

14 NOVEMBER 2025

2025 Annual General Meeting



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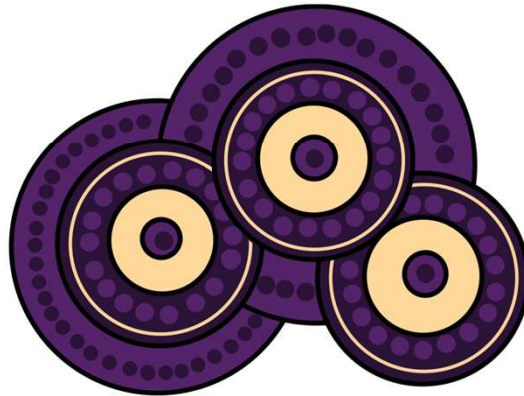
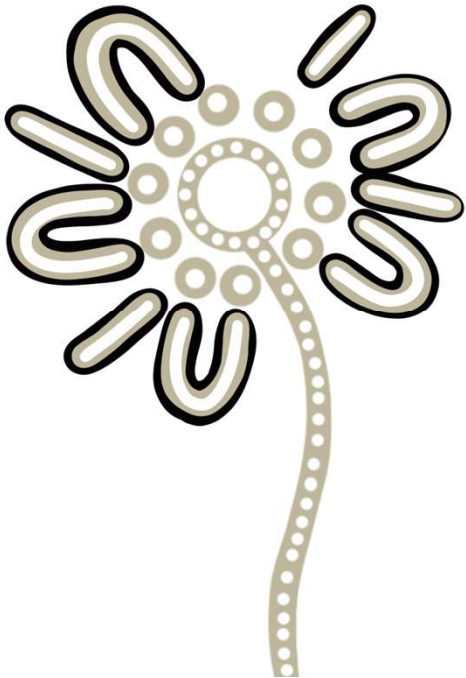
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Acknowledgement of Country

Virgin Australia acknowledges the Traditional Custodians of the lands, seas, and waters on which we fly and work. We recognise their spiritual and ongoing connection to Country and Community, and we extend our deepest respects to Elders past and present.



2025 Annual General Meeting



Our Board



Peter Warne
Independent Non-Executive
Chair



Dave Emerson
Chief Executive Officer
& Managing Director



Melinda Conrad
Independent Non-Executive Director
Remuneration, Nomination,
People and Culture Committee Chair



Ryan Cotton
Non-Executive Director,
BC Hart Nominee Director
Safety Committee Chair



Dimitri Courtelis
Non-Executive Director,
Qatar Airways Group Nominee Director



Philippa (Pippa) Downes
Independent Non-Executive Director
Audit, Risk, Sustainability
and Compliance Committee Chair



Michael Murphy
Non-Executive Director,
BC Hart Nominee Director



Charles Lawson
Non-Executive Director,
BC Hart Nominee Director



Warwick Negus
Non-Executive Director,
Virgin Group Nominee Director

Chair's address



Managing Director & CEO's address

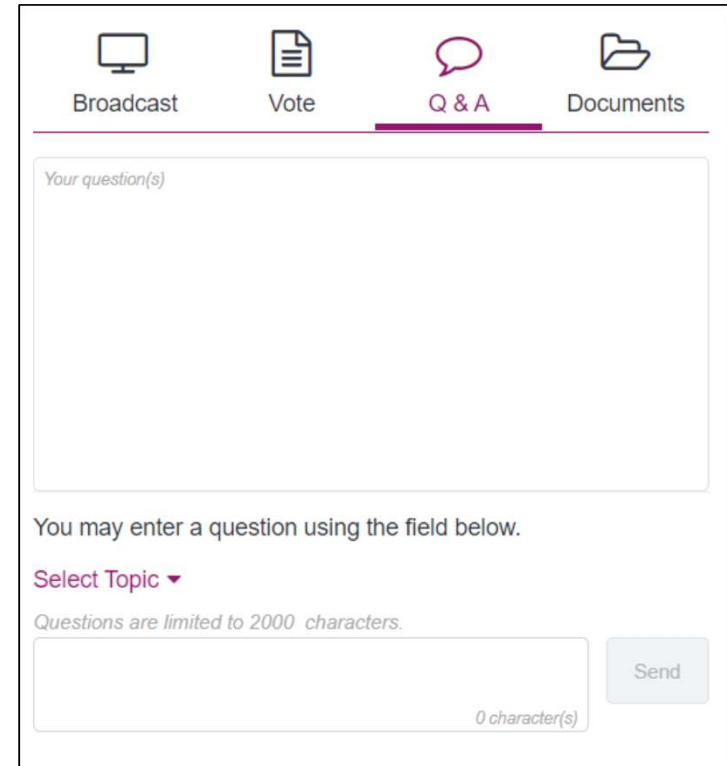


Formal business



How to ask a question online

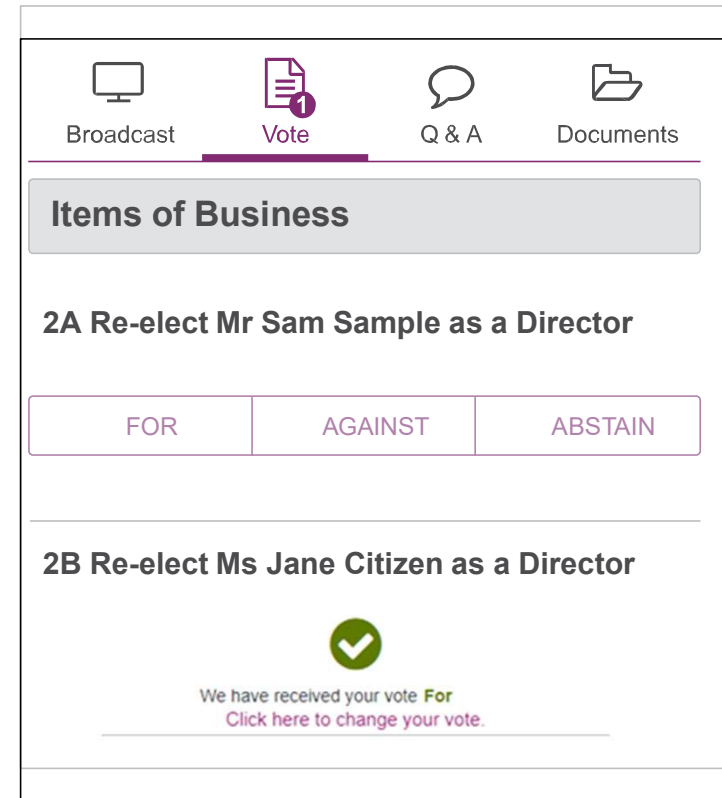
- To ask a written question select the Q&A icon.
- Select the topic your question relates to from the drop-down list.
- Type your question in the text box and press the send button.
- To ask a verbal question, follow the instructions below the broadcast window.



The screenshot shows the Virgin Australia online Q&A interface. At the top, there are four icons: a monitor for 'Broadcast', a document for 'Vote', a speech bubble for 'Q & A' (which is highlighted with a purple underline), and a folder for 'Documents'. Below these icons is a large text box labeled 'Your question(s)'. Underneath this box, it says 'You may enter a question using the field below.' followed by a 'Select Topic' dropdown menu. Below the dropdown, it states 'Questions are limited to 2000 characters.' and there is a smaller text box with a character count '0 character(s)'. To the right of this text box is a 'Send' button.

How to vote

- When the poll is open, select the vote icon at the top of the screen.
- To vote, select either For, Against or Abstain.
- You will see a vote confirmation.
- To change or cancel your vote, 'click here to change your vote' at any time until the poll is closed.



The screenshot shows a web interface for the Virgin Australia 2025 AGM. At the top, there is a navigation bar with four icons: a monitor for 'Broadcast', a document with a red '1' for 'Vote' (which is highlighted with a purple underline), a speech bubble for 'Q & A', and a folder for 'Documents'. Below this is a grey header box labeled 'Items of Business'. The first item is '2A Re-elect Mr Sam Sample as a Director'. Below this title are three buttons: 'FOR', 'AGAINST', and 'ABSTAIN'. The 'FOR' button is highlighted with a purple border. Below the buttons is a horizontal line. The second item is '2B Re-elect Ms Jane Citizen as a Director'. Below this title is a green circular icon with a white checkmark. Below the icon, the text reads: 'We have received your vote **For** Click here to change your vote.' The 'Click here to change your vote.' text is a purple link.

Proxy results – all resolutions



RESOLUTIONS		FOR	OPEN	AGAINST	ABSTAIN
Item 1	Financial and other reports	Shareholder approval not required			
Item 2	Appointment of auditor	700,592,842 99.98%	7,793 0%	138,295 0.02%	3,170 0%
Item 3	Election of Peter Warne as a Director	671,140,496 95.78%	6,693 0%	29,590,097 4.22%	4,814 0%
Item 4	Election of Phillipa (Pippa) Downes as a Director	700,509,755 100%	8,818 0%	16,376 0%	207,151 0%
Item 5	Election of Melinda Conrad as a Director	680,806,057 97.19%	6,693 0%	19,686,038 2.81%	243,312 0%
Item 6	Election of Charles Lawson as a Director	685,740,747 97.89%	12,155 0%	14,780,743 2.11%	208,455 0%
Item 7	Re-election of Ryan Cotton as a Director	698,593,743 99.69%	9,091 0%	2,137,355 0.31%	1,911 0%
Item 8	Re-election of Michael Murphy as a Director	691,713,634 98.71%	7,977 0%	9,018,578 1.29%	1,911 0%
Item 9	Election of Dimitri Courtelis as a Director	686,100,668 97.91%	7,155 0%	14,632,213 2.09%	2,064 0%
Item 10	Re-election of Warwick Negus as a Director	680,464,214 97.11%	7,155 0%	20,267,667 2.89%	3,064 0%
Item 11	Adoption of Remuneration Report	664,126,413 94.80%	8,268,473 1.18%	28,128,863 4.02%	173,351 0%

The Chair of the meeting intends to vote all available proxies for each resolution in favour of the relevant resolution.

Virgin Australia 2025 AGM

Item 1: Financial Report, Directors' Report and Auditor's Report



To receive and consider the Financial Report, the Director's Report and the Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2025.



Item 2: Appointment of Auditor



To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, KPMG having consented in writing to act as auditors of the Company, be re-appointed as auditors of the Company.”

FOR	OPEN	AGAINST	ABSTAIN
700,592,842	7,793	138,295	3,170
99.98%	0%	0.02%	0%

The Chair intends to vote all available proxies for each resolution in favour of the relevant resolution.

Items 3-10: Election and Re-election of Directors



Peter Warne
Independent Non-Executive
Chair



Melinda Conrad
Independent Non-Executive Director
Remuneration, Nomination,
People and Culture Committee Chair



Ryan Cotton
Non-Executive Director,
BC Hart Nominee Director
Safety Committee Chair



Michael Murphy
Non-Executive Director,
BC Hart Nominee Director



Philippa (Pippa) Downes
Independent Non-Executive Director
Audit, Risk, Sustainability
and Compliance Committee Chair



Dimitri Courtelis
Non-Executive Director,
Qatar Airways Group Nominee Director



Charles Lawson
Non-Executive Director,
BC Hart Nominee Director



Warwick Negus
Non-Executive Director,
Virgin Group Nominee Director

Item 3: Election of Peter Warne as a Director



To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, Peter Warne, a Non-Executive Director appointed by the Directors with effect from 12 March 2025 and retiring in accordance with the Virgin Australia Constitution and ASX Listing Rules, being eligible, is elected as a Non-Executive Director of Virgin Australia Holdings Limited.”



FOR	OPEN	AGAINST	ABSTAIN
671,140,496	6,693	29,590,097	4,814
95.78%	0%	4.22%	0%

The Chair intends to vote all available proxies for each resolution in favour of the relevant resolution.

Item 4: Election of Phillipa (Pippa) Downes as a Director



To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, Phillipa (Pippa) Downes, a Non-Executive Director appointed by the Directors with effect from 12 March 2025 and retiring in accordance with the Virgin Australia Constitution and ASX Listing Rules, being eligible, is elected as a Non-Executive Director of Virgin Australia Holdings Limited.”



FOR	OPEN	AGAINST	ABSTAIN
700,509,755	8,818	16,376	207,151
100%	0%	0%	0%

The Chair intends to vote all available proxies for each resolution in favour of the relevant resolution.

Item 5: Election of Melinda Conrad as a Director



To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, Melinda Conrad, a Non-Executive Director appointed by the Directors with effect from 6 June 2025 and retiring in accordance with the Virgin Australia Constitution and ASX Listing Rules, being eligible, is elected as a Non-Executive Director of Virgin Australia Holdings Limited.”



FOR	OPEN	AGAINST	ABSTAIN
680,806,057	6,693	19,686,038	243,312
97.19%	0%	2.81%	0%

The Chair intends to vote all available proxies for each resolution in favour of the relevant resolution.

Item 6: Election of Charles Lawson as a Director



To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, Charles Lawson, a Non-Executive Director appointed by the Directors with effect from 14 March 2025 and retiring in accordance with the Virgin Australia Constitution and ASX Listing Rules, being eligible, is elected as a Non-Executive Director of Virgin Australia Holdings Limited.”



FOR	OPEN	AGAINST	ABSTAIN
685,740,747	12,155	14,780,743	208,455
97.89%	0%	2.11%	0%

The Chair intends to vote all available proxies for each resolution in favour of the relevant resolution.

Item 7: Re-election of Ryan Cotton as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, Ryan Cotton, a Non-Executive Director appointed by the Directors with effect from 17 November 2020 and retiring in accordance with the Virgin Australia Constitution and ASX Listing Rules, being eligible, is re-elected as a Non-Executive Director of Virgin Australia Holdings Limited.”



FOR	OPEN	AGAINST	ABSTAIN
698,593,743	9,091	2,137,355	1,911
99.69%	0%	0.31%	0%

The Chair intends to vote all available proxies for each resolution in favour of the relevant resolution.

Item 8: Re-election of Michael Murphy as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, Michael Murphy, a Non-Executive Director appointed by the Directors with effect from 17 November 2020 and retiring in accordance with the Virgin Australia Constitution and ASX Listing Rules, being eligible, is re-elected as a Non-Executive Director of Virgin Australia Holdings Limited.”



FOR	OPEN	AGAINST	ABSTAIN
691,713,634	7,977	9,018,578	1,911
98.71%	0%	1.29%	0%

The Chair intends to vote all available proxies for each resolution in favour of the relevant resolution.

Item 9: Election of Dimitri Courtelis as a Director



To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, Dimitri Courtelis, a Non-Executive Director appointed by the Directors with effect from 1 May 2025 and retiring in accordance with the Virgin Australia Constitution and ASX Listing Rules, being eligible, is elected as a Non-Executive Director of Virgin Australia Holdings Limited.”



FOR	OPEN	AGAINST	ABSTAIN
686,100,668	7,155	14,632,213	2,064
97.91%	0%	2.09%	0%

The Chair intends to vote all available proxies for each resolution in favour of the relevant resolution.

Item 10: Re-election of Warwick Negus as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, Warwick Negus, a Non-Executive Director appointed by the Directors with effect from 3 January 2017 and retiring in accordance with the Virgin Australia Constitution and ASX Listing Rules, being eligible, is re-elected as a Non-Executive Director of Virgin Australia Holdings Limited.”



FOR	OPEN	AGAINST	ABSTAIN
680,464,214	7,155	20,267,667	3,064
97.11%	0%	2.89%	0%

The Chair intends to vote all available proxies for each resolution in favour of the relevant resolution.

Item 11: Adoption of Remuneration Report



To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report (which forms part of the Directors’ Report) for the financial year ended 30 June 2025 is adopted.”

FOR	OPEN	AGAINST	ABSTAIN
664,126,413	8,268,473	28,128,863	173,351
94.80%	1.18%	4.02%	0%

The Chair intends to vote all available proxies for each resolution in favour of the relevant resolution.

Questions



Voting close



Thank you





australia
group

Authorised for release by the Virgin Australia
Board on 14 November 2025

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