

**Minutes of the Annual General Meeting of Shareholders
AerCap Holdings N.V. held on 12 May 2022 at 10:30 a.m.
at Beethovenstraat 400, 1082 PR Amsterdam, The Netherlands**

1. Opening

The Chairman, Mr. Paul Dacier opened the annual general meeting of shareholders (the "**AGM**") of AerCap Holdings N.V. (the "**Company**").

The Chairman noted that the meeting would be conducted in English and, in case anyone present has difficulties understanding the English language, that questions can also be put in the Dutch language.

The Chairman introduced:

- Mr. Aengus Kelly, our Chief Executive Officer and member of the Company's board of directors (the "**Board**");
- Mr. Peter Juhas, our Chief Financial Officer;
- Mr. Vincent Drouillard, our General Counsel;
- Mr. Jean Raby who has been proposed for appointment as non-executive director by this meeting;
- Ms. Esther Schreiber from NautaDutilh, our Dutch legal counsel and member of the Proxy Committee;
- Mr. Paul van der Bijl and Ms. Leanne Meurs from NautaDutilh, our Dutch legal counsel;
- Ms. Evelyn Vinke-Smits, auditor at KPMG Accountants N.V., our Dutch audit firm;
- Mr. Ristead Sheridan, our Company Secretary, who is appointed as the secretary of this meeting.

The Chairman stated for the record that the meeting had been convened with due observance of all legal and statutory provisions.

The Chairman recorded that approximately 91% of the issued and outstanding share capital of the Company was represented at the meeting, that no shareholder was present in person at the AGM, and that valid resolutions may be passed by an absolute majority of the votes cast for all voting items on the agenda. The Chairman noted that, for each voting item on the agenda, Ms. Esther Schreiber, member of the Company's Proxy Committee, should cast the votes in accordance with the voting instructions granted to her, after which the Chairman will determine whether the proposed item is adopted. No objections or questions were raised with respect to this method of voting.

The Chairman indicated that the persons attending the meeting were permitted to ask questions when such questions would arise.

2. Report of the Board of Directors for the 2021 financial year

The Chairman introduced the next item on the agenda, which is a non-voting item relating to the report of the Board for the 2021 financial year. The Chairman thanked the Board and all employees of the Company for their efforts and the strong results of the Company in 2021. Mr. Kelly and Mr. Juhas briefly highlighted the Company's performance for the financial year 2021.

After the presentation by Mr. Juhas, Ms. Vinke-Smits briefly elaborated on the outcome on the external audit for the financial year 2021.

The Chairman thanked Ms. Vinke-Smits for the report and gave the opportunity to discuss or ask questions regarding this agenda item.

After Mr. Kelly and Mr. Juhas having addressed a couple of questions of Mr. Broenink to his satisfaction, there were no further questions. The Chairman concluded this agenda item.

3. Adoption of the annual accounts for the 2021 financial year

The Chairman introduced the next item on the agenda, which is the proposal to adopt the annual accounts for the financial year 2021.

The Chairman mentioned that the Company's auditor was available to address and respond to topics raised by the shareholders with respect to their audit and functioning.

The Chairman gave the opportunity to discuss or ask questions regarding this agenda item. Since there were no questions or comments, the Chairman put the proposal to a vote.

The Chairman recorded that the majority of the votes had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

4. Reservation and dividend policy

The Chairman noted that the next item on the agenda is a non-voting item relating to the reservation and dividend policy of the Company and he referred to the explanation to the agenda for further details.

The Chairman gave the opportunity to discuss or ask questions regarding this agenda item. Since there were no questions or comments, the Chairman concluded this agenda item.

5. Release of liability of the directors with respect to their management during the 2021 financial year

The Chairman introduced the next item on the agenda, which is the release of liability of the directors in respect of their management during the financial year 2021.

The Chairman gave the opportunity to discuss or ask questions regarding this agenda item. Since there were no questions or comments, the Chairman put the proposal to a vote.

The Chairman recorded that the majority of the votes had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

6. Director (re-)appointments

The Chairman stated that the next item on the agenda concerns the proposals for director (re-)appointments. It is proposed to appoint Mr. Jean Raby and to re-appoint Mr. Julian Branch, Ms. Stacey Cartwright, Ms. Rita Forst, Mr. Richard Gradon and Mr. Robert Warden as non-executive directors of the Company.

The Chairman noted that, in connection with the GECAS transaction, Mr. Jean Raby was appointed by the Board as an interim non-executive director with effect from April 1, 2022. It is proposed to appoint Mr. Jean Raby as a non-executive director of the Company, with a term of appointment which will end at the close of the 2026 annual general meeting of shareholders.

The Chairman further noted that it is proposed to renew the term of five non-executive directors to continue to benefit from their expertise and experience, being Mr. Julian Branch, Ms. Stacey Cartwright, Ms. Rita Forst, Mr. Richard Gradon and Mr. Robert Warden, for a further four years with a term of appointment which will end for each at the close of the 2026 annual general meeting of shareholders.

The Chairman gave the floor to Mr. Raby in order to introduce himself.

After Mr. Raby introduced himself, the Chairman noted that the proposals for appointment and re-appointment are addressed and put to vote as separate voting items.

6a. Appointment of Mr. Jean Raby as non-executive director for a period of four years.

The Chairman stated that it is proposed to appoint Mr. Jean Raby as non-executive director for a period of four years. The appointment, if this proposal is adopted, takes immediate effect and will end at the close of our 2026 annual general meeting of shareholders.

The Chairman gave the opportunity to discuss or ask questions regarding this agenda item. Since there were no questions or comments, the Chairman put the proposal to a vote.

The Chairman recorded that the majority of the votes had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

The Chairman welcomed Mr. Raby to the Board.

6b. Re-appointment of Mr. Julian Branch as non-executive director for a period of four years.

The Chairman stated that it is proposed to re-appoint Mr. Julian Branch as non-executive director for a period of four years. The re-appointment, if this proposal is adopted, takes immediate effect and will end at the close of our 2026 annual general meeting of shareholders.

The Chairman gave the opportunity to discuss or ask questions regarding this agenda item. Since there were no questions or comments, the Chairman put the proposal to a vote.

The Chairman recorded that the majority of the votes had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

6c. Re-appointment of Ms. Stacey Cartwright as non-executive director for a period of four years.

The Chairman stated that it is proposed to re-appoint Ms. Stacey Cartwright as non-executive director for a period of four years. The re-appointment, if this proposal is adopted, takes immediate effect and will end at the close of our 2026 annual general meeting of shareholders.

The Chairman gave the opportunity to discuss or ask questions regarding this agenda item. Since there were no questions or comments, the Chairman put the proposal to a vote.

The Chairman recorded that the majority of the votes had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

6d. Re-appointment of Ms. Rita Forst as non-executive director for a period of four years.

The Chairman stated that it is proposed to re-appoint Ms. Rita Forst as non-executive director for a period of four years. The re-appointment, if this proposal is adopted, takes immediate effect and will end at the close of our 2026 annual general meeting of shareholders.

The Chairman gave the opportunity to discuss or ask questions regarding this agenda item. Since there were no questions or comments, the Chairman put the proposal to a vote.

The Chairman recorded that the majority of the votes had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

6e. Re-appointment of Mr. Richard Gradon as non-executive director for a period of four years.

The Chairman stated that it is proposed to re-appoint Mr. Richard Gradon as non-executive director for a period of four years. The re-appointment, if this proposal is adopted, takes immediate effect and will end at the close of our 2026 annual general meeting of shareholders.

The Chairman gave the opportunity to discuss or ask questions regarding this agenda item. Since there were no questions or comments, the Chairman put the proposal to a vote.

The Chairman recorded that the majority of the votes had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

6f. Re-appointment of Mr. Robert Warden as non-executive director for a period of four years.

The Chairman stated that it is proposed to re-appoint Mr. Robert Warden as non-executive director for a period of four years. The re-appointment, if this proposal is adopted, takes immediate effect and will end at the close of our 2026 annual general meeting of shareholders.

The Chairman gave the opportunity to discuss or ask questions regarding this agenda item. Since there were no questions or comments, the Chairman put the proposal to a vote.

The Chairman recorded that the majority of the votes had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

The Chairman congratulated Mr. Branch, Ms. Cartwright, Ms. Forst, Mr. Gradon

and Mr. Warden with their re-appointment as non-executive directors of the Company.

7. *Appointment of Mr. Peter L. Juhas as the person referred to in article 16, paragraph 8 of the Company's articles of association.*

The Chairman introduced the next item on the agenda, which is the appointment of Mr. Peter L. Juhas, the Chief Financial Officer of the Company, as the person being temporarily responsible for the management of the Company in case all members of the Board are prevented from acting, or are permanently absent, in accordance with article 16 paragraph 8 of the Company's articles of association.

The Chairman gave the opportunity to discuss or ask questions regarding this agenda item. Since there were no questions or comments, the Chairman put the proposal to a vote.

The Chairman recorded that the majority of the votes had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

8. *Appointment of KPMG Accountants N.V. for the audit of the Company's annual accounts.*

The Chairman introduced the next item on the agenda, which is the proposal to appoint KPMG Accountants N.V. as the registered accountant of the Company for the audit of the Company's annual accounts for the fiscal years ending December 31, 2021 and December 31, 2022, thereby ratifying and confirming the appointment of KPMG Accountants N.V. in respect of the fiscal year ending December 31, 2021.

The Chairman gave the opportunity to discuss or ask questions regarding this agenda item. Since there were no questions or comments, the Chairman put the proposal to a vote.

The Chairman recorded that the majority of the votes had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

9. *(a) Authorization of the Board of Directors to issue shares and to grant rights to subscribe for shares*
(b) Authorization of the Board of Directors to limit or exclude pre-emptive rights in relation to agenda item 9(a)
(c) Authorization of the Board of Directors to issue additional shares and to grant additional rights to subscribe for shares
(d) Authorization of the Board of Directors to limit or exclude pre-emptive

rights in relation to agenda item 9(c)

The Chairman stated that the ninth item on the agenda concerns the proposals to authorize the Board to issue shares and to grant rights to subscribe for shares and to limit or exclude pre-emptive rights in relation thereto.

The Chairman stated that, if approved, the authorizations proposed under agenda items 9(a) and 9(c) will together allow the Board to resolve upon the issuance of shares in the capital of the Company, and the granting of rights to subscribe for shares in the capital of the Company, up to twenty percent (20%) of the Company's issued share capital, subject to the conditions set forth in the explanation to the agenda and for a period of eighteen (18) months, starting from the date of this meeting. The Chairman stated that, if approved, the authorizations proposed under agenda items 9(b) and 9(d) will allow the Board to limit or exclude pre-emptive rights in respect of any issue of shares or granting of rights to subscribe for shares pursuant to agenda items 9(a) or 9(c) for a period of eighteen (18) months, starting from the date of this meeting. The Chairman referred to the explanation to the agenda for further details.

The Chairman gave the opportunity to discuss or ask questions regarding this agenda item. After Mr. Juhas addressed a question of Mr. Broenink to his satisfaction, there were no further questions.

The Chairman put these proposals to a vote as separate voting items, and recorded that the majority of the votes had been cast in favour of each of the proposals and that each of the proposals had been adopted. The Chairman concluded these agenda items.

10. *(a) Authorization of the Board of Directors to repurchase shares*
(b) Conditional authorization of the Board of Directors to repurchase additional shares

The Chairman stated that the next item on the agenda concerns the proposals to (a) authorize the Board of Directors to repurchase shares and (b) conditionally authorize the Board of Directors to repurchase additional shares.

The Chairman stated that, if approved, the authorizations proposed under agenda items 10(a) and 10(b) will allow the Company to repurchase up to twenty percent (20%) of the Company's issued share capital, subject to the conditions set forth in the explanation to the agenda and for a period of eighteen (18) months, starting from the date of the AGM (i.e., 12 May 2022). The Chairman referred to the explanation to the agenda for further details.

The Chairman gave the opportunity to discuss or ask questions regarding this agenda item. After Mr. Juhas addressed a question of Mr. Broenink to his satis-

faction, there were no further questions.

The Chairman put these proposals to a vote as separate voting items, and recorded that the majority of the votes had been cast in favour of each of the proposals and that each of the proposals had been adopted. The Chairman concluded these agenda items.

11. Reduction of capital through cancellation of shares

The Chairman stated that the eleventh item on the agenda is the proposal to reduce the Company's issued share capital through cancellation of shares, that may be acquired by the Company during the period of eighteen (18) months, starting from the date of this meeting, pursuant to the authorizations to repurchase shares, as outlined under agenda item 10, or otherwise.

The Chairman gave the opportunity to discuss or ask questions regarding this agenda item. After Mr. Juhas addressed a question of Mr. Broenink to his satisfaction, there were no further questions or comments, and the Chairman put the proposal to a vote.

The Chairman put this proposal to a vote, and recorded that the majority of the votes had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

12. Questions

Since the meeting has voted on all the proposals on the agenda, the Chairman gave Mr. Broenink the opportunity to ask any other questions regarding the Company. After Mr. Kelly addressed a question of Mr. Broenink to his satisfaction, there were no further questions, and the Chairman concluded this agenda item.

13. Closing.

The Chairman thanked the participants for their attendance and he closed the meeting.

CHAIRMAN

SECRETARY