

**Minutes of the Annual General Meeting of Shareholders  
AerCap Holdings N.V. held on 17 April 2024 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 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. Paul van der Bijl and Ms. Leanne Meurs from NautaDutilh, our Dutch legal counsel and member of the Proxy Committee;
- Ms. Evelyn Vinke-Smits and Mr. Jeroen Groenendal, auditors at KPMG Accountants N.V., our Dutch audit firm;
- Mr. Risteard 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 83% 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. Meurs, 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.

*2. Report of the Board of Directors for the 2023 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 2023 financial year. The Chairman thanked the Board and all employees of the Company for their efforts and the strong results of the Company in 2023. Mr. Kelly and Mr. Juhas briefly highlighted the Company's performance for the financial year 2023.

After the presentation by Mr. Juhas, Ms. Vinke-Smits briefly elaborated on the outcome on the external audit for the financial year 2023.

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

The Chairman concluded this agenda item.

3. *Adoption of the annual accounts for the 2023 financial year*

The Chairman introduced the next item on the agenda, which is the proposal to adopt the annual accounts for the financial year 2023.

The Chairman put the proposal to a vote and recorded that the majority of the votes (99.98%) 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 concluded this agenda item.

5. *Release of liability of the directors with respect to their management during the 2023 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 2023.

The Chairman put the proposal to a vote and recorded that the majority of the votes (88.73%) had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

6. *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 put the proposal to a vote and recorded that the majority of the votes (99.76%) had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

7. *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, 2024.

The Chairman put the proposal to a vote and recorded that the majority of the votes (99.95%) had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

8. *(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 8(a)*

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 authorization proposed under agenda item 8(a) 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 ten percent (10%) 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 authorization proposed under agenda item 8(b) 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 item 8(a) 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 put the proposal to a vote as separate voting items and recorded that the majority of the votes (99.76% for proposal 8(a) and 99.41% for proposal 8(b)) 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.

9. *(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., 26 April 2023). The Chairman referred to the explanation to the agenda for further details.

The Chairman put the proposal to a vote as separate voting items and recorded that the majority of the votes (99.78% for proposal 9(a) and 99.71% for proposal 9(b)) 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. 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 put this proposal to a vote and recorded that the majority of the votes (99.89%) had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

*11. Questions*

Since the meeting has voted on all the proposals on the agenda, 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.

*12. Closing.*

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

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CHAIRMAN

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SECRETARY