



Section	Compliance
Title	07B.06B Whistle Blower Procedure for Non-Financial Matters
Owner	Chief Compliance Officer

---

## **07B.06B AerCap Whistle Blower Procedure for Expressing Concerns Relating to Non-Financial Matters (“AerCap Whistle Blower Procedure for Non-Financial Matters”)**

### **OBJECTIVE**

AerCap’s Board of Directors has established this procedure to facilitate reporting of possible illegal or unethical behavior, other than accounting, internal controls and auditing matters (for which a separate procedure has been established), in compliance with applicable law (referred to below as “whistle blower reports”). The procedure is designed with a view to create an atmosphere in which employees feel free to file complaints concerning non-financial matters without fear of retaliation.

### **BACKGROUND RISKS**

Absence of an effective and confidential procedure for the receipt and handling of whistle blower reports could discourage employees from filing complaints, which would then hinder the effective detection and prevention of illegal and/or unethical behavior.

### **POLICY**

AerCap Holdings N.V. and its subsidiaries (“AerCap”) encourage all AerCap employees to promptly report any breach or suspected breach of any law, regulation or the AerCap Code of Conduct or any other illegal and/or unethical behavior (ref definition of “breach” below). As reflected in these procedures, all such reports will be investigated promptly and with strict confidentiality. AerCap will not retaliate or take any adverse action against employees for filing a report under this procedure or assisting another employee in doing so. Intentionally making a false report will lead to disciplinary action.

### **PROCEDURES**

#### **AerCap Whistle Blower Procedure**

##### **Introduction**

AerCap is committed to sound business conduct and therefore manages its business according to the AerCap standards and the AerCap Policies and Procedures, including the Code of Conduct, which require an ethical and transparent way of conducting business.

Rules and regulations, including the Dutch corporate governance code require that procedures are established for the confidential, anonymous submission by employees of concerns regarding illegal and/or unethical behavior. These rules generally also make it unlawful to retaliate against an employee who, in good faith, “blows the whistle”.

This procedure clarifies the rights and obligations of:

- 1) Any employee who makes a report under this Whistle Blower Procedure;
- 2) Any member of management who receives such report, and



Section	Compliance
Title	07B.06B Whistle Blower Procedure for Non-Financial Matters
Owner	Chief Compliance Officer

- 3) Any person carrying out the investigation under this Whistle Blower Procedure, and
- 4) The Chief Legal Officer of AerCap and any other person mentioned in this Whistle Blower Procedure.

## **Responsibility**

This Whistle Blower Procedure is maintained and executed under the responsibility of the Chief Compliance Officer of AerCap on behalf of the CEO of AerCap and the Chairman of the Board of Directors of AerCap.

## **Scope**

This procedure applies to all employees of companies and joint ventures controlled by AerCap worldwide.

Complaints relating to financial matters are not covered by this procedure, as a specific procedure is provided in 07B.06A AerCap Whistle Blower Procedure for Expressing Concerns Relating to Financial Matters ("AerCap Whistle Blower Procedure for Financial Matters").

## **Non-exclusive procedure**

This AerCap Whistle Blower Procedure does not replace in any way, and is in addition to, the procedures for employee complaints relating to financial matters, for which there are other established policies and procedures, including the AerCap Whistle Blower Procedure for Financial Matters (ref P&P 07B.06A). In case of any conflict between this AerCap Whistle Blower Procedure and applicable mandatory law, the applicable mandatory law shall prevail.

## **Definition of Breach**

Breach under this procedure includes:

- a. suspected or known breach of the AerCap Code of Conduct, and/or
- b. alleged irregularities concerning the functioning of the members of the Board of Directors including its committees, or any member of the group executive committee, and/or
- c. other activities believed to be illegal or unethical.

These breaches are hereinafter referred to as "Breach".

## **Reporting**

Employees are encouraged to promptly report any Breach they reasonably believe has taken place, is taking place, or will take place.



Section	Compliance
Title	07B.06B Whistle Blower Procedure for Non-Financial Matters
Owner	Chief Compliance Officer

### Anonymity

AerCap encourages employees to report any Breach directly and openly as provided herein.

It is possible to file a report anonymously. However, please note that anonymous reporting may hinder or complicate any investigation that may follow and may prevent appropriate action from being taken.

### Procedure for reporting:

Employees may report the Breach to:

#### a) Any Breach

Subject to b) and c) below, the report shall be addressed to:

- The CEO of AerCap Holdings N.V.; or
- The Chief Compliance Officer; or
- AerCap Human Resources staff.

#### c) Breach relating to Directors of AerCap

Any Breach relating to any of the Directors (including the CEO of AerCap Holdings N.V.) shall be reported directly to the Chairman of the Board of Directors.

#### d) Breach relating to the Chairman of the Board of Directors

Any Breach relating to the Chairman of the Board of Directors of AerCap Holdings N.V. shall be reported directly to the Chairman of the AerCap Audit Committee.

Breaches can also be anonymously reported via the Reportline, an independently operated toll free hotline in the United States at:

*1-800-971-6042 (from USA; from other countries with use of international access code)*

### **Content of report**

Reported Breaches that do not provide relevant details are difficult to investigate. To allow a prompt and thorough response, which could include an investigation, reports should contain as much information as possible, including the person(s) involved, any witnesses, the location of any other information that would assist in investigating the concerns, and any supporting documentation.

### **Distribution**

The person who receives the reported Breach immediately conveys the report to the person in charge of the possible investigation and to the Chief Compliance Officer.

### **Acknowledgement of receipt**

Receipt of the report, unless submitted anonymously, is acknowledged within seven (7) working days or any sooner, unless acknowledgement within such timeframe is not reasonably possible. The acknowledgement will contain an



Section	Compliance
Title	07B.06B Whistle Blower Procedure for Non-Financial Matters
Owner	Chief Compliance Officer

indication of the timeframe in which the investigation is expected to be completed, if reasonably possible.

## **Investigation**

The following procedure is put in place to assess the reported Breach and to ensure that the Breach is investigated, to the extent necessary, in a prompt and adequately thorough manner. The CEO or, if applicable, the Chairman of the Board of Directors or the Chairman of the Audit Committee, shall appoint the person in charge of the investigation, taking into account the nature of the reported Breach.

The person in charge of the possible investigation shall determine whether there is justification for an investigation and how an investigation should be handled, should one be necessary.

The person in charge of the investigation may involve, consult or retain others to assist him with the investigation. Due attention is paid to relevant data protection issues, if necessary with the guidance of the Chief Compliance Officer and/or the Chief Legal Officer.

The investigation will be conducted and concluded within reasonable time, dependent upon the nature of the alleged Breach and the circumstances of each case.

Prompt and appropriate corrective action will be taken in response to any evidence of the Breach.

## **Co-operation**

All employees are obligated to fully co-operate with and assist in any investigation. AerCap expects management at all levels to handle all matters concerning such matters seriously, confidentially and promptly.

## **Feedback**

If requested, any employee making a whistle blower report may receive general information from the Chief Compliance Officer on the progress of any investigation resulting from the report and its outcome, unless giving such feedback would be detrimental to the investigation.

## **Records**

A log is maintained by the Chief Compliance Officer of all reported Breaches; actions performed; the status of the investigations; dispositions; and any corrective actions. Attorneys retained to assist in investigations will make and retain appropriate records of their activities, which will be subject to AerCap's attorney-client privilege.



Section	Compliance
Title	07B.06B Whistle Blower Procedure for Non-Financial Matters
Owner	Chief Compliance Officer

---

## **Confidentiality**

All whistle blower reports will be handled in a confidential manner. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate investigation of the report and to perform subsequent remedial measures.

## **Protection**

Any employee who reports a Breach, which the employee reasonably believes, or may reasonably believe, to be true (excluding a false report), will be given protection for such reporting.

This protection means that AerCap will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment, because of such report.

AerCap does not tolerate any form of threat, retaliation or other action against an employee who has reported a Breach. Any such threat, retaliation or other action should be immediately reported to the Chief Compliance Officer.

## **False reporting**

If an employee reports a Breach that he or she knows or reasonably should know to be false, he or she will be subject to disciplinary action which may involve termination of employment. False reporting could also lead to civil or criminal prosecution. AerCap does not indemnify or reimburse any employee who has made a false report for costs or other consequences related to such false reporting.

## **Disciplinary action**

Employees suspected of a Breach will not be considered guilty unless the allegations or suspicions have been proven and they have been given the opportunity to defend themselves.

It is the responsibility of management to implement any measures (disciplinary or otherwise) deemed necessary as a result of established Breach and on the basis of the outcome of the investigation performed.

## **Compliance and Reporting**

The Chief Compliance Officer monitors that this Whistle Blower Procedure is executed as prescribed.

On a quarterly basis, the Chief Compliance Officer shall report to the CEO of AerCap Holdings N.V. of all Breaches received that quarter and what steps were taken to address them.



Section	Compliance
Title	07B.06B Whistle Blower Procedure for Non-Financial Matters
Owner	Chief Compliance Officer

---

On a quarterly basis, the CEO shall report to the Board of Directors of AerCap Holdings N.V. all Breaches received that quarter and what steps were taken to address them.

## **DEFINITIONS**

*"subsidiaries or subsidiary" shall mean all companies or other legal entities owned and/or controlled by AerCap Holdings N.V.*

*"employee" shall mean any employee of AerCap including any director of AerCap Holdings N.V. or a subsidiary of AerCap Holdings N.V.*

## **REQUIRED FORMS AND INSTRUMENTS**

1. Reportline independently operated toll free hotline
2. Reporting, distribution and investigation diagram (ref last page of this procedure)

## **APPLICABLE**

Mandatory to all staff