

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 nine, 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 nine has resolved to partially amend the articles of association of the company.

The articles of association were last amended on the fourth day of July two thousand and eight 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. The directors are appointed for a maximum period of four years starting on the day after the day of the general meeting of shareholders on which they are appointed."

II. Article 25 paragraph 2 will be:

"25.2. Each year, within four months after expiry of the financial year, the Board of Directors shall draw up the annual accounts, consisting of a balance sheet and a profit and loss account in respect of the preceding financial year, together with the explanatory notes thereto. The Board of Directors shall furthermore prepare a report on the course of business of the company in the preceding year."

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 nine.
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.