



Federal Court of Australia

District Registry: New South Wales

Division: General

No: NSD464/2020

**IN THE MATTER OF VIRGIN AUSTRALIA HOLDINGS LTD
(ADMINISTRATORS APPOINTED) ACN 100 686 226 & ORS**

**VAUGHAN STRAWBRIDGE, SALVATORE ALGERI, JOHN GREIG AND
RICHARD HUGHES, IN THEIR CAPACITY AS JOINT AND SEVERAL
VOLUNTARY ADMINISTRATORS OF THE SECOND TO THIRTY-NINTH
PLAINTIFFS** and others named in the schedule
Plaintiff

ORDER

JUDGE: JUSTICE MIDDLETON

DATE OF ORDER: 12 August 2020

WHERE MADE: Melbourne

THE COURT DECLARES THAT:

1. The Halo Platform (as defined in the affidavit of David Michael Orr sworn 29 July 2020) is a suitable technology for the purposes of sections 5(1)(a) and 5(1)(f) of the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020* (Cth) (**'Coronavirus Determination'**).

THE COURT ORDERS THAT:

2. The Interlocutory Process filed on 7 August 2020 be made returnable at 2.15pm on 11 August 2020.
3. Pursuant to rule 9.05 of the Federal Court Rules 2011 (Cth), each of VAH Newco No. 2 Pty Ltd (in liquidation) (Administrators Appointed) ACN 160 881 354 (**VAH Newco 2**) and VB Investco Pty Ltd (in liquidation) (Administrators Appointed) ACN 101 961 095 (**VB Investco**) be joined to this proceeding as the Forty-First Plaintiff and the Forty-Second Plaintiff respectively.
4. The Orders made on 11 August 2020 in respect of the Interlocutory Process filed on 29 July 2020 in the proceedings be deemed to apply to the Forty-First and Forty-Second Plaintiffs in the proceedings, as if they were a party to the proceeding at the time the Orders were made.



5. Pursuant to section 90-15 of the *Insolvency Practice Schedule (Corporations)* (**IPSC**), to the extent not permitted specifically by sections 75-30, 75-35 and 75-75 of the *Insolvency Practice Rules (Corporations) 2016* (Cth) (**IPR**) and the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020* (Cth) (**Coronavirus Determination**), the First Plaintiffs in their capacity as joint and several administrators of each of VAH Newco 2 and VB Investco are justified in holding meetings of creditors during the administration of each of VAH Newco 2 and VB Investco by telephone or audio-visual conference only at the place of the First Plaintiffs' offices (without creditors of VAH Newco 2 and VB Investco being able to attend physically at that place), with such details of the arrangements for using the telephone or audio-visual conference facilities to be specified in each of the notices issued to creditors.
6. Pursuant to section 447A(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Part 5.3A of the Corporations Act is to operate in relation to each of the Second to Fortieth Plaintiffs as if section 439A(6) provided that the period for convening the second meeting of creditors of each of the Second to Fortieth Plaintiffs, be extended (from 18 August 2020) to 31 August 2020.
7. Pursuant to section 447A(1) of the Corporations Act, Part 5.3A of the Corporations Act is to operate in relation to each of the First to Fortieth Plaintiffs and the proposed Forty First and Forty Second Plaintiffs (**Virgin Companies**) such that, notwithstanding section 439A(2) of the Corporations Act, the second meeting of the creditors of each of the Virgin Companies (**Second Meetings**) required under section 439A of the Corporations Act may be convened at any time before, or within, five (5) business days after, the end of the convening period as extended by paragraph 6 above (provided that the First Plaintiffs give notice of the meetings to eligible creditors of each of the Virgin Companies (including the persons claiming to be creditors of the Virgin Companies) at least five (5) business days before the meeting).
8. Pursuant to section 90-15 of the IPSC, the First Plaintiffs in their capacity as the joint and several administrators of each of the Virgin Companies (the **Administrators**) would be justified in permitting only those persons who have lodged particulars of a debt or claim in the administration of one or more of the Virgin Companies, in accordance with Order 4 of the Orders made 11 August 2020 in respect of the Interlocutory Process filed 29 July 2020 in the proceedings, and by no later than at 5.00pm on the fifth business day before the



Second Meetings are held (**POD Lodgement Date**), to participate and vote at the Second Meetings.

9. Pursuant to section 90-15 of the IPSC, in respect of any particulars of a debt or claim submitted by a person to the Administrators in respect of the Virgin Companies:
 - a. prior to the POD Lodgement Date, the Administrators are justified in entering the information provided by the person into the Halo Platform and registering the relevant creditor's details on the Halo Platform; and
 - b. after the expiry of the POD Lodgement Date, the Administrators are justified in disregarding any such debt or claim.
10. Pursuant to section 90-15 of the IPSC, the IPR operate in relation to the Virgin Companies such that persons (or their proxy or attorney) may not at any time after the POD Lodgement Date, without the express written consent of the Administrators, amend or replace any proof of debt lodged on the Halo Platform.
11. Order 5 of the orders made by the Court on 24 April 2020 and Order 7 of the orders made by the Court on 13 May 2020 be vacated.
12. Pursuant to section 90-15 of the IPSC, to the extent not permitted specifically by section 75-35(2)(b) of the IPR and the Coronavirus Determination, the creditors of the Virgin Companies who wish to participate or vote on resolutions at the Second Meetings (other than persons not voting by proxy or attorney), must lodge with Administrators:
 - a. a specific proxy form containing the information in section 75-35(2)(b)(i)-(iii) of the IPR; and / or
 - b. an appointment of power of attorney containing the information in section 75-35(2)(b)(i)-(iii) of the IPR,in accordance with Order 4 of the Orders made 11 August 2020 in respect of the Interlocutory Process filed 29 July 2020 in the proceedings, and by no later than at 5.00pm on the third business day before the Second Meetings are held (Proxy Lodgement Date).
13. Pursuant to section 90-15 of the IPSC, the Administrators would be justified in permitting only those persons who have lodged in the administration of one or more of the Virgin Companies a specific proxy form and / or an appointment of power of attorney, in accordance with paragraph 12 above, to participate and vote by proxy or attorney at the Second Meetings.



14. Pursuant to section 90-15 of the IPSC, the requirements of sections 75-25 and 75-35(2) of the IPR will be satisfied in relation to the Virgin Companies by the Administrators including a link to an electronic appointment of proxy or attorney form to be completed and submitted on the Halo Platform in the notice to be issued to creditors pursuant to section 75-225 of the IPR.
15. Pursuant to section 90-15 of the IPSC, in respect of any appointment of proxy or attorney forms submitted by a person to the Administrators in respect of the Virgin Companies:
 - a. prior to the Proxy Lodgement Date, the Administrators are justified in entering the proxy or attorney details provided by the person into the Halo Platform and registering the relevant creditor's details on the Halo Platform; and
 - b. after the expiry of the Proxy Lodgement Date, the Administrators are justified in disregarding any such proposed nomination of proxy or attorney.
16. Pursuant to section 90-15 of the IPSC, the IPR operate in relation to the Virgin Companies such that:
 - a. to the extent not required specifically by section 5(1)(c) of the Coronavirus Determination, all resolutions put to a vote at the Second Meetings will be decided by a poll as if requested by the person presiding at the Second Meetings pursuant to section 75-110(1) of the IPR; and
 - b. for the purposes of section 75-110(5) of the IPR, each poll is to be taken by tallying votes cast on the Halo Platform.
17. Pursuant to section 90-15 of the IPSC, the requirements of 75-30 and 75-75 of the IPR and section 5 of the Coronavirus Determination may be satisfied, in the case of the Virgin Companies, by the creation of an "event" on the Halo Platform and the Administrators holding the Second Meetings via Microsoft Teams technology.
18. Pursuant to section 90-15 of the IPSC, the Administrators would be justified in counting all votes lodged through the Halo Platform on any poll taken during the Second Meetings, regardless of whether it can be shown that those creditors (or their proxy or attorney) were present at the meeting.
19. The Administrators take all reasonable steps to cause notice of the Court's orders to be given, within one (1) business day of the making of the orders, to:
 - a. creditors (including persons or entities claiming to be creditors) of the Virgin Companies, in the following manner:



- i. where the creditor is a registered user on the Halo Platform, by publishing a notice via the Halo Platform;
 - ii. where the creditor is not a registered user on the Halo Platform but the Administrators have an email address for a creditor, by notifying each such creditor, via email, of the making of the orders and providing a link to a website where the creditor may download the orders and the Interlocutory Process;
 - iii. where a creditor is not a registered user on the Halo Platform and the Administrators do not have an email address for a creditor but have a postal address for that creditor (or have received notification of non-delivery of a notice sent by email in accordance with paragraph (a)(ii) above), by notifying each such creditor, via post, of the making of the orders and providing a link to a website where the creditor may download the orders and the Interlocutory Process;
 - iv. where a creditor is not a registered user on the Halo Platform and the Administrators do not have an email address for a creditor but have an email address for a trustee, custodian or other agent who represents or may act on behalf of that creditor, by notifying each such trustee, custodian or other agent, via email, of the making of the orders and providing a link to a website where the trustee, custodian, other agent or creditor may download the orders and the Interlocutory Process; and
 - v. by placing scanned, sealed copies of the Interlocutory Process and the orders on the website maintained by the Administrators at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australiaholdings-limited-subidiaries.html>; and
- b. the Australian Securities and Investments Commission.
20. Any person who can demonstrate a sufficient interest have liberty to apply to vary or discharge the declaration in paragraph 1 and any orders made pursuant to paragraphs 4 to 18 above, on three (3) business day's written notice to the Plaintiffs and to the Associate to Justice Middleton.
21. The Plaintiffs have liberty to apply on one (1) business day's written notice to the Court in relation to any variation or discharge of the Court's orders.



22. The Plaintiffs' costs of the application be treated as costs in the administrations of each of the Virgin Companies, jointly and severally.
23. The hearing of the Plaintiffs' Interlocutory Process dated 7 August 2020 be adjourned until 11.15am on Monday, 17 August 2020.
24. The Court's orders be entered forthwith.

THE COURT NOTES THAT:

25. Orders 8 to 18 do not apply to those creditors (or the debt or claim made by or on behalf of such creditors) who are USD Noteholders (as defined in Order 5 of the Orders made 11 August 2020 in respect of the Plaintiffs' Interlocutory Process dated 29 July 2020).

Date that entry is stamped: 12 August 2020

Sia Lagos
Registrar



Schedule

No: NSD464/2020

Federal Court of Australia
District Registry: New South Wales
Division: General

Second Plaintiff	VIRGIN AUSTRALIA HOLDINGS LTD (ADMINISTRATORS APPOINTED) ACN 100 686 226
Second Interested Person	COMMONWEALTH OF AUSTRALIA
Third Plaintiff	VIRGIN AUSTRALIA INTERNATIONAL OPERATIONS PTY LTD (ADMINISTRATORS APPOINTED) ACN 155 859 608
Third Interested Person	BC HART AGGREGATOR, L.P.
Fourth Plaintiff	VIRGIN AUSTRALIA INTERNATIONAL HOLDINGS PTY LTD (ADMINISTRATORS APPOINTED) ACN 155 860 021
Fourth Interested Person	BC HART AGGREGATOR (AUSTRALIA) PTY LTD
Fifth Plaintiff	VIRGIN AUSTRALIA INTERNATIONAL AIRLINES PTY LTD (ADMINISTRATORS APPOINTED) ACN 125 580 823
Sixth Plaintiff	VIRGIN AUSTRALIA AIRLINES (SE ASIA) PTY LTD (ADMINISTRATORS APPOINTED) ACN 097 892 389
Seventh Plaintiff	VIRGIN AUSTRALIA AIRLINES HOLDINGS PTY LTD (ADMINISTRATORS APPOINTED) ACN 093 924 675
Eighth Plaintiff	VAH NEWCO NO.1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 160 881 345
Ninth Plaintiff	TIGER AIRWAYS AUSTRALIA PTY LIMITED (ADMINISTRATORS APPOINTED) ACN 124 369 008
Tenth Plaintiff	VIRGIN AUSTRALIA AIRLINES PTY LTD (ADMINISTRATORS APPOINTED) ACN 090 670 965
Eleventh Plaintiff	VA BORROWER 2019 NO. 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 633 241 059
Twelfth Plaintiff	VA BORROWER 2019 NO. 2 PTY LTD (ADMINISTRATORS APPOINTED) ACN 637 371 343



Thirteenth Plaintiff	VIRGIN TECH PTY LTD (ADMINISTRATORS APPOINTED) ACN 101 808 879
Fourteenth Plaintiff	SHORT HAUL 2018 NO. 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 622 014 831
Fifteenth Plaintiff	SHORT HAUL 2017 NO. 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 617 644 390
Sixteenth Plaintiff	SHORT HAUL 2017 NO. 2 PTY LTD (ADMINISTRATORS APPOINTED) ACN 617 644 443
Seventeenth Plaintiff	SHORT HAUL 2017 NO. 3 PTY LTD (ADMINISTRATORS APPOINTED) ACN 622 014 813
Eighteenth Plaintiff	VBNC5 PTY LTD (ADMINISTRATORS APPOINTED) ACN 119 691 502
Nineteenth Plaintiff	A.C.N. 098 904 262 PTY LTD (ADMINISTRATORS APPOINTED) ACN 098 904 262
Twentieth Plaintiff	VIRGIN AUSTRALIA REGIONAL AIRLINES PTY LTD (ADMINISTRATORS APPOINTED) ACN 008 997 662
Twenty First Plaintiff	VIRGIN AUSTRALIA HOLIDAYS PTY LTD (ADMINISTRATORS APPOINTED) ACN 118 552 159
Twenty Second Plaintiff	VB VENTURES PTY LTD (ADMINISTRATORS APPOINTED) ACN 125 139 004
Twenty Third Plaintiff	VIRGIN AUSTRALIA CARGO PTY LTD (ADMINISTRATORS APPOINTED) ACN 600 667 838
Twenty Fourth Plaintiff	VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741
Twenty Fifth Plaintiff	VA HOLD CO PTY LTD (ADMINISTRATORS APPOINTED) ACN 165 507 157
Twenty Sixth Plaintiff	VA LEASE CO PTY LTD (ADMINISTRATORS APPOINTED) ACN 165 507 291
Twenty Seventh Plaintiff	VIRGIN AUSTRALIA 2013-1 ISSUER CO PTY LTD (ADMINISTRATORS APPOINTED) ACN 165 507 326
Twenty Eighth Plaintiff	737 2012 NO.1 PTY. LTD (ADMINISTRATORS APPOINTED) ACN 154 201 859
Twenty Ninth Plaintiff	737 2012 NO. 2 PTY LTD (ADMINISTRATORS APPOINTED)



ACN 154 225 064

- Thirtieth Plaintiff SHORT HAUL 2016 NO. 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 612 766 328
- Thirty First Plaintiff SHORT HAUL 2016 NO. 2 PTY LTD (ADMINISTRATORS APPOINTED) ACN 612 796 077
- Thirty Second Plaintiff SHORT HAUL 2014 NO. 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 600 809 612
- Thirty Third Plaintiff SHORT HAUL 2014 NO. 2 PTY LTD (ADMINISTRATORS APPOINTED) ACN 600 878 199
- Thirty Fourth Plaintiff VA REGIONAL LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 127 491 605
- Thirty Fifth Plaintiff VB 800 2009 PTY LTD (ADMINISTRATORS APPOINTED) ACN 135 488 934
- Thirty Sixth Plaintiff VB LEASECO NO 2 PTY LTD (ADMINISTRATORS APPOINTED) ACN 142 533 319
- Thirty Seventh Plaintiff VB LH 2008 NO. 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 280 354
- Thirty Eighth Plaintiff VB LH 2008 NO. 2 PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 288 805
- Thirty Ninth Plaintiff VB PDP 2010-11 PTY LTD (ADMINISTRATORS APPOINTED) ACN 140 818 266
- Fortieth Plaintiff TIGER INTERNATIONAL NUMBER 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 606 131 944
- Fortieth Plaintiff TIGER INTERNATIONAL NUMBER 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 606 131 944