IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO: FSD OF 2026 ( )

IN THE MATTER OF THE COMPANIES LAW (2026 REVISION), SECTION 151(3)

AND IN THE MATTER OF AVILEASE FINANCE 2 IRELAND LIMITED (IN VOLUNTARY LIQUIDATION)

PETITION

TO: The Grand Court

The humble petition of Mourant Liquidators (Cayman) Limited, 94 Solaris Avenue, Camana Bay, PO Box 1348, Grand Cayman, KY1-1108, Cayman Islands (in its capacity as voluntary liquidator of AviLease Finance 2 Ireland Limited (in voluntary liquidation) (the **Company**), shows that:

1. This petition seeks an order that the date on which the dissolution of the Company is to take effect, currently scheduled for 23 April 2026 (the **Scheduled Dissolution Date**), be deferred pursuant to section 151(3) of the Companies Act (2026 Revision) (the **Companies Act**) to 23 April 2027 (the **Deferred Date**).

Background

2. The Company was registered as an exempted company on 7 June 2023 with registration number 400634.

3. The registered office of the Company is Waystone Corporate Services (Cayman) Ltd, P.O. Box 1344, SIX Cricket Square, George Town, Grand Cayman KY1-1108, Cayman Islands.

4. Prior to its entry into voluntary liquidation, the Company was a dormant subsidiary of Pembroke Capital Limited. Pembroke Capital Limited (the **Parent**) is a company within the AviLease corporate group which is ultimately owned by Aircraft Leasing Company (the **AviLease Group**). The AviLease Group operates a global aircraft leasing business.

5. In July 2024, the AviLease Group adopted a corporate consolidation strategy aimed at streamlining the AviLease Group's corporate and subsidiary structure. As part of this process, the Company was identified as a dormant company that ought to be wound up and finally dissolved as it had no ongoing operational business and no assets or liabilities.

Voluntary liquidation of the Company

6. The Company was placed into voluntary liquidation on 25 November 2025 by a special resolution passed by a written resolution of the sole shareholder of the Company, the Parent.

7. Mourant Liquidators (Cayman) Limited was appointed as voluntary liquidator of the Company (**Voluntary Liquidator**).

8. The Voluntary Liquidator subsequently made the required statutory filings pursuant to section 123(1) of the Companies Act and published a notice of the winding up in the Gazette.

9. At the time of the Voluntary Liquidator's appointment, the Company had no assets or liabilities. Having made due enquiry into the affairs of the Company, and believing those affairs to be fully wound up, the Voluntary Liquidator caused the final general meeting of the Company to take place on 29 December 2025 (the **FGM**) and made a return to the Registrar in accordance with section 127(3) of the Companies Act on 23 January 2026.

10. Final resolutions were passed at the FGM with the result that the Company is deemed to be dissolved on the Scheduled Dissolution Date pursuant to section 151(2) of the Companies Act. The Companies Registrar has issued a Certificate of Dissolution to this effect.

HMRC withholding tax reclaim

11. In mid-February 2026, the Voluntary Liquidator was informed by representatives of the Parent that the Company may be required to make an application to the HM Revenue & Customs (**HMRC**) for a tax refund that is likely to be payable to the Company (the **Tax Reclaim**). The Voluntary Liquidator was informed by representatives of the Parent that the Tax Reclaim would require the Voluntary Liquidator to submit documents to HMRC on behalf of the Company in relation to the Tax Reclaim, such that the Company must have legal standing to make such application at the time of making the Tax Reclaim.

12. The Tax Reclaim is required to be made because the Company received interest payments in the 2023 and 2024 financial years from a UK group affiliate

company, Pembroke Aircraft Leasing (UK) Limited (**PAL UK**). These interest payments were made without:

a. withholding tax (**WHT**) being paid by PAL UK; or

b. prior approval having been obtained by PAL UK from HM Revenue & Customs (**HMRC**) not to make such payments, by operation of the double taxation treaty between UK and Ireland (the **Treaty**).

13. The Voluntary Liquidator was not aware of the potential tax refund or the requirement to make the Tax Reclaim at any time prior to notification by the Parent in mid-February 2026.

Conclusion

14. In light of the foregoing matters, the affairs of the Company cannot be fully wound up and the Company dissolved until the Tax Reclaim has been made and determined by HMRC and any tax refund received by the Company and dealt with appropriately.

15. Accordingly, the Petitioner respectfully seeks orders deferring the Scheduled Dissolution Date until the Deferred Date.

Your Petitioner therefore humbly pray(s) that:-

1. The date of dissolution of the Company, scheduled to take effect on 23 April 2026, be deferred pursuant to section 151(3) of the Companies Act until the Deferred Date.

2. The Petitioner shall have liberty to apply to extend to the Deferred Date.

3. Costs.

4. Such further and other orders or directions as the Court thinks fit.

AND your Petitioner will ever pray etc.

Dated the 9th day of April 2026

Mourant Ozannes (Cayman) LLP

Mourant Ozannes (Cayman) LLP
Attorneys for the Petitioner

NOTE: This petition is not intended to be served.

This Petition was presented by Mourant Liquidations (Cayman) Limited whose address for service is 94 Solaris Avenue, PO Box 1348, Camana Bay, Grand Cayman KY1-1108, Cayman Islands (ref: 8078082/256997273/2).