

SCHEDULE 8

FORMS OF TRANSFER CERTIFICATES

PART 1

FORM OF TRANSFER CERTIFICATE (RESTRICTED TO UNRESTRICTED)

FORM OF CERTIFICATE FOR TRANSFER OF AN INTEREST IN A RESTRICTED GLOBAL CERTIFICATE TO AN INTEREST IN AN UNRESTRICTED GLOBAL CERTIFICATE OR FOR THE REMOVAL OF THE RESTRICTED LEGEND FROM A RESTRICTED NOTE

We refer to the agency agreement dated 3 November 2025 (as amended or restated from time to time, the **Agency Agreement**) in connection with a programme (the **Programme**) for the issue of notes (the **Notes**) of AviLease Capital Limited (the **Issuer**) and unconditionally and irrevocably guaranteed, on a joint and several basis, by Aircraft Leasing Company, Air Structured Holding Company and AviLease Finance 1 Ireland Designated Activity Company (the **Guarantors**) and made between the Issuer, Citibank Europe PLC (in its capacity as the registrar, the **Registrar**), which expression includes any successor registrar appointed from time to time in connection with the Notes) and the other parties named therein. Capitalised terms used but not defined herein shall have the meanings given to them in the Agency Agreement. Other terms shall have the meanings given to them in Regulation S under the United States Securities Act of 1933 (the **Securities Act**).

In connection with our sale of [●] face amount of Notes, we confirm that such sale has been effected pursuant to and in accordance with Regulation S under the Securities Act (**Regulation S**), and accordingly we represent that:

1. the offer of the Notes was made in an offshore transaction within the meaning of Rule 902 of Regulation S;
2. no “directed selling efforts” have been made in the United States within the meaning of Rule 902 and Rule 903(a)(2) or Rule 904(a)(2) of Regulation S, as applicable; and
3. the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act.

In addition: (i) if such sale is made during the Distribution Compliance Period applicable to the Notes and the provisions of Rule 903(b)(2) or Rule 904(b)(1) of Regulation S are applicable thereto, we confirm that such sale has been made in accordance with the applicable provisions of Rule 903(b)(2) or Rule 904(b)(1) of Regulation S, as the case may be; and (ii) if the undersigned is an officer or director of the Issuer or a distributor or any affiliate of the Issuer solely by virtue of holding such position, such sale is made in accordance with the applicable provisions of Rule 904(b)(2) of Regulation S. Accordingly, we request that you [transfer or exchange our interest in the Notes registered in the name of *[insert name of transferee]*¹⁶ / [transfer or exchange our interest in the Notes evidenced by the Restricted Global Certificate (CUSIP No.[●]) with [DTC/Euroclear/Clearstream] for Notes registered in the name of *[insert name of transferee]*¹⁷ / [transfer our interest in the Notes evidenced by the Restricted Global Certificate (CUSIP No.[●]) with [DTC/Euroclear/Clearstream] for an interest evidenced by the Unrestricted Global Certificate to be held with [DTC/Euroclear/Clearstream] (ISIN No. XS[●]) in the name of *[insert name of transferee]*¹⁸. This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer. Terms used in this certificate have the meanings set forth in Regulation S and the Agency Agreement dated 3 November 2025 (and as amended or restated from time to time).

¹⁶ Insert for transfers of Notes evidenced by a definitive Certificate bearing the Restricted Legend to transferees that take delivery of Notes evidenced by definitive Certificates not bearing the Restricted Legend.

¹⁷ Insert for transfers of interests in Notes evidenced by the Restricted Global Certificate to transferees that take delivery of Notes evidenced by definitive Certificates not bearing the Restricted Legend.

¹⁸ Insert for transfers of interests in Notes evidenced by the Restricted Global Certificate to transferees that take delivery of interests in Notes evidenced by the Unrestricted Global Certificate.

[Details of the relevant accounts at Euroclear or Clearstream, Luxembourg, as the case may be, and The Depository Trust Company, to be credited and debited, respectively, are as follows: *[insert details].*]

Yours faithfully

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for and on behalf of

[TRANSFEROR]

Date:

PART 2

FORM OF TRANSFER CERTIFICATE (UNRESTRICTED TO RESTRICTED)

FORM OF CERTIFICATE TO BE DELIVERED IN CONNECTION WITH TRANSFERS OF INTEREST IN AN UNRESTRICTED GLOBAL CERTIFICATE TO AN INTEREST IN A RESTRICTED GLOBAL CERTIFICATE OR FOR THE ADDITION OF THE RESTRICTED LEGEND TO AN UNRESTRICTED CERTIFICATE

We refer to the agency agreement dated 3 November 2025 (as amended or restated from time to time, the **Agency Agreement**) in connection with a programme (the **Programme**) for the issue of notes (the **Notes**) of AviLease Capital Limited (the **Issuer**) and unconditionally and irrevocably guaranteed, on a joint and several basis, by Aircraft Leasing Company, Air Structured Holding Company and AviLease Finance 1 Ireland Designated Activity Company (the **Guarantors**) and made between the Issuer, Citibank Europe PLC (in its capacity as the registrar, the **Registrar**), , which expression includes any successor registrar appointed from time to time in connection with the Notes) and the other parties named therein. Capitalised terms used but not defined herein shall have the meanings given to them in the Agency Agreement. Other terms shall have the meanings given to them in Regulation S under the United States Securities Act of 1933 (the **Securities Act**).

In connection with our sale of [●] face amount of Notes, we request that you request the [transfer or exchange of interests in the Notes evidenced by the Restricted Global Certificate (CUSIP No. [●]/ISIN No. XS[●]) with [DTC/Euroclear/Clearstream] in the name of [insert name of transferor] for definitive Certificates registered in the name of [insert name of transferee]]¹⁹ / [transfer of interests in the Notes evidenced by the Unrestricted Global Certificate in the name of [insert name of transferor] held with DTC/Euroclear/Clearstream] (CUSIP No. [●]/ISIN No. XS[●]) for an interest evidenced by the Restricted Global Certificate (CUSIP No. [●]/ISIN No. XS[●]) with [DTC/Euroclear/Clearstream] in the name of [insert name of transferee]²⁰.

This is to certify that such sale has been effected pursuant to and in accordance with Rule 144A and accordingly that such Notes are being transferred to a transferee that we reasonably believe is a “qualified institutional buyer” within the meaning of Rule 144A (a **QIB**) and a “qualified purchaser” as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940, as amended, and the rules and regulations thereunder (a **QP**), or for the account of one or more QIBs who are also QPs, not formed for the purpose of investing in the Notes or the Issuer and aware that the sale to it is being made in reliance on Rule 144A, in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any State of the United States or any other jurisdiction. This certificate and the statements contained herein are made for your benefit and the benefit of the Registrar(s) and the Issuer.

We understand that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or threatened in connection with which this certificate is or would be relevant, we irrevocably authorise you to produce this certificate to any interested party in such proceeding.

Yours faithfully

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for and on behalf of

[TRANSFEROR]

Date:

¹⁹ Insert for transfers of interests in Notes evidenced by the Restricted Global Certificate to transferees that take delivery of Notes evidenced by definitive Certificates bearing the Restricted Legend.

²⁰ Insert for transfers of interests in Notes evidenced by the Unrestricted Global Certificate to transferees that take delivery of interests in Notes evidenced by the Restricted Global Certificate.