

NOTE: THIS IS A TRANSLATION INTO ENGLISH OF THE DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION (*STATUTEN*) OF A DUTCH LIMITED LIABILITY COMPANY (*NAAMLOZE VENNOOTSCHAP*). IN THE EVENT OF A CONFLICT BETWEEN THE ENGLISH AND DUTCH TEXTS, THE DUTCH TEXT SHALL PREVAIL.

**DEED OF AMENDMENT TO THE ARTICLES OF ASSOCIATION OF  
AERCAP HOLDINGS N.V.**

On this, the [ ] day of [ ] two thousand and ten, appeared before me, Wijnand Hendrik Bossenbroek, civil law notary at Amsterdam:

[ ].

The person appearing declared that the general meeting of shareholders of **AerCap Holdings N.V.**, a limited liability company (*naamloze vennootschap*), having its corporate seat at Amsterdam (address: 1117 CE Luchthaven Schiphol, Stationsplein 965, AerCap House, trade register number: 34251954), held at Haarlemmermeer (Schiphol Airport) on the [ ] day of [ ] two thousand and ten has resolved to partially amend the articles of association of the company.

The articles of association were last amended on the twelfth day of June two thousand and nine before the undersigned civil law notary.

Further to this resolution the person appearing stated that the articles of association of the aforementioned company are amended as follows:

**I. Article 15 paragraph 3 will be:**

"15.3 A director is appointed or reappointed for a period starting on the day of his (re)appointment and ending at the end of the annual general meeting of shareholders that will be held in the fourth year upon his (re)appointment, or such earlier time as determined at the time of his (re)appointment.

**II. A new paragraph 5 will be added to article 17, which will read:**

"17.5 The provisions of paragraphs 2 and 4 of this article shall lapse upon removal of article 2:146 of the Dutch Civil Code from the Dutch Civil Code in accordance with Bill number 31 763, "Amendment of book 2 of the Dutch Civil Code in connection with rules for management and supervision in limited liability companies and private companies with limited liability" (Wetsvoorstel 31 763, "Wijziging van boek 2 van het Burgerlijk Wetboek in verband met de aanpassing van regels over bestuur en toezicht in naamloze en besloten vennootschappen"). If thereafter in respect of a resolution of the Board of Directors all directors have a direct or indirect personal interest that is conflicting with the interest of the company or the enterprise associated with the company, such resolution shall nonetheless be adopted by the Board of

Directors."

**FINAL PROVISION**

Finally, the person appearing declared:

- that he has been appointed by the abovementioned general meeting of shareholders to apply for the declaration of no objection as mentioned in article 2:125 of the Dutch Civil Code and after obtaining that declaration to lay down and confirm the amendment of the articles of association by notarial deed;
- that the abovementioned declaration of no objection was issued as appears from a Ministerial Declaration of no objection, attached to this deed, under number N.V. 1384230, dated the [ ] day of [ ] two thousand and ten.

The person appearing is known to me, civil law notary.

This Deed was executed in Amsterdam on the date mentioned in its heading.

After I, civil law notary, had conveyed and explained the contents of the Deed in substance to the person appearing, he declared that he had taken note of the contents of the Deed, was in agreement with the contents and did not wish them to be read out in full. Following a partial reading, the Deed was signed by the person appearing and by me, civil law notary.