



AERCAP HOLDINGS N.V.

AGENDA AND INSTRUCTION TO THE COMPANY'S INVESTORS

Notice has been given of the annual general meeting of shareholders of AerCap Holdings N.V. (the "Company") to be held on 19 May 2009 at 4.00 p.m. (Amsterdam time) at the offices of the Company at AerCap House, Stationsplein 965, 1117 CE Amsterdam Schiphol Airport, 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 2008.
3. Adoption of the annual accounts for the financial year 2008.
4. Reservation and dividend policy.
5. Discharge of the Directors (*leden raad van bestuur*) in respect of their management during the financial year 2008.
6. Re-appointment of Mr. Marius J.L. Jonkhart, Mr. Jim N. Chapman and Mr. David J. Teitelbaum as Directors for an additional term of four years.
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 of Board of Directors to repurchase shares.
10. Amendment of 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.

The Board of Directors has determined that only shareholders who were shareholders on 20 April 2009, close of business (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.

For the convenience of the Company's shareholders, the Company will mail a notice of the annual general meeting of shareholders, the agenda and instruction to the Company's investors, the explanation to the agenda, the annual report for the financial year 2008, the annual accounts for the financial year 2008 and the draft amendment of the Company's articles of association together with a proxy form (the "proxy materials") to shareholders that are registered in the Company's shareholders' registers and to beneficial holders of the Company's shares who hold their shares indirectly through the Depositary Trust Company (collectively, the "investors") who owned their registered or beneficial shares (collectively, the "shares") on 1 April 2009. This mailing will allow investors more time to read and consider the proxy materials. However, such investors' votes will not count unless they remain investors on the registration date, 20 April 2009.

The Company will make a second distribution of the proxy materials on the registration date, 20 April 2009, to investors who acquired their shares after 1 April 2009 to ensure that all investors who own the Company's shares on 20 April 2009 have an opportunity to vote.

In both cases, investors who receive the proxy materials should vote promptly after they receive the proxy materials in accordance with the voting instructions contained in the proxy materials to allow sufficient time for the proxies to be received and tabulated.

Investors who beneficially hold shares in the Company through the Depositary 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 p.m. (New York time) on 14 May 2009. 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 no later than 5:00 p.m. (New York time) on 14 May 2009 and (ii) provide the Company with appropriate evidence of ownership of and authority to vote the shares no later than 14 May 2009.

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 by no later than 5:00 p.m. (Amsterdam time) on 14 May 2009 and, as the case may be, use (ii) the proxy form that can be obtained from the Company. The proxy forms need to be received by the Company no later than 5:00 p.m. (Amsterdam time) on 14 May 2009.

Access to the annual 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:

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Requests for information can also be sent to:

Shareholdersmeeting@aercap.com

The Board of Directors
7 April 2009