

Financial Services Guide

Only for use in connection with the Virgin Blue Share Sale Facility and the Top-Up Facility offered by Toll Holdings Limited

Deutsche Bank AG (ABN 13 064 165 162)

Australian Financial Services Licence Number 238153

20 August 2008

This Financial Services Guide ("FSG") is an important document. It contains information about Deutsche Bank AG ("Deutsche Bank", "we" or "us") to help you decide whether to use the financial services we provide.

This FSG also contains information about:

- the services we are authorised to provide and the types of products we are authorised to offer under our Australian Financial Services Licence;
- how we (and other relevant persons) may be remunerated for these services; and
- our internal and external complaints handling procedures and how you can access them.

1. Who are we and how can you contact us?

The financial services referred to in this FSG are provided by Deutsche Bank AG (ABN 13 064 165 162) (“**Deutsche Bank**”). You can contact us in the following ways:

Mail: Level 16, Deutsche Bank Place, cnr Hunter & Phillip Streets, Sydney, NSW 2000

Telephone: (02) 8258 1234

Fax: (02) 8258 1400

Deutsche Bank is licensed under the Corporations Act to provide these services. Our Australian Financial Services Licence Number is 238153.

Capitalised terms not defined in this FSG have the same meaning as set out in the Facility Documents (as defined below).

2. What financial services are we authorised to provide?

Deutsche Bank is authorised to provide the following financial services in relation to certain financial products:

- provide financial product advice;
- deal in financial products;
- make a market in financial products; and
- provide a custodial depository service.

We are authorised to provide financial product advice and deal (by applying for, acquiring, varying or disposing of a financial product on our own behalf or on behalf of another person) in the following financial products:

- securities;
- deposit products and non-cash payment products;
- derivatives;
- foreign exchange contracts;
- debenture, stocks and bonds issued or proposed to be issued by a government;
- interests in managed investment schemes (including investor directed portfolio services);

- certain miscellaneous financial investment products; and
- certain managed investment warrants.

Our Australian Financial Services licence allows us to provide financial product advice and dealing services to retail and wholesale clients.

3. What financial services are we offering to provide?

Deutsche Bank has been appointed by Toll Holdings Limited (ABN 25 006 592 089) (“**Toll**”), as Toll’s agent, to provide the following services:

- sell, on behalf of Toll, Participating Virgin Blue Shares in connection with the Share Sale Facility provided to you by Toll; and
- purchase, on behalf of Toll, Virgin Blue Shares in connection with the Top-Up Facility provided to you by Toll;

(collectively the Share Sale Facility and the Top-Up Facility are called the “**Facilities**”).

Deutsche Bank will deal in financial products by selling or purchasing Virgin Blue Shares on behalf of Toll. The Facilities are further described in the following documents: (1) “Virgin Blue Share Sale and Top-Up Facility – Questions and Answers”; and (2) Terms and Conditions for the Share Sale Facility and the Top-Up Facility (collectively the “**Facility Documents**”).

The Facilities are further described in the Facility Documents. The Facility Documents have been provided to you separately by Toll and do not form part of this FSG. Deutsche Bank is not a party to the Facility Documents (they are a contract between you and Toll) and does not accept any responsibility for the content of the Facility Documents or make any recommendation or otherwise about the Facilities.

4. Who do we act for when providing these services?

In providing these financial services and products, we act at the direction of Toll and are responsible for the financial services provided to Toll.

5. Remuneration (including commissions) and other benefits for the services we provide

Deutsche Bank or its affiliated entities will be paid by Toll \$80,000 (exclusive of GST) for providing services in connection with the Facilities. Deutsche Bank or its affiliated entities may also benefit if, in connection with buying or selling shares under the Facilities, it receives commission (which may be up to 0.5%) from a client which buys or sells those shares through a crossing. Any such commissions are payable by the client following the trade.

6. Remuneration and other benefits received by our directors and employees

All Deutsche Bank group employees and directors are remunerated by salary and do not directly receive any commissions or fees. However, they may be eligible for an annual bonus which is discretionary and is based on a number of factors such as individual, divisional and group performance. The discretionary bonus may be payable as cash or as a combination of cash and different forms of equity.

The different forms of equity are awarded to selected individuals in anticipation of ongoing contribution to the success of the organisation, and to align the interests of employees and Deutsche Bank group shareholders. Vesting periods may apply to such awards. Awards are primarily made in the form of notional Deutsche Bank shares, which perform in direct relation to Deutsche Bank registered shares, however have no associated voting rights or dividends. In limited circumstances, awards may also be granted in the form of Deutsche Bank shares and performance options. Performance options are rights to buy Deutsche Bank shares in the future at a fixed price.

7. How do you provide instructions?

You give Toll instructions which enable us to act in relation to the Facilities.

8. What should you do if you have a complaint?

You should initially contact Toll for resolution of a complaint. Should your complaint not be satisfactorily resolved within 3 days, please contact:

Head of Compliance
Deutsche Bank AG
GPO Box 7033
Sydney NSW 2001
Tel (02) 8258 1284
Fax (02) 8258 2223
Email ausnz.complaints@db.com

To provide you with an independent arbiter in the event of an unresolved complaint, Deutsche Bank is also a member of The Financial Industry Complaints Service Limited,

PO Box 579, Collins St West, Melbourne Vic 8007
Tel 1300 78 08 08.
Facsimile (03) 9621 2291
Email fics@fics.asn.au
Internet www.fics.asn.au

The Australian Securities and Investments Commission ("ASIC") also has a freecall Infoline on 1300 300 630 which you may use to obtain information about your rights.

9. How is my personal information dealt with?

Toll does not provide your personal information to Deutsche Bank in connection with the Facility.

However if you would like a copy of our full privacy policy, please visit the following website:

http://www.australia.db.com/australia/content/privacy_policy.htm