

This is a translation into English of the deed of amendment to the articles of association of a public limited liability company under Dutch law. 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 HOLINGS N.V.

On this, the [*date*] two thousand and twenty-one, appeared before me, Paul Cornelis Simon van der Bijl, civil law notary at Amsterdam:

The person appearing before me declared that the general meeting of shareholders of **AerCap Holdings N.V.**, a public limited liability company (*naamloze vennootschap*) incorporated in the Netherlands, having its corporate seat in Amsterdam, the Netherlands (address: 65 St. Stephen's Green, AerCap House, Dublin D02 YX20, Ireland, trade register number 34251954) (the "**Company**"), held at Amsterdam, the Netherlands, on the [twelfth day of May] two thousand and twenty-one has resolved to partially amend the Company's articles of association (the "**Articles of Association**").

The Articles of Association were most recently amended by a deed executed on the twenty-fourth day of April two thousand and nineteen before Paul Cornelis Simon van der Bijl, aforementioned civil law notary.

Further to this resolution the person appearing stated that the Articles of Association are amended as follows:

I. Article 3 will be:

"The authorised share capital of the Company is four million five hundred thousand euros (EUR 4,500,000), divided into four hundred and fifty million (450,000,000) ordinary shares, each having a nominal value of one eurocent (EUR 0.01)."

II. Article 16.8 will be:

"16.8 If a director is absent or incapacitated, he or she may be replaced temporarily by a person whom the Board of Directors has designated for that purpose and, until then, the remaining director(s) shall be charged with the entire management of the Company. Where all directors or the only director are/is absent or prevented from acting, the management shall be conducted temporarily by one or more persons to be appointed for that purpose by the general meeting of shareholders."

FINAL PROVISION

Finally, the person appearing declared that she 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, she declared that she 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.