

## Allens &lt; Linklaters

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<b>Date</b>	5 March 2013	ABN 47 702 595 758
<b>Page</b>	1 of 12	Riverside Centre 123 Eagle Street
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Dear Sir/Madam

**Application for Quotation of Shares Issued to Singapore Airlines Limited**

We act on behalf of Virgin Australia Holdings Limited (ACN 100 686 226) (**VAH**).

On 30 October 2012, VAH announced that it had reached an in-principle agreement with Skywest Airlines Ltd (**Skywest, ASX:SXR, LSE:SKYW**) to acquire 100% of the issued capital in Skywest pursuant to a scheme of arrangement under the laws of Singapore (the **Scheme**).

The Scheme Document was despatched to Skywest shareholders on 26 February 2013. The Scheme Document contains the notice of meeting of Skywest Shareholders convened by the Singapore High Court for the purpose of seeking Skywest Shareholders' approval of the Scheme (the **Scheme Meeting**). The Scheme Meeting is scheduled to be held on 13 March 2013.

In consideration for the transfer of their shares in Skywest, Scheme Shareholders (as that term is defined in the Scheme Document) will receive cash consideration of \$0.225 and 0.53 new ordinary shares in VAH per Skywest share. The maximum number of new ordinary shares in VAH to be issued as consideration under the Scheme is 116,356,200 (the **Scheme Consideration Shares**).

**Attached** is an Appendix 3B relating to the Scheme Consideration Shares. We note that the Scheme is conditional on obtaining from ASX, prior to 8.00 am on the date of the Scheme Meeting (13 March 2013), approval for the official quotation of all the Scheme Consideration Shares subject to any conditions that ASX may reasonably require (including customary pre-quotation conditions).

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**Our Ref** AEKB:120284387

dzdb A0124444173v1 120284387 4.3.2013

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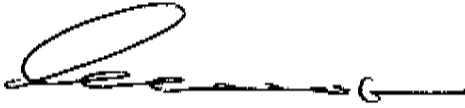
ASX Limited

Allens < Linklaters

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If you would like to discuss this application further, please call me.

Regards



**Andrew Knox**

Partner

Allens

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Appendix 3B  
New issue announcement

*Rule 2.7, 3.10.3, 3.10.4, 3.10.5*

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

*Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12*

Name of entity

Virgin Australia Holdings Limited (VAH)

ABN

54 100 686 226

We (the entity) give ASX the following information.

#### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | Ordinary shares in the capital of Virgin Australia Holdings Limited (the <i>Shares</i> ).                               |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | Up to a maximum of 116,356,200 subject to the exercise of any outstanding Skywest warrants and to rounding adjustments. |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Same terms as existing fully paid ordinary shares.  |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

4	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?	Yes. The Shares will rank equally with all other existing fully paid ordinary shares.
	<p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	
5	Issue price or consideration	A\$0.424 per Share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	In accordance with the scheme document dated 26 February 2013 ( <i>Scheme Document</i> ), the Shares will be issued to all persons who are registered as holders of issued and paid-up ordinary shares in the share capital of Skywest Airlines Ltd (other than VAH) on the Books Closure Date (as that term is defined in the Scheme Document) as consideration for the transfer of shares in Skywest Airlines Ltd to VAH.
6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?	No
	If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of *securities issued without security holder approval under rule 7.1	N/A

+ See chapter 19 for defined terms.

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New issue announcement

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of securities issued under an exception in rule 7.2	N/A	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	Date of despatch of holding statements and date of allotment is 22 April 2013 (as per the indicative time timetable in the Scheme Document).	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		2,572,131,311	Fully paid ordinary shares.

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	39,379,487	Various options to acquire fully paid ordinary shares.
		12,545,689	Such number that on the exercise of the options (and after allowing for the number of shares to be issued on the exercise of those options) Singapore Airlines Limited (SAL) will hold 10% of the total issued share capital in Virgin Australia Holdings Limited. Based on current information this equates to 12,545,689 options.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	As per existing fully paid ordinary shares. Dividends will be paid consistent with the capital requirements and expansion plans of the business.	

**Part 2 - Bonus issue or pro rata issue**

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A

+ See chapter 19 for defined terms.

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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	N/A
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A

<sup>+</sup> See chapter 19 for defined terms.

### Appendix 3B New issue announcement

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>1</sup> Despatch date	N/A

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

<sup>+</sup> See chapter 19 for defined terms.



**Appendix 3B**  
**New issue announcement**

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*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional 'securities, and the number and percentage of additional +securities held by those holders
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
  - 1,001 - 5,000
  - 5,001 - 10,000
  - 10,001 - 100,000
  - 100,001 and over
- 37  A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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**Entities that have ticked box 34(b)**

38 Number of securities for which  
 +quotation is sought

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39 Class of +securities for which  
 quotation is sought

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40 Do the +securities rank equally in  
 all respects from the date of  
 allotment with an existing +class  
 of quoted +securities?

If the additional securities do not  
 rank equally, please state:

- the date from which they do
- the extent to which they  
 participate for the next  
 dividend, (in the case of a  
 trust, distribution) or interest  
 payment
- the extent to which they do  
 not rank equally, other than in  
 relation to the next dividend,  
 distribution or interest  
 payment

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41 Reason for request for quotation  
 now

*Example: In the case of restricted securities, end  
 of restriction period*

(if issued upon conversion of  
 another security, clearly identify  
 that other security)

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42 Number and +class of all  
 +securities quoted on ASX  
 (including the securities in clause  
 38)

Number	+Class

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

.....  
(Director/Company secretary)

Date:

5/3/13

Print name:

.....  
ADAM THATCHER

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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+ See chapter 19 for defined terms.