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Company Announcement Platform
Australian Securities Exchange

Your reference

By Fax: 1300 135 638

Our reference

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20 August 2012

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

A handwritten signature in black ink, appearing to read 'Lyndon Masters'.

LYNDON MASTERS
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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 Etihad Airways PJSC, the Government of Abu Dhabi and each of the entities described in Annexure A (the "Etihad Group Entities")

ACN/ARSN (if applicable) _____

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

(See Annexure B)

The previous notice was given to the company on _____

23/07/2012

The previous notice was dated _____

23/07/2012

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:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	110,731,000	5.010% based on 2,210,197,600 shares on issue	135,118,261	6.113% based on 2,210,197,600 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 votes affected
	Etihad Airways PJSC	(see Annexure B)	(see Annexure B)	(see Annexure B)	(see Annexure B)
	Government of Abu Dhabi	(see Annexure B)	(see Annexure B)	(see Annexure B)	(see Annexure B)

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
Etihad Airways PJSC	Etihad Airways PJSC	Etihad Airways PJSC	Under section 608(1) of the Corporations Act, Etihad Airways PJSC has a relevant interest in the shares as a result of being the holder of the shares. The shares are held directly by Etihad.	135,118,261 Ordinary shares	135,118,261
Government of Abu Dhabi	Government of Abu Dhabi	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.	135,118,261 Ordinary shares	135,118,261

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
N/A	

6. Addresses

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

Name	Address
Ethihad Airways PJSC	PO Box 35566, Khalifa City A, Abu Dhabi, United Arab Emirates
Government of Abu Dhabi	Road 39 Dalma Street, Abu Dhabi, United Arab Emirates
Ethihad Group Entities	See Annexure A

Signature

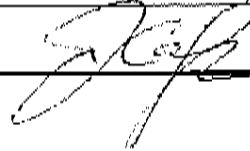
print name

James Colloghan

capacity

Company Secretary

sign here



date

17/8/12

DIRECTIONS

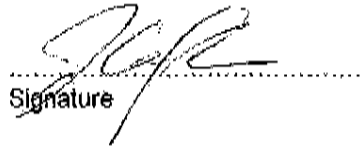
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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 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 603 Notice of Initial Substantial Holder signed by me and dated 17 August 2012


Signature

James Callaghan, Company Secretary
Name/Position

Etihad Group Entities*

Company name	Address
ASC (Airline Services Center) Private Ltd	ASC - Airline Service Centre Private Limited, 10 th 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
Aldar Etihad Investment Properties LLC	Aldar Etihad Investment Properties LLC, P.O Box 51133, Abu Dhabi, U E
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

ANNEXURE B

Virgin Australia Holdings Limited
ACN 100 686 226

This is Annexure B of one page referred to in the Form 604 Change of Interests of Substantial Holder signed by me and dated 17 August 2012


Signature

James Callaghan, Company Secretary
Name/Position

The consideration paid for each relevant interest referred to in paragraph 3 of the Form 603 Notice of Initial Substantial Holder signed by me and dated 23 July 2012, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Acquisition date	Volume	Share class	Price per share	Total cost (in cash AUD)	Number of Votes
24/Jul/2012	2,212,000	Ordinary	AUD 0.38873	859,870.76	2,212,000
25/Jul/2012	170,817	Ordinary	AUD 0.38823	66,316.28	170,817
26/Jul/2012	222,228	Ordinary	AUD 0.39414	87,588.94	222,228
01/Aug/2012	1,104,981	Ordinary	AUD 0.40451	446,975.86	1,104,981
06/Aug/2012	36,111	Ordinary	AUD 0.41000	14,395.51	36,111
07/Aug/2012	307,387	Ordinary	AUD 0.41598	127,866.84	307,387
08/Aug/2012	1,000,711	Ordinary	AUD 0.42100	421,299.33	1,000,711
09/Aug/2012	2,556,432	Ordinary	AUD 0.42993	1,099,086.81	2,556,432
10/Aug/2012	232,000	Ordinary	AUD 0.43000	99,760.00	232,000
13/Aug/2012	2,000,000	Ordinary	AUD 0.43406	868,120.00	2,000,000
14/Aug/2012	4,500,780	Ordinary	AUD 0.44972	2,024,090.78	4,500,780
15/Aug/2012	5,923,773	Ordinary	AUD 0.44763	2,651,658.51	5,923,773
16/Aug/2012	469,917	Ordinary	AUD 0.44945	211,204.20	469,917
17/Aug/2012	3,651,124	Ordinary	AUD 0.45385	1,657,062.63	3,651,124
TOTALS	24,387,261			10,635,296.45	24,387,261