

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 thirteen, 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) (the "**Company**"), held at Haarlemmermeer (Schiphol Airport) on the [second of May] two thousand and thirteen has resolved to partially amend the articles of association of the Company.

The articles of association were last amended on the second day of January two thousand and thirteen before [the undersigned civil law notary].

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

I. Article 6 paragraph 1 subparagraph b. will be:

"b. the aggregate par value of the shares in its share capital which the Company acquires, (already) holds or on which it holds a right of pledge (*pand*), or which are held by a subsidiary of the Company, amounts to no more than such part of the aggregate par value of the issued share capital set by law from time to time; and".

II. Article 21 paragraph 2 will be:

"21.2 The agenda shall contain such subjects to be considered at the meeting as the person(s) convening the meeting shall decide, and furthermore such other subjects, as one or more shareholders and others entitled to attend the meetings, at least representing the thresholds set by law from time to time, have so requested the Board of Directors in writing by reasoned request to include in the agenda, at least sixty days before the date of the meeting. No valid resolutions can be adopted at a general meeting of shareholders in respect of subjects which are not mentioned in the agenda.".

FINAL PROVISION

Finally, the person appearing declared that he has been appointed by the abovementioned general meeting of shareholders to lay down and confirm the

amendment of the articles of association by notarial deed.

CONCLUSION

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.