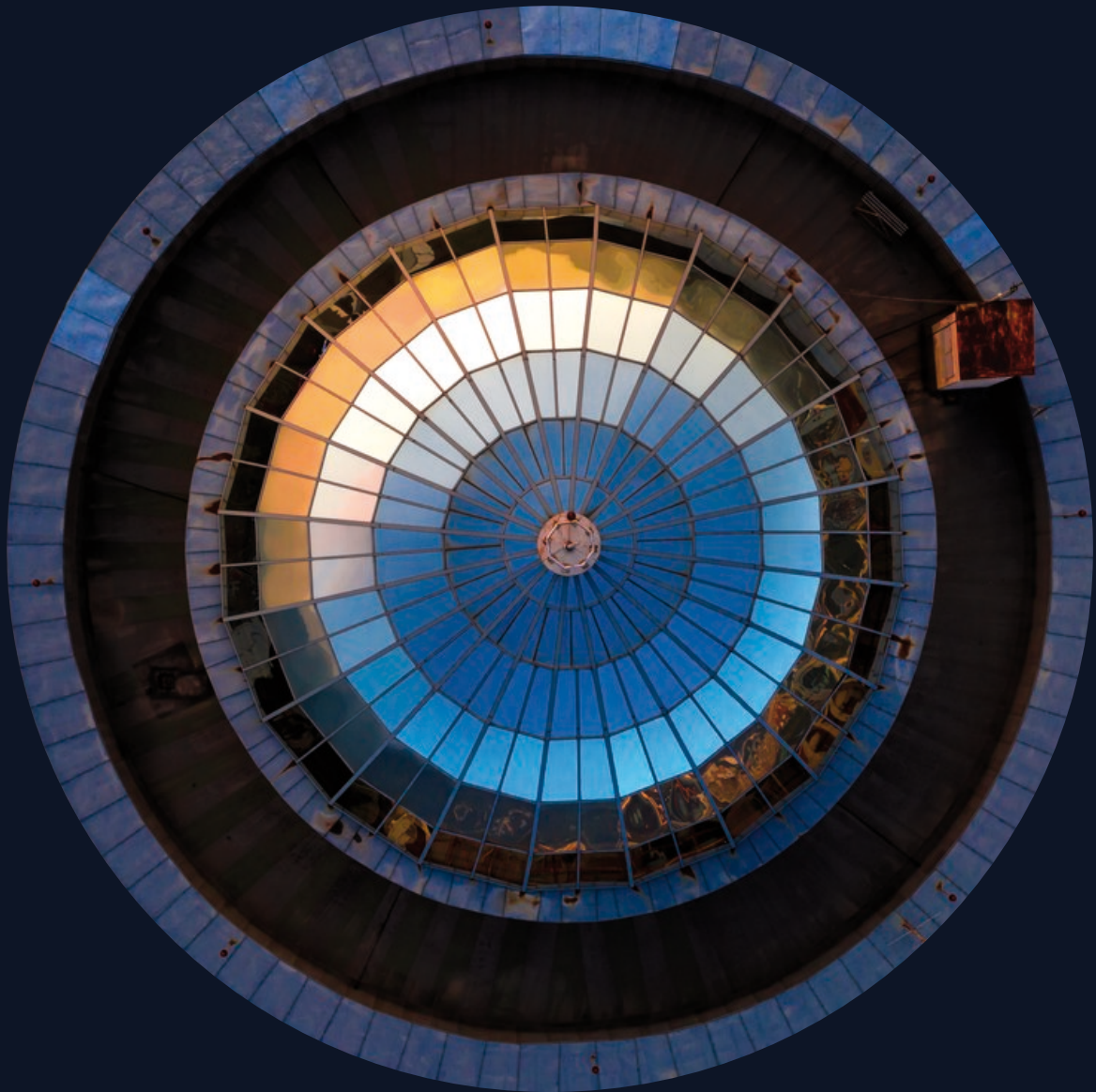


Ogier in Ireland
Aviation Finance



Ogier

We provide
commercially
driven, solutions-
based advice in
and from Ireland.

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Who we are

Ogier is a full service firm with particular expertise in financial services and capital markets.

Our Aviation Finance team provides commercially driven, solutions-based advice to clients executing debt capital markets and asset finance transactions in and from Ireland. With Ogier's market-leading legal experience and corporate and fiduciary expertise, we provide integrated services to support clients with the formation and administration of asset finance, aircraft leasing, debt issuance and securitisation vehicles.

Ogier provides legal, corporate and fiduciary and regulatory consulting services. We also specialise in tax advisory and debt listing services. We act as a listing agent for a wide variety of debt securities and can assist with listings on Euronext Dublin, the Vienna Stock Exchange, the Luxembourg Stock Exchange, the International Stock Exchange, the Cayman Islands Stock Exchange, among others.

Where we are

With a global network of offices covering Asian, Caribbean, European and Middle Eastern time zones, we can ensure complex transactions are completed within the tightest of deadlines. The firm practices the laws of BVI, Cayman, Guernsey, Ireland, Jersey and Luxembourg.

Our approach

We develop relationships with our clients to understand their business needs and drive transactions to achieve the desired results.

We understand the need to limit and manage risk for our clients and we work to facilitate those aims.

Supported by market-leading technology, our interactive entity administration platform and client services portal, Ogier Connect, gives clients real time access to statutory information and documents.

Our experience

Our global aviation finance specialists have a long track record of delivering practical and commercial solutions.

With many years' experience advising on complex structures and transactions around the globe, our team is well suited to meet the demands of clients with aviation assets. We advise on structures relating to the ownership of all types of aircraft, particularly the use of special purpose vehicles (SPVs).

Bringing together our lawyers and corporate administration professionals, we offer advice and services related to structuring and financing options, issues arising in aircraft and security registration and certification and associated employment, as well as potential dispute matters.

With a global footprint, we assist our clients with cross-border financing, trading transactions and establishing owner vehicles, providing tailored solutions for owners, investors, operators, lenders, lessors and lessees.

Our team has a considerable background in advising on acquisitions, leases and sales of aircraft as well as aircraft registration, aircraft certification and security registration, including in relation to matters concerning the Cape Town Convention.

We advise both lenders and borrowers in respect of all aspects of aircraft financing and have extensive experience in structuring and advising on the security

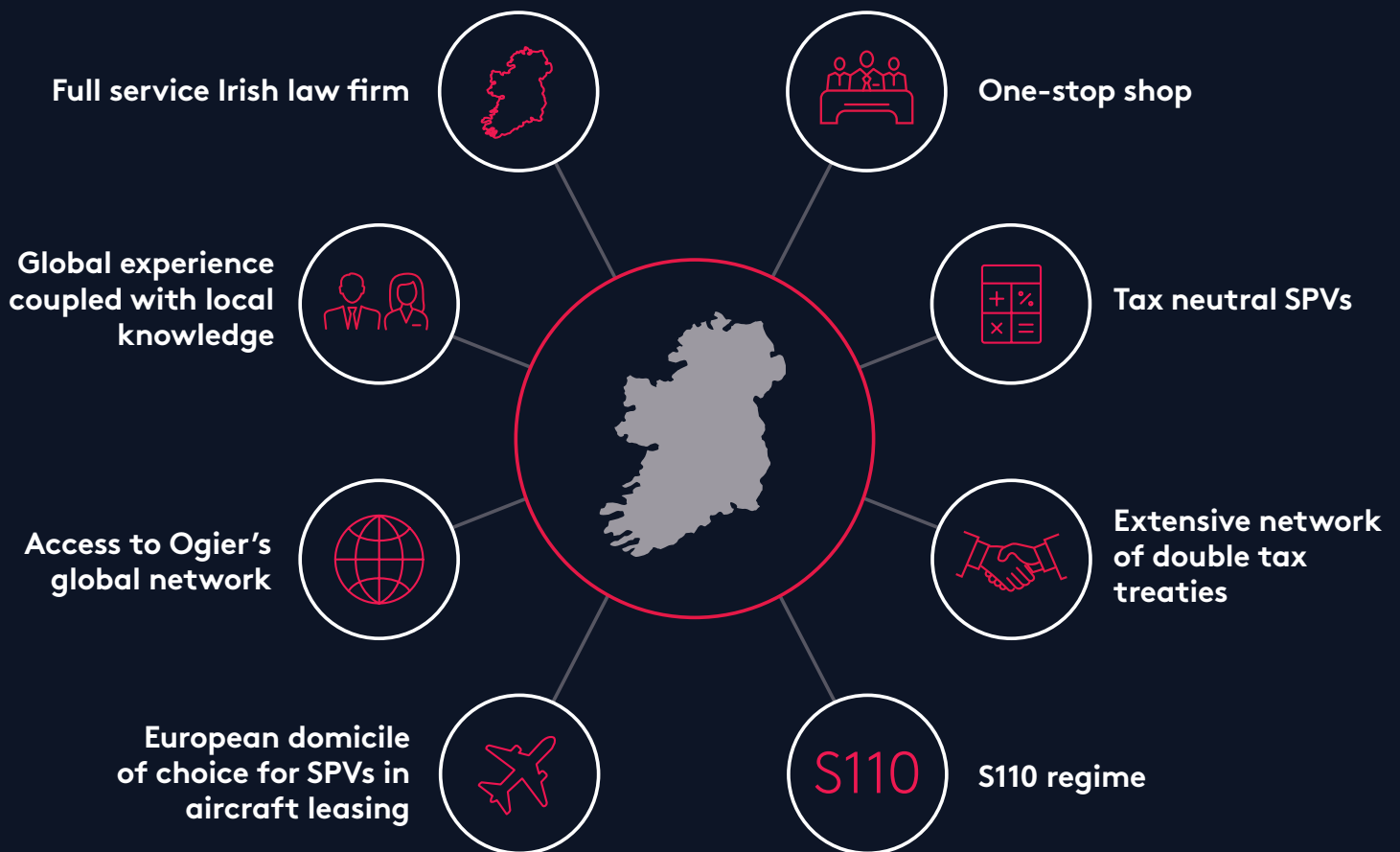
granted in relation to such financings. Our team advises in respect of all types of debt products including those utilising structured finance solutions.

For when matters become contentious, our specialists can help.

Disputes are often complex and cross-jurisdictional, given the mobile nature of these assets. We advise on security enforcement, seizure, arrestment, freezing injunctions, restructuring and insolvency, and draw on the expertise of our lawyers from across our locations.

Responsiveness and a strong awareness of the issues affecting the sector globally underpin our client offering, which draws on the regulatory and tax expertise across our jurisdictions.

Structured Asset Finance in Ireland



Legal services in Ireland

Acquisitions, sale, transfer and finance

Our team advises on the structuring and implementation of cross-border acquisition and finance structures specific to aircraft leasing, including advice on direct sales and acquisitions, leasing platforms and ownership vehicles and programmes for aircraft of all types, commercial and private.

We can also call upon our specialist industry knowledge to assist our clients on a full range of more general commercial, financial and regulatory matters as they affect industry participants, including:

- corporate structuring and diligence
- corporate reorganisation and recovery
- mergers and acquisitions
- joint ventures
- regulation and compliance
- debt and equity capital markets and offerings
- investment funds
- opinions in respect of transfer tax
- aircraft and shipping finance and related security
- security enforcement

Dispute resolution

We advise on agreements concerning the sale and purchase of assets, including with respect to the availability of any claims under contract, as well as the effect of arbitration clauses contained in agreements concerning the sale and purchase of assets and acting in any dispute referred to arbitration.

Our team advises on the enforcement of security and detentions and liaises with local registries for the provision of information regarding asset

ownership and mortgage information.

Our experts can assist in proceedings for the recognition and enforcement of judgments obtained from a foreign court, and commencing proceedings under local legislation with respect to the transfer of aircraft.

Our team bring applications for interim relief to "hold the ring" pending the determination of any proceedings (whether commenced locally or in a foreign jurisdiction) concerning aviation assets, including seeking the appointment of receivers or seeking a freezing injunction.

Employment law advice

Our Employment team advises on contract and policy drafting and provides advice and assistance regarding recruitment, staff management, exits and data protection.

Our advice and assistance also covers restructuring and redundancies, disciplinary, grievances and investigations, as well as Transfer of Undertakings (Protection of Employment) (TUPE) Regulations.

We also provide advice regarding legal standing or jurisdictional eligibility in relation to claims and disputes.

Tax services in Ireland

Ogier's tax offering in Ireland provides comprehensive advice to both international and domestic clients on all aspects of tax matters within the financial services industry, with a specialisation in investment management, structured finance and aviation. Our Tax team collaborates closely with our corporate, funds, banking and finance experts to support financial institutions, lessors, airlines and asset managers.

Our tax services in Ireland encompass transaction tax structuring and due diligence, as well as outsourced tax compliance. We handle a broad range of tax areas, including business tax, indirect taxes and transfer taxes, ensuring our clients receive robust and tailored tax solutions.

Why Ireland for aircraft leasing and finance?

Ireland offers a competitive corporate tax rate of 12.5%, making it an attractive location for financial services companies. The country also provides wide withholding tax (WHT) exemptions, enhancing its appeal with a robust tax treaty network and exemptions on dividends, interest and royalties. This favourable tax regime has established Ireland as a reliable domicile for aircraft leasing and finance.

For asset backed securitisation, Ireland's tax environment is particularly beneficial for entities known as Section 110 companies.

Capital allowances are available for acquiring a broad range of intangible and tangible assets, such as aircraft. Certain goods and services, notably most financial services, are exempt from VAT, contributing to Ireland's advantageous business climate.

Our market-leading experience includes:

- acting on behalf of a number of banks and asset managers as Irish tax counsel in respect of various securitisations involving Irish SPVs
- acting as Irish tax counsel for a number of managers in respect of their Irish issuance structures
- advising a number of asset managers on the establishment of regulated fund platforms
- advising a number of the world's largest asset managers on the tax consequences of establishing various infrastructure debt and credit fund SPVs, both as standalone vehicles and within broader regulated fund structures
- advising an Irish non-bank lender on all aspects of the tax implications of its financing requirements
- advising leading aircraft leasing platforms on the tax implications of transactions and ongoing compliance requirements

Our tax services include:

- structured finance and securitisation
- aviation finance and aircraft leasing
- corporate reorganisation
- foreign direct investment
- intellectual property
- investment funds
- mergers and acquisitions
- indirect tax advice
- tax compliance

Ogier Global

Ogier Global, Ogier's Corporate and Fiduciary services division, works closely with Ogier's partner-led legal teams to incorporate and administer a wide variety of vehicles, while working collaboratively with clients to deliver responsive, commercially focused solutions.

We have a proven track record and a strong reputation for our focus on corporate governance, regulatory compliance and data integrity.

Using our industry-leading client service portal, Ogier Connect, we can offer clients real-time, secure access to a personal library of statutory documents including registers of ownership and more. Ogier Connect is a 24-7-365 digital information portal providing owners and managers with real-time data at a glance.

Corporate administration

Ogier Global provides a full suite of services to the aviation leasing sector including the provision of directorship services, share trustee services, company secretarial, registered address, financial reporting and ongoing corporate administration. These services are provided to a wide variety of entity types, including SPVs, holding companies, funds and asset owning facilities.

Managing agent

Specialised teams can provide the services of Managing Agent for ABS transactions, warehousing vehicles and SPVs covering, among others, financial reporting, company secretarial services, SPV administration, investor reporting, cash and lease management services.

Crew payroll and employment

When it comes to looking after your crew, we also have you covered. We can assist with crew payroll administration (including the provision of electronic payslips for employees delivered to mobile phone), the processing of crew benefits (such as medical insurance and pensions) and the provision of international savings plans for crew tailored to suit the specific circumstances of the employer and employee requirements.

Ogier Global, Corporate and Fiduciary Services

Irish Corporate Services

Accounting and Financial Reporting

- Management accounts
- Financial statements (applicable accounting standard)
- Audit management
- Board/investor reporting



Governance

- Tax-resident directors
- Company secretarial and registered office
- Share trustee services



Tax Compliance

- Tax registration
- VAT and corporation tax returns
- AEOI reporting



Compliance and Regulatory Support

- AML compliance (qualified MLRO)
- Regulatory reporting (FVC, EMIR, BEPS, etc.)
- Horizon scanning and board updates



Listing Agency

- Advise on optimal exchange for transaction
- Guidance through application process
- Ongoing listing compliance



Aviation Agency

- Lease management
- Investor reporting
- Cash management



Corporate Board Assistance

- Arrange meetings
- Prepare and circulate board packs
- Provide meeting facilities, including board meeting software

Ogier

Listing services

Our Listing services team works seamlessly with our legal, tax, corporate and fiduciary and regulatory consulting divisions to provide stock exchange listing agent services.

Our experienced listings team offer a range of listing services for debt instruments (including CLOs, ABS, securitisation structures, corporate bonds, EMTNs, Covered Bonds, ETP and ETC programmes) across a number of European and offshore stock exchanges.

We work closely with issuers, arrangers, legal advisers, managers and corporate service providers to offer tailored advice on each step of the listing process, ensuring a seamless listing from start to finish.

Reasons for listing:

- quoted Eurobond exemption
- ECB eligibility
- European passport
- transparency
- access to investors

Stock Exchanges

We provide listing agent services on each of the following stock exchanges:

- Euronext Dublin (regulated market and Global Exchange Market)
- Luxembourg Stock Exchange (regulated market, Euro MTF and SOL)
- Vienna Stock Exchange (Vienna MTF)
- Cayman Islands Stock Exchange
- The International Stock Exchange (TISE)
- London Stock Exchange

Listing agent services

- advising on the most suitable stock exchange for your structure and timeline
- assessing the issuer's suitability for listing
- advising on relevant stock exchange disclosure requirements
- submission of listing application to the stock exchange and regulator (where necessary)
- advising on all comments raised by the stock exchange/regulator (where necessary)
- preparation of application documents
- application for LEI, ISIN (IE/GB ISINs), CFI and FISN codes
- advising on the ongoing listing obligations associated with the stock exchange listing

Contact us

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Dubai
Hong Kong
Guernsey
Ireland
Jersey
London
Luxembourg
Shanghai
Singapore
Tokyo

Ogier is a professional services firm. We have three divisions:

Legal: practical advice on BVI, Cayman, Guernsey, Irish, Jersey and Luxembourg law.

Corporate and Fiduciary: corporate administration services with a strong reputation in governance and regulatory compliance.

Consulting: independent guidance on regulatory compliance.

Our network of locations also includes Beijing, Dubai, Hong Kong, London, Shanghai, Singapore and Tokyo. Regulatory information can be found at ogier.com.