CDB Aviation Lease Finance DAC
Whistleblowing Guideline

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Introduction

CDB Aviation Lease Finance DAC (**"CDBA"**) is committed to ensuring a workplace culture where workers are encouraged to raise any concerns they may have if they have a reasonable belief of wrongdoing.

Legislation in Ireland and other countries has been enacted to enable workers to speak up about suspected wrongdoing that comes to their attention in a work-related context without fear of reprisal from their employer or a third party.

This Whistleblowing Guideline documents the reporting channels and procedures established by CDBA for facilitating its workers in making a protected disclosure and for dealing with such disclosures. The procedure is in place to encourage workers to come forward and raise an issue and to provide reassurance that the disclosure will be dealt with in an appropriate manner and that the worker's statutory rights will be respected.

Scope

This Guidance applies to all "**workers**" (as defined below) associated with any CDBA entity.

Since i) the majority of CDBA's workers are based in Ireland and ii) Ireland's whistleblowing laws are thought to meet best standards internationally, this Guideline applies the requirements of Irish law. However, workers who are associated with CDBA entities operating in other countries may make a protected disclosure in accordance with this Guideline and, where they do so, CDBA will afford them the same rights, protections and procedures as are set out in this Guideline.

However, given that this Guideline applies Irish law, there are certain elements of it which may not be applicable to CDBA workers associated with CDBA entities operating outside Ireland. For example, they may not qualify in law as making a protected disclosure to persons or bodies external to CDBA. Similarly, if alleging breach of this Guideline, they may not be eligible to seek legal redress under Irish law. However, there may be similar mechanisms in place under the law of the country at issue.

What is a protected disclosure?

Under Irish law, whistleblowing, which is known formally as the making of a "**protected disclosure**", is governed by the Protected Disclosures Act 2014 as amended by the Protected Disclosures (Amendment) Act 2022, transposing the EU Whistleblowing Directive into Irish law ("the **Act**").

In accordance with the Act, a protected disclosure is the disclosure of "**relevant information**" by a "**worker**" in a manner prescribed by the Act.

Who is a worker?

Under the Act, workers include:

- Employees (including all permanent, part-time, and fixed-term employees at all levels) or former employees
- Trainees (paid or unpaid)
- People working under a contract for services
- Independent contractors / consultants
- Agency workers
- People on work experience
- Volunteers
- Members of administrative, management or supervisory bodies – including Board Members (both executive and non-executive members)
- Shareholders
- Unpaid trainees
- Job applicants

What is relevant information?

Information is relevant information if (a) it comes to the attention of the worker in a work-related context (which includes current or past work activities) and (b) the worker reasonably believes that it tends to show one or more "**relevant wrongdoing".**

Relevant wrongdoing is widely defined in the Act and includes that any of the following has occurred, is occurring or is likely to occur:

- The commission of a criminal offence
- Failure to comply with legal obligations (other than one arising under the worker's contract of employment or other contract where the worker personally performs any work or services)
- Endangering the health and safety of individuals
- Damaging the environment
- Miscarriage of justice
- Misuse of public funds
- Oppressive, discriminatory, grossly negligent, or grossly mismanaged acts or omissions by a public body
- A breach (by act or omission) of certain areas of EU law[1]
- Concealment or destruction (or attempted concealment or destruction) of information about any of the above

[1] Specifically, a breach that (i) is unlawful and either falls within the scope of European Union law in areas specified in the Act as detailed below; affects the financial interests of the European Union; or relates to the internal market; or (ii) defeats the object or purpose of the rules in the European Union acts and areas specified in (i).
Areas specified in the Act: (i) public procurement; (ii) financial services, products and markets, and prevention of money laundering and terrorist financing; (iii) product safety and compliance; (iv) transport safety; (v) protection of the environment; (vi) radiation protection and nuclear safety; (vii) food and feed safety and animal health and welfare; (viii) public health; (ix) consumer protection; (x) protection of privacy and personal data, and security of network and information systems.

A Relevant wrongdoing can take place inside or outside Ireland.

What manner can a protected disclosure be made in?

A protected disclosure may be made by workers either internally to CDBA or externally.

While CDBA hopes that workers will feel comfortable raising their concerns via the internal channels specified in this Guideline, workers who consider it necessary to raise concerns externally can do so by making a report to a "**prescribed person**" or to the Office of the Protected Disclosures Commissioner ("**the Commissioner**"). However, workers should be aware that different, more stringent standards apply where concerns are raised externally in order to qualify for protection under the Act.

Further details on how to make an external disclosure are set out in Appendix 1.

What is excluded?

The Act specifically excludes the following from the definition of relevant wrongdoing:

> A matter concerning interpersonal grievances exclusively affecting a reporting person namely i) grievances about interpersonal conflicts between the reporting person and another worker, or ii) a matter concerning a complaint by a reporting person to, or about, their employer which concerns the worker exclusively.

Therefore, workers cannot make a protected disclosure about a matter which is an interpersonal grievance as defined above and they fall outside the scope of this Guideline. If you are uncertain as to whether something is within the scope of this Guideline, you should seek advice from the HR or Compliance teams.

If a worker raises a concern under this Guideline that we reasonably believe should be addressed under a different company policy, we may deal with the matter under the procedure we deem appropriate.

Reporting Channels and Procedures for Internal Protected Disclosures to CDBA

CDB Aviation Lease Finance DAC operates reporting channels and procedures for the making of protected disclosures ("**the Principal Channels**") which are open to all workers associated with that company (i.e., all Irish-based employees and most other workers of the CDBA group) and to all workers associated with other CDBA group companies.

In addition, several CDB Aviation Lease Finance DAC's subsidiaries, namely GY Aviation Lease 1305 Co., Limited and GY Aviation Lease 2101 Co., Limited, each operate reporting channels and procedures for the making of protected disclosures, as required by the Act ("**the Other Channels**"). These channels are open to the very limited number of workers associated with

those entities only (e.g., their Boards, any associated contractors, etc.) as an additional option in addition to the Principal Channels described above. However, workers associated with these entities are strongly encouraged to use the Principal Channels to make any disclosure relating to their work with these entities. This is for practical and operational reasons relating to the nature of these entities (which do not have any of their own employees).

As permitted by the Act, these entities share resources with CDB Aviation Finance Lease DAC for the receipt and investigation of protected disclosures.

How to make a protected disclosure?

1) The Principal Channels

A worker who wishes to make a protected disclosure via the Principal Channels may do so:

- In person by contacting any of the following people listed in Appendix 3, who will facilitate a virtual or in person meeting on request.
- In writing to any of the people listed in Appendix 3.
- By phone by calling any of the people listed in Appendix 3.
- By accessing our dedicated, external reporting platform at https://cdbaviation.whistlelink.com

Where workers make a report otherwise than through our external reporting platform, we request that they provide the information set out in Appendix 2.

2) The Other Channels

Workers associated with any of GY Aviation Lease 1305 Co., Limited and GY Aviation Lease 2101 Co., Limited who wish to make a report to those entities may do so by accessing our dedicated, external reporting platform at https://cdbaviation.whistlelink.com. When making a report, workers will be asked to confirm which company they are associated with and, if they are associated with either of GY Aviation Lease 1305 Co., Limited and GY Aviation Lease 2101 Co., Limited, they will have an option to choose to make their report either to that entity or via the Principal Channels.

Where a report is made orally and is not audio recorded, accurate minutes of the oral report will be taken and the worker will be afforded the opportunity to check, rectify and agree the content of the minutes by signing them.

The above reporting channels have been designed and established and are operated in a secure manner which ensures the protection of the confidentiality of the identity of the reporting worker and any third party mentioned in a report and the prevention of access by unauthorised persons.

Workers should be aware that they are not required to, and should not take any steps to, investigate concerns they have prior to reporting them in accordance with this Guideline. All they need do is disclose the information that they have based on a reasonable belief that it discloses a relevant wrongdoing. The responsibility for investigating and addressing any wrongdoings lies with CDBA.

Once a worker raises a concern under this Guideline, they shall receive an acknowledgement in writing within 7 days of its receipt.

What happens next?

We will determine the next steps including the appointment of an impartial person or persons who are competent to follow up on the concerns raised (a "**Designated Person**"). The Designated Person will have received training for the purposes of handling reports. Where reports are made to GY Aviation Lease 1305 Co., Limited or GY Aviation Lease 2101 Co., Limited, the Designated Person will be external to that entity (in view of the nature of these entities which do not employ any employees).

The Designated Person will be responsible for maintaining communication with the worker who raised the concern and, where necessary, will request further information from, and will provide feedback to, that worker.

Members of senior management may need to be notified of the fact and substance of a concern reported under this Guideline, bearing in mind the applicable obligations in respect of confidentiality.

A worker who has made a report is required to conduct themselves professionally and to continue to carry out their duties as normal.

Diligent Follow-Up

The Designated Person will conduct diligent follow-up, including the following:

Initial Assessment

The carrying out of an initial assessment as to whether there is *prima facie* evidence that a relevant wrongdoing may have occurred.

(a) No *prima facie* evidence

If, having carried out an initial assessment, the Designated Person decides that there is no *prima facie* evidence that a relevant wrongdoing may have occurred, the Designated Person will notify the worker, in writing, as soon as practicable of that conclusion, the reasons for it and the fact no further steps will be taken under this Guideline. However, the Designated Person may refer the matter to be dealt with under another applicable company procedure, such as the CDBA Internal Grievance Procedure.

(b) *Prima facie* evidence

If the Designated Person decides that there is *prima facie* evidence that a relevant wrongdoing may have occurred, the Designated Person will take appropriate action to address the relevant wrongdoing, having regard to the nature and seriousness of the matter concerned.

Feedback

The Designated Person will provide feedback to the worker who raised the concern within a reasonable period, not exceeding three months from the date on which the acknowledgement of the protected disclosure was sent to the worker.

Feedback is information on the action envisaged or taken as follow-up and on the reasons for such follow-up. The extent of the feedback that can be provided will be determined by the circumstances and what feedback can feasibly and appropriately be provided.

Where requested in writing, the Designated Person will provide the worker who has raised the concern with further feedback at intervals of no more than three months until such time as the procedure relating to the protected disclosure concerned is closed.

Workers should be aware there are limits on the extent to which feedback can be provided and in relation to the detail that can be shared when feedback is being provided. Any feedback that is shared is shared on a confidential basis and should not be disclosed further by the recipient of the feedback, other than on duly justified grounds (e.g., to their legal advisor). Workers should be aware that, for data protection and privacy related reasons, it is unlikely they will be made aware if any disciplinary action is to be taken against another worker on foot of an investigation triggered by their protected disclosure.

Investigation

Arising out of the initial assessment, if a decision is made to investigate the concerns raised, it will be conducted fairly and objectively and with due regard to the rights of the participants in the investigation. The form and scope of the investigation will depend on the subject matter of the disclosure and during the investigation it might be necessary for the investigator to review relevant documentation and conduct interviews with relevant parties. In certain cases, it might be considered necessary to appoint an external investigator(s) to conduct the investigation.

Protection and support for whistleblowers

CDBA will support workers who raise concerns under this Guideline and takes its obligations to protect workers who make a protected disclosure seriously. The company recognises that

the decision to speak up can be a difficult one, which is why you will be supported once a report has been made.

CDBA has a strict prohibition on "**penalisation**" or threat of penalisation of workers who make a protected disclosure. The Act provides a detailed definition of penalisation, but by way of example penalisation may include suspension, lay-off, dismissal, demotion, withholding of training, transfer of duties, imposition of a disciplinary sanction, or provision of a negative performance assessment or reference.

Any CDBA workers who penalise or threaten penalisation (including intimidation, harassment, or other unfair treatment) against a worker who makes a protected disclosure will be subject to disciplinary action, which may include termination of employment or termination of services (as applicable).

If a worker believes that they have been subject to penalisation, they are encouraged to bring that to the attention of one of the people listed in Appendix 3.

CDBA also prohibits any form of retaliation against any individuals who participate in the investigation of a report of suspected wrongdoing.

Motivation and false reporting

As indicated above, for a report to constitute a protected disclosure, a worker must reasonably believe that the information disclosed tends to show a relevant wrongdoing. If you raise a genuine concern based on a reasonably held belief, it does not matter if you turn out to be mistaken or if the alleged wrongdoing report is not ultimately substantiated. CDBA welcomes an open and honest attitude towards its workers speaking up to protect the business.

The motivation for raising a concern is irrelevant when determining whether a disclosure is a protected disclosure. However, if you make an unfounded complaint and it is found that you reported information that you knew was untrue, you may be subject to disciplinary action. Workers should also be aware that it is a criminal offence to knowingly report false information under this Guideline. In addition, workers should also be aware that making a protected disclosure does not necessarily confer any protection or immunity on a worker in relation to any involvement they may have had in the wrongdoing reported.

Confidentiality

We hope that workers will feel able to raise concerns openly under this Guideline. CDBA is committed to protecting the identity of the worker raising a concern where possible and assures workers that the focus of any follow up by CDBA will be on the relevant wrongdoing rather than the worker making the protected disclosure.

If a worker raises a concern which constitutes a protected disclosure, the recipient of the concern or any person to whom it is transmitted will ordinarily require the worker's explicit consent to disclose the worker's identity to any other person.

However, this requirement for explicit consent does not prevent disclosure of the reporting worker's identity (or anything from which it can be deduced, directly or indirectly) to other persons where the recipient of the report or a person to whom it is transmitted reasonably considers that this may be necessary for the purposes of the receipt or transmission of, or to follow up on, the report (i.e. on a need-to-know basis).

In addition to the grounds outlined in the paragraph above, there are also other circumstances in which it will not be necessary to obtain the explicit consent of the worker to the disclosure of their identity (or anything from which it can be deduced, directly or indirectly). This applies where:

a) disclosure is a necessary and proportionate obligation imposed by Irish or EU law in the context of investigations or judicial proceedings, including with a view to safeguarding the rights of defence of other parties referred to in the worker's protected disclosure;

b) the person to whom the report was made or transmitted:

    i. shows that they took all reasonable steps to avoid disclosing the identity of the reporting person or any information from which their identity may be directly or indirectly deduced; or

    ii. reasonably believes that disclosing the identity of the reporting person or any information from which their identify may be directly or indirectly deduced is necessary for the prevention of serious risk to the security of the State, public health, public safety, or the environment;

c) the disclosure is otherwise required by law.

Where the worker's identity (or any information from which their identity may be directly or indirectly deduced) is disclosed without their explicit consent due to the circumstances in (a), (b)ii or (c) above, the worker will be notified in writing before their identity or the information concerned is disclosed, unless this notification would jeopardise:

a) the effective investigation of the relevant wrongdoing concerned;

b) the prevention of serious risk to the security of the State, public health, public safety or the environment; or

c) the prevention of crime or the prosecution of a criminal offence.

If a worker's identity has been disclosed and the worker does not believe this disclosure has been made in compliance with this section, the worker may raise a complaint with any of the people listed in Appendix 3.

No steps should be taken by a CDBA employee to identify a worker who makes a protected disclosure. Any unauthorised action in this regard will be taken seriously by CDBA and may result in disciplinary action.

Anonymous Reporting

CDBA encourages the reporting of concerns under this Guideline on a non-anonymous basis to facilitate the assessment of and any investigation into the concern raised.

CDBA is not obliged under the Act to accept and follow-up on anonymous reports.

However, we recognise that reports made under this Guideline may involve highly confidential and sensitive matters and that workers may prefer to make an anonymous report. Therefore, though not legally obliged to do so, we are willing to accept anonymous reports, but strictly on the basis that follow-up, including investigation, will only be undertaken where:

- The reporting worker provides sufficiently precise detail regarding the nature and specifics of the relevant wrongdoing concerned in order that we can meaningfully and effectively assess the issue and conduct follow-up. This is a matter to be determined at our sole discretion; and
- The nature of the relevant wrongdoing concerned is such that it is capable of being independently verified and/or investigated fully and fairly, including without compromising or impairing any person's rights to fair procedures. Again, this is a matter to be determined at our sole discretion.

Anonymous reports made on this basis may be made by using the reporting channels described above.

If reporting anonymously, we encourage workers to provide as much information as possible in relation to the relevant wrongdoing concerned and to identify some mechanism / means of contact to allow us to engage with them and seek further information as required.

Workers who wish to make a report anonymously should note that important elements of these procedures (e.g., providing feedback to the worker who made the report as described above) may be difficult or impossible to apply unless the worker is prepared to identify themselves. It is a condition of CDBA accepting an anonymous report under this Guideline that it will be a matter for our sole discretion as to which elements of this Guideline it is possible to apply. For example, even if a worker who reports anonymously provides a contact email address, we may decide that it is not appropriate or possible to share highly sensitive / confidential information such as feedback to an unsecure email address.

Record Keeping

We will keep a record of all reports made under this Guideline and any follow up conducted, findings and/or outcomes and/or any recommendations and/or next steps. Where reports are made orally, an audio recording or accurate minutes of the oral report will be kept depending on the manner in which the oral report is made. These records will be kept for as long as is considered necessary and proportionate in accordance with all applicable law.

Communication, Monitoring and Review

This Guideline will be communicated as appropriate and will be subject to regular monitoring and review.

The Guideline is non-contractual and CDBA retains discretion to make such changes it deems appropriate from time to time.

Cooperation with investigations

All CDBA staff members are required to cooperate fully with any authorised internal or external investigation related to potential violations of CDBA policy, procedure, or relevant laws. You should never withhold, tamper with, or fail to communicate information that is relevant in connection with an investigation.

Further information

Any questions or requests for further information about this Guideline should be addressed to the Compliance or HR teams in the first instance.

APPENDIX 1

Protected Disclosures

Recipient of the Protected Disclosure	**Details**
Internal protected disclosure	
CDBA	This is the simplest form of disclosure with the lowest threshold to qualify for statutory protection under the Act. All that is required is a reasonable belief that the information disclosed tends to show that a relevant wrongdoing has occurred, is occurring or is likely to occur. As indicated above, we encourage any worker who wishes to report a concern to avail of the internal reporting channels and procedures specified in this Guideline.
External protected disclosure	
A prescribed person	A worker may choose to raise a concern with a "**prescribed person**" (i.e. a person designated by the relevant Minister to be the recipient of protected disclosures in particular areas). In general, prescribed persons have regulatory functions in the area which is the subject of the alleged wrongdoing. Examples include the Central Bank of Ireland, the Health and Safety Authority and the Data Protection Commissioner. A full list of prescribed persons by sector is available at: https://www.gov.ie/en/collection/41798-protected-disclosures-whistleblowing-list-of-prescribed-persons/ A disclosure made to a prescribed person qualifies as a protected disclosure if the worker reasonably believes that: - The relevant wrongdoing is within the remit of the prescribed person; and - The information disclosed and any allegation in it are substantially true. As indicated above, this is a higher, more stringent standard than applies to internal disclosures to CDBA.
The Office of the Protected Disclosures Commissioner	A higher standard also applies for reports made to the Office of the Protected Disclosures Commissioner ("**the Commissioner**") to qualify as protected disclosures. Like disclosures to prescribed persons, the worker who makes the disclosure must reasonably believe that the information disclosed and any allegation in it are substantially true. Details as to how to make a disclosure to the Commissioner will be available on the Commissioner's website.

APPENDIX 2

Information that should be provided when reporting concerns (otherwise than through our dedicated, external platform)

Date:
To:
Cc:

1. Is your concern a protected disclosure as defined in the Whistleblowing Guideline? Yes [ ] / No [ ]

2. Your contact information (optional):
   - Name (in full):
   - Work email and work telephone number:

3. What is your relationship to CDBA? E.g., Employee, Contractor, Supplier, Customer

4. Job title

5. Place of work

6. Date the alleged relevant wrongdoing (as defined in the Whistleblowing Guideline) occurred/date you became aware of its occurrence

7. Where did the alleged relevant wrongdoing occur

8. Is the alleged Relevant Wrongdoing ongoing? Yes [ ] / No [ ]

9. Has the alleged relevant wrongdoing already been disclosed? If so, please provide details of when it was disclosed, to whom it was disclosed, and the action taken as a result (if any):

10. Please describe the alleged Relevant Wrongdoing in detail and furnish any relevant supporting documentation:

11. Please identify all individuals involved in the alleged relevant wrongdoing and, if known, identify them by reference to their role, responsibilities and/or relationship with CDBA

12. Please provide any other details and documents that you believe may be relevant.

APPENDIX 3

List of persons who may be contacted

Name	Title	Address	Telephone
Fiona Scott	Chief People Officer	CDB Aviation Lease Finance DAC, 1 GQ, George's Quay, Dublin 2, Ireland	+353 1 568 1015
Caroline Chew	Vice President, Human Resources EMEA	CDB Aviation Lease Finance DAC, 1 GQ, George's Quay, Dublin 2, Ireland	+353 1 568 1095
Naomi Barker	SVP & Team Lead, Legal	CDB Aviation Lease Finance DAC, 1 GQ, George's Quay, Dublin 2, Ireland	+353 87 343 8383