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Company Announcement Platform Australian Securities Exchange

By Fax: 1300 135 638

Total number of pages: 5

Your reference

Our reference

LDM/ELC/3168240/521115 AUM/1203999452.1

31 July 2013

Dear Sir/Madam

NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER (FORM 604) - VIRGIN AUSTRALIA HOLDINGS LIMITED

We act for Etihad Airways PJSC.

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

Yours sincerely

LYNDON MASTERS

Senior Associate

DLA PIPER AUSTRALIA

Direct +61732464007

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15 July 2001 604 page 1/2

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

100 686 226

1. Details of substantial holder (1)

Name

Effhad Alrways PJSC, the Government of Abu Dhabi and each of the entities described in Annexure A (the "Effhad

Group Entitles")

ACN/ARSN (if applicable)

There was a change in the interests of the

substantial holder on

(See Annexure 8)

The previous notice was given to the company on

31/08/2012

The previous notice was dated

30/08/2012

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:

(A)	Previous notice		Present notice	
Class of securities (4)	Person's voles	Voting power (5)	Person's votes	Voling power (5)
Ordinary	210,731,000	9.534% based on 2,210,197,600 shares on issue	272,216,563	10.546% based on 2,581,231,776 shares on issue

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 voles affected
	Etihad Airways PJSC	(see Аппехиге В)	(see Annexure B)	(see Annexure B)	(see Annexure B)
	Government of Abu Dhabi	(see Annexure B)	(see Annexure B)	(see Annexure B)	(see Annexure 8)

4. Present relevant interests

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Holde. releva Intere	int .	Regisiered holder of securities	Person entitled to be registered as holder (8)	Nature of refevant interest (6)	Class and number of securities	Person's voles
Elihad Al PJSC	rways	Etihad Alrways PJSC	Etihad Airways PJSC	Under section 608(1) of the Corporations Act, Ethad Alrways PJSC has a relevant interest in the shares as a result of being the holder of the shares. The shares are held directly by Ethad.	Ordinary	272.216,583

31. Jul. 2013 9:26 DLA PIPER AUST +61 7 3229 4077

No.7407 P. 3/6

Government Gov of Abu Dhabi / Dha	**************************************	Government of Abu Dhabi	The Government of Abu Dhabi's has a deemed relevant interest in the shares under section 608(3)(a) of the Corporations Act.	Ordinary	272,216,583
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604 page 2/2 15 July 2001

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 (8) 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
N/A	*

6. Addresses

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

Name	Address
Elihad Airways PJ\$C	PO Box 35566, Khalifa City A; Abu Dhabl, United Arab Emirales
Government of Abu Dhabi	Road 39 Delma Street, Abu Ohabl, United Arab Emirates
Étihad Group Entitles	See Annexure A

Signature

print name Tanges Callaghan capacity Company Strekts
sign here date 30 17/13

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, coritrol fine 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 on 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.

ANNEXURE A

Virgin Australia Holdings Limited ACN 100 686 226

This is Annexure A of one page referred to in the Form 604 Notice of change of interests of substantial holder signed by me and dated 30 June 2013

Signature Sames Callary an Company Secretary
Name/Position

Etihad Group Entities*

Company name	Address		
ASC (Airline Services Center) Private Ltd	ASC - Airline Service Centre Private Limited,		
	10" Floor, Vishwaroop IT Park,		
	OPP. Vashi Railway Station, Vashi,		
	Navi Mumbai,		
	India - 400 705		
Amadeus Gulf LLC	Amadeus Gulf Training Academy		
	9 Floor, SJ Tower is Situated next Universal Hospital,		
	Behind Al Hilal Bank Bldg Airport Road,		
	Abu Dhabi, UAE		
Etihad EHL Leasing Limited	Etihad EHL Leasing Limited,		
	PO Box 309, Ugland House,		
	Grand Cayman, KY1-1104,		
	Cayman Islands		
Hala Travel Management LLC	Office 101, Block 5, Etihad Plaza, Khalifa City A,		
	PO Box 35566, Abu Dhabi, UAE		
Armaguard Valuables Management LLC	Office 202, Block 17, Etihad Plaza, Khalifa City A,		
	PO Box 35566, Abu Dhabi, UAE		
Etihad Alrport Services LLC	Cargo Terminal 1st floor Room 216, Abu Dhabi		
	International Airport, Abu Dhabi, UAE		
Abu Dhabi Airport Services LLC	P.O. Box 35566, Abu Dhabi, UAE		
Abu Dhabi In Flight Catering LLC	P.O. Box 3167, Catering Building, Abu Dhabi		
	International Airport, Abu Dhabi, UAE		
Abu Dhabi Cargo Company LLC	Cargo Terminal 1st floor Room 216, Abu Dhabi		
	International Airport, Abu Dhabi, UAE		
Topbonus Ltd	3rd Floor, 1 Ashley Road, Altrincham, Cheshire,		
	United Kingdom, WA14 2DT		
Etihad Investment Holding Company LLC	P.O. Box 35566, Abu Dhabi, UAE		
Elihad Tourism LLC	P.O. Box 35566, Abu Dhabi, UAE		

ANNEXURE B

Virgin Australia Holdings Limited

ACN 100 686 226

This is Annexure B of one page referred to in the Form 604 Notice of change of interests of substantial holder signed by me and dated 30 June 2013

Olgrigiale

Sames Callaghan

Name/Position

The consideration paid for each relevant interest referred to in paragraph 3 of the Form 604 Notice of change of interests of substantial holder signed by me and dated 30 June 2013 is as follows:

Acquisition date	Volume	Share class	Price per share	Total cost (In cash AUD)	Number of Votes
31 Aug 12 Fri	10,288,760	Ordinary	AUD 0.46030	AUD 4,735,916.23	10,288,760
29 Apr 13 Mon	905,886	Ordinary	AUD 0.45400	AUD 411,272,24	905,886
30 Apr 13 Tue	1,297,295	Ordinary	AUD 0.45469	AUD 589,867.06	1,297,295
01 May 13 Wed	1,660,028	Ordinary	AUD 0.45445	AUD 754,399.72	1,660,028
02 May 13 Thu	2,137,138	Ordinary	AUD 0,46136	A <u>UD 9</u> 85,989.99	2,137,138
03 May 13 Fri	2,555,432	Ordinary	AUD 0.47588	AUD 1,216,078.98	2,555,432
06 May 13 Mon	2,737,421	Ordinary	AUD 0.47449	AUD 1,298,878.89	2,737,421
07 May 13 Tue	2,076,465	Ordinary	AUD 0.47313	AUD 982,437.89	2,076,465
08 May 13 Wed	3,605,261	Ordinary	AUD 0.47471	AUD 1,711,453.45	3,605,261
09 May 13 Thu	7,210,070	Ordinary	AUD 0.47222	AUD 3,404,739.26	7,210,070
10 May 13 Fri	12,918,421	Ordinary	AUD 0.47407	AUD 6,124,235.84	12,918,421
01 Jul 13 Mon	875,838	Ordinary	AUD 0.435243	AUD 3 <u>81,</u> 202.36	8 <u>75,</u> 838
02 Jul 13 Tue	1,065,817	Ordinary	AUD 0.445807	AUD 475,148.68	1,065,817
03 Jul 13 Wed	1,165,132	Ordinary	AUD 0.445996	AUD 519,644.21	1,165,132
04 Jul 13 Thu	156,805	Ordinary	AUD 0.443863	AUD 69,599.94	156,805
05 Jul 13 Fri	541,230	Ordinary	AUD 0.440904	AUD 238,630.47	541,230
08 Jul 13 Mon	1,39 <u>9,</u> 226	Ordinary	AUD 0.429914	AUD 601,546.85	1,399,226
09 Jul 13 Tue	742,154	Ordinary	AUD 0.446899	AUD 331,667.88	742,154
10 Jul 13 Wed	1,218,172	Ordinary	AUD 0.448001	AUD 545,742.27	1,218,172
11 Jul 13 Thu	907,361	Ordinary	AUD 0.448359	AUD 406,823.47	907,361
12 Jul 13 Fri	884,198	Ordinary	AUD 0.450000	AUD 397,889.10	884,198
15 Jul 13 Mon	461,054	Ordinary	AUD 0.447076	AUD 206,126.18	461,054
16 Jul 13 Tue	2,249,523	Ordinary	AUD 0.445481	AUD 1,002,119.76	2,249,523
17 Jul 13 Wed	37,532	Ordinary	AUD 0.448699	AUD 16,840.57	37,532
18 Jul 13 Thu	135,454	Ordinary	AUD 0.450000	AUD 60,954.30	135,454
19 Jul 13 Fri	1,000	Ordinary	AUD 0.450000	AUD 450.00	1,000
22 Jul 13 Mon	40,264	Ordinary	AUD 0.450000	AUD 18,118.80	40,264
23 Jul 13 Tue	58,388	Ordinary	AUD 0.450000	AUD 26,274.60	58,388
24 Jul 13 Wed	1,560,852	Ordinary	AUD 0.449367	AUD 701,395.38	1,560,852
26 Jul 13 Fri	200,000	Ordinary	AUD 0.437733	AUD 87,546 60	200,000
29 Jul 13 Mon	393,406	Ordinary	AUD 0.433477	AUD 170,532.45	393,406
TOTALS	61,485,583			- AUD 28,473.528.42	61,485,583