

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity VIRGIN AUSTRALIA HOLDINGS LIMITED (VAH)
ABN 54 100 686 226

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	John Borghetti
Date of last notice	3 May 2013

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	18 July 2013
No. of securities held prior to change	296,296 ordinary shares (direct interest) 11,853,804 option rights pursuant to Senior Executive Option Plan (direct interest) 658,544 performance rights (direct interest) 572,811 ordinary shares (indirect interest held by Borghetti Family Trust)
Class	Ordinary Shares
Number acquired	1,055,195
Number disposed	Nil

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Services provided by John Borghetti in the course of his employment with a value of \$406,250 (being that part of his short term incentive for the 2012 financial year being paid in VAH shares).
No. of securities held after change	1,351,491 ordinary shares (direct interest) 11,853,804 option rights pursuant to Senior Executive Option Plan (direct interest) 658,544 performance rights (direct interest) 572,811 ordinary shares (indirect interest held by Borghetti Family Trust)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Acquisition of shares as part of the short term incentive for the 2012 financial year.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

+ See chapter 19 for defined terms.

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.