



## **AERCAP HOLDINGS N.V.**

### **NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given of the annual general meeting of shareholders of AerCap Holdings N.V. (the "Company") on 11 May 2007 at 10:00 a.m. (Amsterdam time) at Sheraton Amsterdam Airport Hotel, Schiphol Boulevard 101 in Amsterdam, The Netherlands.

The agenda for the meeting, containing proposals made by the Board of Directors, is as follows:

1. Opening.
2. Report of the Board of Directors on the financial year 2006.
3. Adoption of the annual accounts for the financial year 2006.
4. Reservation and dividend policy.
5. Discharge of the Directors (*leden raad van bestuur*) in respect of their management during the financial year 2006.
6. Confirmation (*bevestiging*) term of appointment of the Directors.
7. Designation of Mr. Keith A. Helming, as the person referred to in article 16, paragraph 8 of the articles of association of the Company.
8. Appointment of PricewaterhouseCoopers Accountants N.V. as the registered accountants of the Company.
9. Authorization Board of Directors to repurchase shares.
10. Amendment articles of association of the Company and designation of each of the Company's Directors and each lawyer working at NautaDutilh N.V. to implement the amendment to the articles of association.
11. Questions.
12. Closing.

Copies of the agenda, the explanation to the agenda, the annual report for the financial year 2006, the annual accounts for the financial year 2006 and the draft amendment of the Company's articles of association can be obtained free of

charge by shareholders and others entitled to attend the meeting and their representatives as of today until the close of the meeting at the offices of the Company at Evert van de Beekstraat 312, 1118 CX Luchthaven Schiphol, The Netherlands and at American Stock Transfer & Trust Company, 6201 15<sup>th</sup> Avenue, Brooklyn, New York 11219, U.S.A (attention shareholder services) and are also available free of charge during the meeting. Copies of these documents will also be made available on the Company's website ([www.aercap.com](http://www.aercap.com)).

The Board of Directors has determined that only persons who were shareholders on 4 May 2007 at 5:00 pm (New York time) (the "registration date") and who are registered in the Company's shareholders register at the offices of the Company or in the Company's shareholders register in New York (collectively: the "shareholders registers") on that date or have a valid proxy from such a shareholder, may attend and vote at the annual general meeting of shareholders.

A notice of the annual general meeting of shareholders, the explanation to the agenda, the annual report for the financial year 2006, the annual accounts for the financial year 2006 and the draft amendment of the Company's articles of association together with a proxy form (the "proxy materials") will be mailed to shareholders that are registered in the Company's shareholders registers on 26 March 2007 and to beneficial holders of the Company's shares (principally those who hold their shares directly or indirectly through the Depositary Trust Company) (collectively: the "investors") who owned their shares on 26 March 2007.

To provide investors that acquire registered or beneficial shares after 26 March 2007 but on or before 10 April 2007 and own their registered or beneficial shares on 10 April 2007 with the opportunity to complete and return a proxy form so they may vote in the shareholder meeting, the Company will also distribute the proxy materials to such investors.

The Company will not count the vote of an investor that owns registered or beneficial shares on 26 March 2007 or 10 April 2007 unless the investor is also the owner of the registered or beneficial shares on the registration date, 4 May 2007. Investors who receive the proxy material should vote promptly after they receive the proxy material in accordance with the voting instructions contained in the proxy material to allow sufficient time for the proxies to be received and tabulated.

Investors who beneficially hold shares in the Company through the Depository Trust Company wishing to exercise their meeting rights by submitting a proxy must return the proxy contained in the proxy materials in accordance with the instructions set forth therein no later than 5:00 pm (New York time) on 7 May 2007. Investors who beneficially hold shares in the Company through the Depository Trust Company wishing to exercise their meeting rights in person must (i) notify the Company by submitting their name and number of beneficial shares through the Company's e-mail address at [shareholdersmeeting@aercap.com](mailto:shareholdersmeeting@aercap.com) no later than 5:00 pm (New York time) on 7 May 2007 and (ii) provide the Company with appropriate evidence of ownership of and authority to vote the shares no later than 5:00 pm (New York time) on 7 May 2007.

Investors who are registered in the Company's shareholders registers wishing to exercise their meeting rights, in person or by proxy, must (i) notify the Company by submitting their name and number of registered shares through the Company's e-mail address at [shareholdersmeeting@aercap.com](mailto:shareholdersmeeting@aercap.com) by no later than 5:00 pm (New York time) on 7 May 2007 and, as the case may be, use (ii) the proxy form that can be obtained from the Company. The proxy form needs to be received by the Company no later than 5.00 pm (New York time) on 7 May 2007.

Access to the annual general meeting of shareholders by an investor or proxy holder is permitted after verification of personal identification.

Investors who are registered in the Company's shareholders registers may only exercise their meeting rights for the shares registered in their name on the registration date. Investors who beneficially hold shares in the Company through the Depository Trust Company may only exercise their meeting rights if they are also beneficial holder on the registration date.

For further information please contact:

Keith Helming  
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Group Treasurer  
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Requests for information can also be sent to: [shareholdersmeeting@aercap.com](mailto:shareholdersmeeting@aercap.com)

The Board of Directors  
29 March 2007