representative.

## Voting in person

To vote in person, attend the Meeting on Wednesday, 16 November 2016 at the Emporium Hotel, 1000 Ann Street, Fortitude Valley, Queensland. The Meeting will commence at 11.00am (AEST).

## Voting entitlement

For the purpose of determining voting entitlement at the Meeting, persons holding fully paid ordinary shares in the capital of the Company at 7.00pm Sydney time (which is 6.00pm AEST) on Monday, 14 November 2016 will be treated as shareholders of the Company. This means that if you are not the registered holder of a relevant share at that time, you will not be entitled to vote in respect of that share.

## Voting exclusions

The Corporations Act and the ASX Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by certain persons, on some of the resolutions to be considered at this Meeting.

For the purpose of these voting exclusions:

- The Key Management Personnel (KMP) of the Company's consolidated group are those persons having authority and responsibility for planning, directing and controlling the activities of the Company's consolidated group either directly or indirectly. It includes any Directors, Chief Executive Officer and specified senior executives. The KMP of the Company's consolidated group during the financial year ended 30 June 2016 are described in the Remuneration Report which commences on page 15 of the Annual Financial Report.
- A **Closely Related Party (CRP)** of a member of the KMP means:
  - a spouse or child of the member;
  - a child of the member's spouse;
  - a dependant of the member or of the member's spouse;
  - anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company's consolidated group; or
  - a company the member controls.

For the purpose of this Meeting, the following voting exclusions apply:

1. In respect of Resolution 7, votes may not be cast, and the Company will disregard any votes cast:
  - by or on behalf of a member of the KMP named in the Remuneration Report or their CRP; or
  - as a proxy by a member of the KMP or any CRP, unless the vote is cast as a proxy for a person entitled to vote on Resolution 7 and:
    - the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; or
    - such a person is the Chair of the meeting and the appointment of the proxy expressly authorises the Chair of the meeting to exercise the proxy, as the proxy decides, even if the resolution is connected with the remuneration of a member of the KMP.
2. In respect of Resolution 8, votes may not be cast, and the Company will disregard any votes cast by or on behalf of HNA Innovation Ventures (Hong Kong) Co. Limited and/or its associates, unless the vote is cast:
  - as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
  - by the Chair of the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. For the avoidance of doubt, there are no voting exclusions in relation to Resolutions 1 to 6, inclusive.

# Notes (continued)

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## **Voting by proxy**

You may appoint any person to attend the Meeting and vote as your proxy, including the Chair. A proxy is not required to be a shareholder of the Company. A proxy form is enclosed with this Notice.

## **How is the proxy to vote?**

If the appointment of the proxy directs the proxy to vote on an item of business in a particular way, unless the proxy is the Chair of the Meeting, the proxy need not vote on a show of hands or a poll, but if the proxy does so, the proxy must vote as directed. If the proxy is the Chair of the Meeting, the proxy must vote on a poll and must vote as directed. If the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands. Any undirected proxies on a given resolution may be voted by the appointed proxy as they choose, subject to the voting exclusions described above.

This does not affect the way a proxy can cast any votes they hold in their own capacity as a member.

## **Appointing more than one proxy**

A shareholder entitled to cast two or more votes may appoint two proxies. If you appoint two proxies, you may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number of votes is specified, each proxy may exercise half of your votes (disregarding fractions).

## **How to appoint a proxy**

You can appoint a proxy in five ways:

- **Online** by visiting [www.virginaustralia.com/agm/2016](http://www.virginaustralia.com/agm/2016) and entering your Securityholder Reference Number (SRN) or your Holder Identification Number (HIN) and your postcode, which is shown on your proxy form enclosed with this Notice. Intermediary Online subscribers (custodians) may lodge proxy instructions at [www.intermediaryonline.com](http://www.intermediaryonline.com);
- **Mobile** to use the smartphone voting service, scan the QR code which appears at the top of the proxy form and follow the instructions provided. To scan the code you need to have already downloaded a free QR code reader app to your smartphone. When scanned, the QR code will take you directly to the mobile voting site.
- **By mail** (using the return-addressed envelope, reply-paid for mailing in Australia) to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001;
- **By hand** to Computershare Investor Services Pty Limited, 117 Victoria Street, West End, Brisbane, during business hours;
- **By facsimile** to Computershare Investor Services Pty Limited on facsimile number 1800 783 447 (or 61 3 9473 2555 if outside Australia).

To be valid, your proxy appointment must be made online or your proxy form must be received no later than 12 midday Sydney time (11.00am AEST) on 14 November 2016 (being 48 hours before the commencement of the Meeting).

If the proxy form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

## **Chair's intention**

The Chair intends to vote all valid undirected proxies received in favour of each resolution subject to the voting exclusions above.

## **Privacy**

Chapter 2C of the Corporations Act requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory requirements are not altered by the *Privacy Act 1988 (Cth)*. Information is collected to administer your shareholding by Computershare on behalf of the Company. Computershare's privacy policy is available at [www.computershare.com.au](http://www.computershare.com.au).



# Explanatory memorandum

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This Explanatory Memorandum forms part of the notice convening the Annual General Meeting of Virgin Australia Holdings Limited to be held on **16 November 2016 at 11.00am (AEST)** at the Emporium Hotel, 1000 Ann Street, Fortitude Valley, Queensland.

Information relevant to the business to be considered at the Meeting is provided in this Explanatory Memorandum and shareholders should read this document in full.

## **Financial Statements and Reports**

In accordance with the Corporations Act, the Annual Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2016 will be put before the Meeting.

Shareholders will have a reasonable opportunity at the Meeting to ask questions or make comments on these reports and on the business, operations and management of the Company.

The Company's auditor, KPMG, will be present and will be provided with a reasonable opportunity to answer written questions to the auditor submitted to the Company no later than the fifth business day before the Meeting. A reasonable opportunity will also be provided for shareholders at the Meeting to ask the auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

## **Resolution 1: Amendment to Rule 43 and Rule 72(a)(i) of the Company's Constitution**

### **Rule 43**

It is proposed that two amendments be made to Rule 43 of the Company's Constitution.

#### **Amendment 1:**

Rule 43(a) of the Constitution limits the number of directors of the Company to ten directors. Currently, Rule 43(a) of the Constitution provides:

*(a) The number of Directors (not including alternate Directors) must be the number, not being less than 3 or more than 10, which the Directors may determine but the Directors may not reduce the number below the number of Directors in office at the time of the reduction. All Directors are to be natural persons.*

The Board currently comprises nine directors. To allow additional directors to be appointed, in accordance with the Nominee Director Protocol, under which major shareholders are entitled to nominate a representative to be a director of the Company, and to assist with succession planning by providing flexibility to be able to appoint additional directors to enhance and complement the Board's skill set prior to any existing directors retiring, it is proposed that Rule 43(a) of the Constitution be amended to increase the maximum number of Directors from ten to fifteen.

#### **Amendment 2:**

The Company's Constitution does not currently provide shareholders with the ability to appoint additional directors at a general meeting of the Company. This is a standard procedural clause that is normally included in a Company's Constitution (it is also a "replaceable rule" in the Corporations Act). Accordingly, shareholder approval is sought to amend the Constitution in line with this standard practice. If approved, this will enable shareholders to approve the appointment of two additional directors in accordance with Resolutions 3 and 4.

It is proposed that the Company's Constitution be amended to include a new Rule 43(c) to read as follow:

*(c) The Company may appoint a person as a Director by resolution passed in general meeting to fill a casual vacancy or as an additional Director so that the number of Directors (not including alternate Directors) does not exceed the maximum number determined by Rule 43(a).*

A copy of the Company's current Constitution and the Nominee Director Protocol are available on the Company's website.

# Explanatory memorandum (continued)

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## Rule 72

Rule 72(a)(i) of the Constitution currently provides that if the Company were to sell or arrange for the sale of unmarketable shareholding parcels (ie share parcels that are worth less than \$500), that the sale of such parcels must occur over a 7 day period.

Currently under Rule 72(a)(i) "Sale Period" for the sale of unmarketable parcels means:

*"means the period of either 7 days following the expiration of the Specified Period or, where Rule 72(b)(iv) applies, 7 days following the date of receipt by the company of revocation of the notice referred to in Rule 72(b)(iii)(c)".*

As at 20 September 2016 there were 24,205 holdings of ordinary shares of less than a marketable parcel of 2174 shares representing 18,829,419 shares.

As shares in the Company are thinly traded, if unmarketable parcels were at any future time to be sold, the volume of shares required to be traded over a 7 day period would be high relative to the normal daily trading average for the Company. This could put downward pressure on the Company's share price which could be detrimental to shareholders whose shares were to be sold. To minimize such potential impact, approval is sought to amend the Constitution to increase this 7 day period to 28 days to provide greater flexibility as to the timing of the sale of such shares should the Company determine at any future time to sell unmarketable share parcels.

If this special resolution is approved, the following changes will be made to the Constitution:

a) the current Rule 43(a) will be replaced with the following:

*(a) The number of Directors (not including alternate Directors) must be the number, not being less than 3 or more than 15, which the Directors may determine but the Directors may not reduce the number below the number of Directors in office at the time of the reduction. All Directors are to be natural persons;*

b) a new Rule 43(c) to read as follows:

*(c) the company may appoint a person as a Director by resolution passed in general meeting to fill a casual vacancy or as an additional Director so that the number of Directors (not including alternate Directors) does not exceed the maximum number determined by Rule 43(a); and*

c) The current definition of "Sale Period" in Rule 72(a)(i) will be replaced with the following:

*"Sale Period" means the period of either 28 days following the expiration of the Specified Period or, where Rule 72(b)(iv) applies, 28 days following the date of receipt by the company of revocation of the notice referred to in Rule 72(b)(iii)(c)".*

**Recommendation** – The Directors of the Company recommend that shareholders vote in favour of the resolution.

## Resolution 2: Election of Mr Marvin Tan as Director

**Mr Marvin Tan** B.A. International Relations

Mr Marvin Tan was an Alternate Director to Mr Goh Choon Phong from 4 July 2014 to 1 January 2016. On 1 January 2016, Mr Goh Choon Phong ceased to be a Director and Mr Tan was appointed a Director of the Company.

In accordance with Rule 43(b) of the Company's Constitution, Mr Tan holds office only until the next Annual General Meeting of the Company and is then eligible for election at that meeting.

Mr Tan is the representative Director nominated by the major shareholder, Singapore Airlines.

Mr Tan is the Senior Vice President Product and Services of Singapore Airlines. He joined Singapore Airlines in 1996 and has held various appointments both in Singapore and overseas, most recently as Senior Vice President Cabin Crew and, prior to that, on secondment to SilkAir, Singapore Airlines' regional subsidiary, as the airline's Chief Executive.

Mr Tan holds a Bachelor of Arts degree in International Relations from Stanford University.

**Recommendation** – The Directors of the Company (with Mr Tan abstaining) recommend that shareholders vote in favour of the resolution.

## Resolution 3: Election of Mr Nang Qi as Director

**Mr Nang Qi** B.A. Aviation Technology.

Mr Nang Qi is the shareholder representative Director nominated by major shareholder, HNA.

Mr Nang Qi is currently Chief Innovation Officer at HNA Aviation Group Co. Ltd. Prior to his current role Mr Nang Qi held various roles within the HNA group of companies including; Deputy General Manager of the Finance Department at HNA Group Co. Ltd and President of HNA Group Import and Export Co. Ltd.

Mr Nang Qi holds a Bachelor in Aviation Technology from the Civil Aviation University of China.

It is proposed that Mr Nang Qi be appointed a Director immediately upon this resolution being passed.

**Recommendation** – The Directors of the Company recommend that shareholders vote in favour of the resolution.

# Explanatory memorandum (continued)

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## **Resolution 4: Election of Dr Chien-tsung Lu as Director**

**Dr Chien-tsung Lu** Public Administration (Aviation Concentration) Ph. D, Aviation Safety, M.S, FAA Airframe & Powerplant, Certificate, FCC GROL, Applied Mathematics, B.S.

Dr Chien-tsung Lu is the shareholder representative Director nominated by major shareholder, Nanshan Capital Holdings Limited.

Dr Chien-tsung Lu is currently the Vice Chairman of Qingdao Airlines. He was appointed to Nanshan Group's Qingdao Airlines Board of Directors in January 2016. His major responsibilities at Qingdao Airlines include flight operation, revenue management, safety, human resources, and international engagement and collaboration.

Dr. Lu has a tenured professorship at Purdue University, USA. Between September 2013 and December 2015, Dr. Lu also served as the Dean of Nanshan Aeronautical College. Dr. Lu is renowned for his aviation safety research focusing on Safety Management Systems.

Dr Lu holds the following qualifications: Public Administration (Aviation Concentration) Ph. D from University of Nebraska, Aviation Safety, M.S from University of Central Missouri, FAA Airframe & Powerplant Certificate, FCC GROL from Houston Rice Aviation College, Applied Mathematics, B.S from the National Chung-Hsing University.

It is proposed that Dr Lu be appointed a Director immediately upon this resolution being passed.

**Recommendation** - The Directors of the Company recommend that shareholders vote in favour of the resolution.

## **Resolution 5: Re-election of Mr David Baxby as Director**

**Mr David Baxby** B.Com (Acct), LLB (Hons)

Mr Baxby was appointed to the Virgin Australia Board on 30 September 2004.

In accordance with the ASX Listing Rules and Rule 46(a) of the Company's Constitution, Mr David Baxby retires from office and offers himself for re-election.

Mr Baxby is the Chairman of Frontier Digital Ventures Limited and a Non-Executive Director of Unlockd Limited and Workpac Limited and Velocity Frequent Flyer Holdco Pty Limited and its subsidiary companies. Mr Baxby is also a Councillor of Bond University Limited. Previously David was the Global CEO and President of Global Blue and the Co-CEO of the Virgin Group, Richard Branson's holding company. His past directorships include Virgin Atlantic Ltd, Virgin Holidays Ltd, Virgin America Inc and Air Asia X. He was also an investment banker for nine years with Goldman Sachs.

The Board notes Mr Baxby's length of service and has determined, having regard to the contribution that Mr Baxby makes to the Board and the manner in which he discharges his obligations as a Director, that he continues to be independent notwithstanding his length of service and having regard to his considerable experience in the aviation industry, acknowledges the ongoing value of his contribution to the Board and is supportive of his re-election to the Board.

**Recommendation** - The Directors of the Company (with Mr Baxby abstaining) recommend that shareholders vote in favour of the resolution.

## **Resolution 6: Re-election of Ms Samantha Mostyn as Director**

**Ms Samantha Mostyn** B.A., LLB

Ms Mostyn was appointed to the Virgin Australia Board on 1 September 2010.

In accordance with the ASX Listing Rules and Rule 46(a) of the Company's Constitution, Ms Sam Mostyn retires from office and offers herself for re-election.

Ms Mostyn is a non-executive director and corporate advisor and has previously held senior executive positions at IAG, Optus and Cable & Wireless Plc. Ms Mostyn became a director of the Transurban Group in December 2010, Citibank Australia in July 2011, Cover-More Group Ltd in December 2013 and Mirvac Group in March 2015. Ms Mostyn is a board member of the Climate Council, Carriageworks and a member of the Global Commission and Sustainable Development. She was a board member of the Australian Council for the Arts until 30 September 2016. She is President of ACFID and Deputy Chair of the Diversity Council of Australia. She served as an AFL Commissioner until March 2016 and as a Commissioner with the National Mental Health Commission. Ms Mostyn also served on the Review into the Treatment of Women in the Australian Defence Force.

**Recommendation** - The Directors of the Company (with Ms Mostyn abstaining) recommend that shareholders vote in favour of the resolution.



# Explanatory memorandum (continued)

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## **Resolution 7: Adoption of the Remuneration Report**

The Company's Remuneration Report for the financial year ended 30 June 2016, which commences on page 15 of the Annual Financial Report 2016, has been submitted to shareholders for consideration and adoption. Shareholders who did not elect to receive a hard copy of the annual report and annual financial report can view these on the Virgin Australia website at [www.virginaustralia.com](http://www.virginaustralia.com).

The Remuneration Report provides information on the following issues:

- the policies adopted by the Board for determining the nature and amount of remuneration of Directors and other members of the KMP;
- the relationship between the remuneration policies and the Company's performance;
- the performance conditions that apply to the different components of the remuneration structure, why those performance conditions were chosen and how performance is measured against them; and
- remuneration details for Directors and other members of the KMP.

The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objectives and current and emerging market practices.

Shareholders should note that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than a managing director who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office) must be re-elected.

## **Resolution 8: Refresh Capacity to Issue Shares**

On 23 June 2016, the Company completed a placement of 529,190,414 ordinary shares (Placement Shares) at a price of \$0.30 per share to HNA Aviation Group<sup>1</sup> ('HNA') in accordance with a placement agreement entered into with HNA. The proceeds from the placement were used to repay outstanding debt facilities and to support operational efficiency and capital initiatives as well as sustainable growth opportunities. Further information regarding the placement was lodged with the ASX on 31 May 2016. This information is also available on the Company's website.

The Virgin Australia Group announced on 2 August 2016 that it would conduct a top-up placement of 342,971,441 shares to HNA at a price of \$0.26 per share. The top-up placement was made pursuant to the terms of a waiver granted by the ASX and was completed on 20 September 2016.

### **Why is shareholder approval being sought?**

In general terms, ASX Listing Rule 7.1 imposes a limit on the number of equity securities (including ordinary shares) that a company can issue or agree to issue without shareholder approval (15% placement capacity) where an exemption to the rule does not apply. The issue of Placement Shares was made in accordance with ASX Listing Rule 7.1 and used the full 15% placement capacity.

ASX Listing Rule 7.4 provides that an issue of shares by a company made pursuant to ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1, if it is subsequently approved by the company's shareholders.

Virgin Australia is seeking shareholder approval under ASX Listing Rule 7.4 for the issue of the Placement Shares to maintain greater flexibility to raise funds up to the 15% limit to meet future needs during the next twelve months, without the costs and delay of convening a general meeting of the Company. The requirement to obtain shareholder approval for any future issues of equity securities, before the issue, could limit Virgin Australia's ability to take advantage of future market opportunities that may arise.

If shareholder approval is obtained for the issue of the Placement Shares, Virgin Australia will have the flexibility to issue further securities under the 15% placement capacity as set out in ASX Listing Rule 7.1. The effect of approving this Item will be to refresh Virgin Australia's 15% placement capacity so that it would be the same as if the Placement Shares had not been issued.

Notwithstanding an approval by shareholders of the proposed resolution in Item 8, any future equity raisings would remain subject to the 15% limit set out in ASX Listing Rule 7.1.

**Recommendation** - The Board unanimously recommends that shareholders vote in favour of this resolution.


1. The shares were issued to HNA Innovation Ventures (Hong Kong) Co. Ltd. ('HNA Innovation'), an assignee of Hainan HNA Innovation Ventures Co. Ltd. and a subsidiary of HNA Aviation Group.


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**Lodge your vote:**

 **Online:**  
[www.virginaustralia.com/agm/2016](http://www.virginaustralia.com/agm/2016)

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia


Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 552 270  
(outside Australia) +61 3 9415 4000



## Proxy Form

 **Appoint your proxy online or view the annual report, 24 hours a day, 7 days a week**  
Go to [www.virginaustralia.com/agm/2016](http://www.virginaustralia.com/agm/2016) or scan the QR Code with your mobile device.  
Follow the instructions on the secure website to vote.

### Your secure access information that you will need to vote:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your proxy appointment to be effective it must be received by 11.00am (AEST) Monday, 14 November 2016**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate only a portion of your voting rights are to be voted by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast on your behalf must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of your votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf. Fractions of votes will be disregarded.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO APPOINT YOUR PROXY,  
or turn over to complete the form →**



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/we being a member/s of hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Virgin Australia Holdings Limited to be held at the Emporium Hotel, 1000 Ann Street, Fortitude Valley, Queensland on Wednesday, 16 November 2016 at 11.00am (AEST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on Items 7 and 8 as the Chairman decides (except where I/we have indicated a different voting intention below) even though the Chairman of the Meeting is, and Item 7 is connected directly or indirectly with the remuneration of, a member of key management personnel of the Virgin Australia Holdings Limited consolidated group.

**Chairman to vote undirected proxies in favour:** I/we acknowledge that the Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on an item of business by marking the appropriate box opposite the item of business in step 2 below.

If you appoint as your proxy a Director or other member of the key management personnel of the Virgin Australia Holdings Limited consolidated group (other than the Chairman of the Meeting) or a closely related party of a member of the key management personnel, you must specify how he or she should vote on Item 7 by completing the "For", "Against" or "Abstain" boxes opposite each of those items of business on the Proxy Form. If you do not do that, your proxy will not be able to vote on your behalf for those items of business.

If you appoint as your proxy a representative of HNA Innovation Ventures (Hong Kong) Co. Limited or one of its associates, you must specify how he or she should vote on Item 8 by completing the "For", "Against" or "Abstain" boxes opposite that item of business on the Proxy Form. If you do not do that, your proxy will not be able to vote on your behalf for Item 8.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain		For	Against	Abstain	
Item 1	Amendment to rule 43 and rule 72(a)(i) of the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 6	Re-Election of Ms Samantha Mostyn as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Election of Mr Marvin Tan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 7	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Election of Mr Nang Qi as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 8	Refresh Capacity to Issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Election of Dr Chien-tsung Lu as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 5	Re-Election of Mr David Baxby as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_