

**Minutes of the
Annual General Meeting of Shareholders of AerCap Holdings N.V.
2 May 2013 at 9:30 a.m.
AerCap House, Stationsplein 965, 1117 CE Amsterdam
Schiphol Airport, The Netherlands**

1. Opening

The chairman Mr Pieter Korteweg opened the annual general meeting of shareholders of AerCap Holdings N.V. (the "**Company**") by welcoming all persons present, in particular Mr A.J.J. Broenink, beneficial shareholder of the Company. The chairman noted that the meeting is conducted in English, which is permitted by law. However, should anyone present have difficulties with the English language, questions can also be put in the Dutch language.

The chairman introduced the other members of the board of directors present, being Mr Aengus Kelly, CEO of the Company, Mr Marius Jonkhart, Mr Salem Al Noaimi and Mr Jim Chapman, as well as the Company's CFO, Mr Keith Helming. The chairman further introduced Mr Marnix den Heijer, secretary of the Company, who is also secretary of the meeting, and who will draw up the minutes of the meeting. The chairman further introduced Mr Wijnand Bossenbroek, civil law notary from NautaDutilh N.V., the Dutch legal counsel of the Company and member of the Proxy Committee, who will take care of the processing of the proxy voting during the meeting. The chairman then introduced Mr Wytse van der Molen, auditor at PriceWaterhouseCoopers Accountants N.V., who can answer questions or issues raised by shareholders with respect to their audit and functioning.

The chairman stated for the record that the meeting had been convened with due observance of all legal and statutory provisions, including the requirement that the notice to attend the meeting, including the agenda, had been published in a Dutch national distributed daily newspaper (the *Financieele Dagblad*) on 21 March 2013. A copy of this announcement was on the registration table. Copies of the agenda and explanation of the agenda, the Dutch statutory annual report including the Dutch GAAP annual accounts for the financial year 2012 and the draft deed of amendment including the proposed amendments to the articles of association of the Company. The Chairman furthermore stated that these documents have been available for inspection from 21 March 2013 at the offices of the Company and at Broadridge Corporate Issuer Solutions, Inc., the Company's transfer agent in New York. In addition, these documents were sent to the Company's shareholders in advance of the meeting and made available on the Company's website.

The chairman requested Mr Marnix den Heijer whether the list of attendants and the count of proxy votes is ready, which was confirmed by Mr Marnix den Heijer. Mr Marnix den Heijer stated that according to the attendance list holders or beneficial holders of 91,993,862 shares were attending this meeting, in person or by representation, who, in total, may cast 91,993,862 votes. The chairman recorded that valid resolutions may thus be passed by an absolute majority of the votes cast for all proposed agenda items.

The chairman informed the meeting that up to that moment, according to the records of the Company, no usufructuaries or pledgees existed who were entitled to vote on any shares in the Company or had the right to attend the meeting. The chairman further recorded that no depository receipts of shares had been issued with the co-operation of the Company.

With respect to the voting procedure during this meeting, the chairman stated that the votes should be cast verbally and that each shareholder, beneficial shareholder and proxy holder present should (i) state his name and the number of shares held by or represented by him and (ii) to declare whether he is in favour or against the proposal, or abstains from voting, after which the chairman would determine whether the proposal has been adopted, to which no objections were raised.

The chairman requested the persons attending the meeting whether there are any questions, which was not the case. The chairman indicates that the persons attending the meeting can ask questions when such questions would arise.

2. *Report of the Board of Directors on the 2012 financial year.*

The chairman indicated that this is a non-voting item and mentioned that the written Dutch annual report for the financial year 2012 is available and asked Mr Helming to provide a high level overview for the year 2012.

After the presentation by Mr Helming, the chairman thanked the Board of Directors and all employees of the Company for their efforts in this year and asked if anyone would like to ask questions regarding this item.

After Mr Kelly having addressed certain questions of Mr Broenink at his satisfaction, regarding the Company's balance sheet, the share buy backs executed last year, as well as possible future business strategies of the Company, there were no further questions, and the chairman closed this item.

3. *Adoption of the Dutch GAAP annual accounts for the 2012 financial year.*

The chairman indicated that this is a voting item and stated that the Board of Directors had prepared the statutory Dutch GAAP annual accounts for the financial year 2012, consisting of the annual accounts of the Company on a stand-alone basis and the consolidated accounts of the Company and all of its subsidiaries and they contain the profits and losses account and the balance sheet. The chairman noted that these accounts must be adopted by the general meeting of shareholders, in accordance with Article 2:101 of the Dutch Civil Code. The annual accounts have been prepared in the English language, which the Company is permitted to do so on the basis of Article 2:362 of the Dutch Civil Code. On 10 November 2006, the general meeting of shareholders of the Company approved to have the annual accounts and the reports of the Board of Directors prepared in the English language for the financial year 2006 and subsequent years.

Before the proposal was put up for voting, the chairman noted that the Company's auditor Mr van der Molen was available for addressing possible questions relating to the annual accounts, and gave the shareholders the opportunity to discuss or ask questions related to this proposal.

After the chairman and Mr Kelly having addressed a question of Mr Broenink at his satisfaction, concerning the Company's policies on fraud and corruption prevention, with reference to the Imtech case, there were no questions, and the chairman put the proposal to a vote:

Mr Broenink casted 2 votes in favour of this proposal.

Mr Bossenbroek, acting as member of the Proxy Committee, informed the meeting that of the number of votes represented by him, 91,842,538 votes were cast in favour of this proposal, 40,643 votes were cast against this proposal and 110,679 votes abstained.

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

4. *Reservation and dividend policy.*

The chairman indicated that this is a non-voting item because the Board of Directors is mandated by the articles of association to determine the reservation and dividend policy of the Company at its own discretion.

The chairman informed the meeting that the Company's policy of not paying dividend is continued for the year 2012 and that, like in previous years, the Board of Directors will reserve all profits. This reservation and dividend policy has been communicated to the investor and analyst community on numerous occasions, including in the proxy materials of each year's annual general meeting of shareholders. In the period from June 2011 until December 2012 the Company returned USD 420 million of capital to the shareholders through the Company's share buyback program, which was partly executed in the open market.

The chairman noted that the Board of Directors continues to believe that it is in the best interests of the Company to reserve all profits. In accordance therewith, the Board of Directors has determined that the entire 2012 profit shall be reserved and that no profits will be distributed as dividends to the shareholders. This will help the Company to maintain its strong capital position, which enables the Company to meet pending commitments, and which will enable the Company to execute on attractive aircraft investment opportunities when they become available. A strong capital position is also required to retain the Company's investment grade rating by Fitch Ratings and Standard & Poor's.

The chairman noted that the Board of Directors can always review and reconsider the dividend policy and indicated that in practice this is also constantly a topic of discussion within the Board of Directors.

The chairman gave the shareholders the opportunity to discuss or ask questions related to this agenda item.

By using the saying "one can milk a cow, but only slaughter a cow once", Mr Broenink expressed that he is against a dividend policy pursuant to which no dividends are declared and he noted that, in his opinion, the Company should reconsider this policy.

The chairman replied that Mr Broenink's opinion is duly noted. Mr Kelly noted that the Company is very cognizant of the need to return capital to the Company's shareholders, and mentioned that over the last 24 months, the Company returned more capital than any of its competitors. Mr Kelly expressed that the Company wishes to return capital in the most efficient way, and that while the stock trades at a significant discount to the Company's book value, the appropriate way of returning capital is, in the view of the Company, to buy back shares rather than paying out a special dividend. Mr Kelly repeated that this policy is under continued discussion within the Board of Directors.

Since there were no further questions, the chairman concluded this agenda item.

5. *Release of liability of the directors with respect to their management during the 2012 financial year.*

The chairman introduced the next item on the agenda, being the discharge of the directors in respect of their management during the financial year 2012 and noted that this is a voting item. The chairman stated that such discharge only applies to matters that are disclosed in the annual accounts for the respective year or have otherwise been disclosed to the general meeting of shareholders prior to the resolution to discharge the directors.

Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.

Mr Broenink casted 2 votes in favour of this proposal.

Mr Bossenbroek, acting as member of the Proxy Committee, informed the meeting that of the number of votes represented by him, 91,330,928 votes were cast in favour of this proposal, 552,225 votes were cast against this proposal and 110,707 votes abstained.

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

6. *Re-appointment of (a) Mr. James N. Chapman and (b) Mr. Marius J.L. Jonkhart as non-executive directors for an additional term of four years.*

The chairman introduced the next item on the agenda, being the proposals to re-appoint Mr. Jim Chapman and Mr. Marius Jonkhart, both present at the meeting, as non-executive directors of the Company. The chairman referred to the experience of both gentlemen, as set out in the explanation in the agenda, and motivated the reasons for their proposed re-appointment.

The chairman noted that the proposal to re-appoint Mr. Jim Chapman and Mr. Marius Jonkhart would be put to vote separately.

6a. Re-appointment of Mr. James N. Chapman

The Chairman noted that Mr. Chapman has been a director of the Company since July 26, 2006 and that it is proposed that Mr. Chapman be re-appointed as a non-executive director of the Company, with effect from this annual general meeting of shareholders. Furthermore, the chairman noted that if adopted, his renewed term of appointment will end at the close of our 2017 annual general meeting of shareholders.

Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.

Mr Broenink casted 2 votes in favour of the proposal.

Mr Bossenbroek, acting as member of the Proxy Committee, informed the meeting that of the number of votes represented by him, 91,454,782 votes were cast in favour of the proposal, 464,567 votes were cast against the proposal and 74,511 votes abstained.

The chairman recorded that the majority of the votes had been cast in favour of the proposal and that the proposal has been adopted.

6b. Re-appointment of Mr. Marius J.L. Jonkhart

The Chairman noted that Mr. Jonkhart has been a director of the Company since July 26, 2006 and that it is proposed that Mr. Jonkhart be re-appointed as a non-executive director of the Company, with effect from this annual general meeting of shareholders. Furthermore, the chairman noted that if adopted, his renewed term of appointment will end at the close of our 2017 annual general meeting of shareholders.

Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.

Mr Broenink casted 2 votes in favour of the proposal.

Mr Bossenbroek, acting as member of the Proxy Committee, informed the meeting that of the number of votes represented by him, 89,868,501 votes were cast in favour of the proposal, 2,048,108 votes were cast against the proposal and 77,251 votes abstained.

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

7. *Amendment to the remuneration policy for the non-executive directors*

The chairman indicated that the proposal of the Board of Directors to amend the remuneration policy for the non-executive directors is a voting item, and furthermore stated that the last change to the remuneration was implemented in 2010. The chairman noted that proposed changes to the remuneration policy have been outlined in the explanation of the agenda, and briefly highlighted and explained these proposed changes. The chairman noted that Mr Gerald P. Strong resigned as director of the Company with effect from the annual general meeting of shareholders. Mr Paul T. Dacier replaces Mr Gerald P. Strong as vice-chairman of the Board of the Directors.

The chairman furthermore noted that changes to the remuneration policy as outlined in the explanation of the agenda, would be put to vote jointly.

Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.

Mr Broenink casted 2 votes against the proposal.

Mr Bossenbroek, acting as member of the Proxy Committee, informed the meeting that of the number of votes represented by him, 91,597,721 votes were cast in favour of the proposal, 108,756 votes were cast against the proposal and 287,383 votes abstained.

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

8. *Designation of Mr Keith A. Helming as the person referred to in Article 16, paragraph 8 of the Company's Articles of Association.*

The chairman stated that according to article 19, paragraph 2, under g. of the articles of association, this is one of the subjects to be considered in this meeting. The person to be designated, Mr Helming, is the person who shall be temporarily responsible for the management of the Company in case all members of the Board of Directors are prevented from acting, or are permanently absent.

Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.

Mr Broenink casted 2 votes in favour of the proposal.

Mr Bossenbroek, acting as member of the Proxy Committee, informed the meeting that of the number of votes represented by him, 91,874,455 votes were cast in favour of the proposal, 28,324 votes were cast against the proposal and 91,081 votes abstained.

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

9. *Appointment of PricewaterhouseCoopers Accountants N.V. as the registered accountants of the Company.*

The chairman stated that the ninth item on the agenda is the proposal to appoint PricewaterhouseCoopers Accountants N.V. as the registered accountants of the Company for a period of one year, with effect from the date of this annual general meeting of shareholders, as is proposed each year.

Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.

Mr Broenink casted 2 votes in favour of the proposal.

Mr Bossenbroek, acting as member of the Proxy Committee, informed the meeting that of the number of votes represented by him, 91,967,126 votes were cast in favour of the proposal, 23,597 votes were cast against the proposal and 3,137 votes abstained.

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

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

The chairman stated that the tenth item on the agenda are the proposals to (a) authorize the Board of Directors to repurchase ordinary shares in the capital of the Company and (b) conditionally authorize the Board of Directors to repurchase additional ordinary shares in the capital of the Company.

Under article 6, paragraph 1 of the Company's articles of association, the Company may, subject to

certain Dutch statutory provisions, acquire and hold up to ten percent (10%) of the Company's issued share capital. Any such acquisitions are subject to the authorization of the general meeting of shareholders, which authorization shall be valid for no more than eighteen (18) months.

The chairman informed the meeting that if approved, the authorizations proposed under agenda Items 10a and 10b will allow the Company:

- either, in combination with the amendment to the Company's articles of association proposed under agenda Item 12a, to acquire a maximum of 20% of its issued share capital, whether at once or in two or more tranches; or
- as long as the amendment to the Company's articles of association proposed under agenda Item 12a is not yet effective, to acquire a maximum of 20% of its issued share capital, in two or more tranches, which may require cancellation of acquired shares in accordance with agenda Item 11.

The chairman noted that, provided that the general meeting of shareholders grants these authorizations, the Company may repurchase such ordinary shares at any time during the period of eighteen months, starting the day of the meeting, May 2, 2013. The chairman furthermore noted that as a matter of policy and provided that the general meeting of shareholders adopts the proposal under agenda Item 11, the Company will cancel repurchased shares with regularity and will not continue to hold more than 10% of its own shares in treasury.

10a. Authorization of the Board of Directors to repurchase ordinary shares.

The chairman informed the meeting that it is proposed to authorize the Board of Directors for a period of eighteen (18) months, taking effect from the day of the meeting, to acquire up to ten percent (10%) of the Company's issued share capital at the date of the authorization (i.e. May 2, 2013), whether through purchases on a stock exchange or by other means, for a price per share that is between an amount equal to zero and an amount which is not higher than ten percent (10%) above:

- (1) the last previous closing price of the Company's shares quoted on the New York Stock Exchange on the day that (x) the acquisition of such shares is effected or (y) at the discretion of the Board of Directors, the binding commitments (through contract, tender offer or otherwise) with respect to an acquisition of such shares are entered into, in each case outside opening hours of the New York Stock Exchange; or
- (2) the opening price of the Company's shares quoted on the New York Stock Exchange or, should such quotation not exist, the last previous quotation on the New York Stock Exchange, on the day that (x) the acquisition of such shares is effected or (y) at the discretion of the Board of Directors, the binding commitments (through contract, tender offer or otherwise) with respect to an acquisition of such shares are entered into, in each case during opening hours of the New York Stock Exchange.

Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.

Mr Broenink casted 2 votes against the proposal.

Mr Wijnand Bossenbroek, acting as member of the Proxy Committee, informed the meeting that of the number of votes represented by him, 91,569,150 votes were cast in favour of the proposal, 28,396 votes were cast against this item and 396,314 votes abstained.

The chairman recorded that the majority of the votes had been cast in favour of the proposal and that the proposal has been adopted.

10b. Conditional authorization of the Board of Directors to repurchase additional ordinary shares.

The chairman informed the meeting that it is further proposed to authorize the Board of Directors for a period of eighteen months, taking effect from the day of the meeting, to acquire up to an additional ten percent (10%) of the Company's issued share capital at the date of the authorization (May 2, 2013), whether through a stock exchange or by other means, for a price per share that is between an amount equal to zero and an amount which is not higher than ten percent (10%) above:

- (1) the last previous closing price of the Company's shares quoted on the New York Stock Exchange on the day that (x) the acquisition of such shares is effected or (y) at the discretion of the Board of Directors, the binding commitments (through contract, tender offer or otherwise) with respect to an acquisition of such shares are entered into, in each case outside opening hours of the New York Stock Exchange; or
- (2) the opening price of the Company's shares quoted on the New York Stock Exchange or, should such quotation not exist, the last previous quotation on the New York Stock Exchange, on the day that (x) the acquisition of such shares is effected or (y) at the discretion of the Board of Directors, the binding commitments (through contract, tender offer or otherwise) with respect to an acquisition of such shares are entered into, in each case during opening hours of the New York Stock Exchange.

The chairman stated that - in line with the explanation of the agenda - conditions to this additional authorization are that:

- (a) either the amendment to the Company's articles of association proposed under agenda Item 12a is effected by means of the execution of a notarial deed to that effect; or
- (b) for as long as and to the extent that the notarial deed referred to under (a) has not yet been executed, the number of ordinary shares which the Company may at any time hold in its own capital will not exceed 10%.

Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.

Mr Broenink casted 2 votes against the proposal.

At the request of the chairman, Mr Broenink explained his voting with reference to the saying he already used during the discussion concerning agenda item 4.

Mr Wijnand Bossenbroek, acting as member of the Proxy Committee, informed the meeting that of the number of votes represented by him, 91,540,965 votes were cast in favour of the proposal, 54,089 votes were cast against the proposal and 398,806 votes abstained.

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

11. Reduction of capital through cancellation of the Company's ordinary shares which may be acquired pursuant to the authorizations to repurchase 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 its ordinary shares, to be acquired pursuant to the authorizations to repurchase shares, as adopted in accordance with agenda item 10.

The chairman noted that the exact number of shares to be cancelled following this resolution will be determined by the Board of Directors, but shall not exceed twenty percent (20%) of the issued share capital of the Company on the date of the meeting, May 2, 2013. The cancellation may be executed in one or more tranches. As noted under the Item 10 on the agenda, the Company will, as a matter of policy and provided that the general meeting of shareholders adopts the proposal under this Item 11, cancel repurchased shares with regularity and will not continue to hold more than 10% of its own shares in treasury.

Finally, the chairman stated that the capital reduction will enable the Company to further improve its equity structure and shall take place with due observance of the applicable provisions of Dutch law and the Company's articles of association.

Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote.

Mr Broenink casted 2 votes against the proposal.

Mr Wijnand Bossenbroek, acting as member of the Proxy Committee, informed the meeting that of the number of votes represented by him, 91,867,240 votes were cast in favour of the proposal, 30,401 votes were cast against the proposal and 96,219 votes abstained.

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

12. *(a) Amendment to the articles of association (article 6 paragraph 1 subparagraph b). (b) Amendment to the articles of association (article 21 paragraph 2). (c) Designation of each of the Company's directors and each (candidate) civil law notary and lawyer at NautaDutilh N.V. to implement the amendments to the articles of association.*

The chairman stated that the twelfth item on the agenda are the proposals to amend the articles of association of the Company and the proposal to designate each of the Company's directors and each (candidate) civil law notary and lawyer working at NautaDutilh N.V. to implement the amendment to the articles of association.

12a. *Amendment to the articles of association (article 6 paragraph 1 subparagraph b).*

The chairman informed the meeting that on June 11, 2008, the act implementing Directive 2006/68/EC (*Wet tot uitvoering van richtlijn 2006/68/EC*) became effective. Among other things, the implementing Directive increased the statutory limit on the acquisition and holding by a public limited liability company (*naamloze vennootschap*) of shares in its own share capital from ten percent (10%) to fifty percent (50%) of the issued share capital.

The chairman noted that the articles of association of the Company contain the former limit of ten percent (10%) and that the Board of Directors proposes to amend article 6, subparagraph 1b. of the articles of association and to stipulate that the Company shall be allowed to acquire and hold such part of its issued capital as determined by law from time to time.

The chairman stated that the full text of the proposed amendment to article 6, subparagraph 1b. of the articles of association, including an explanation thereto, has been timely made available to the Company's shareholders in accordance with the requirements of article 28, paragraph 2 of the articles of association of the Company.

Before and concluded this agenda item was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. After having addressed a question of Mr Broenink, the chairman put the proposal to a vote

Mr Broenink casted 2 votes against the proposal.

Mr Wijnand Bossenbroek, acting as member of the Proxy Committee, informed the meeting that of the number of votes represented by him, 91,561,596 votes were cast in favour of the proposal, 302,531 votes were cast against the proposal and 129,733 votes abstained.

The chairman recorded that the majority of the votes had been cast in favour of the proposal and that the proposal has been adopted.

12b. Amendment to the articles of association (article 21 paragraph 2).

The chairman informed the meeting that on November 15, 2012, the act amending the Securities Act, the Financial Supervision Act and the Dutch Civil Code, resulting from the recommendations made by the Monitoring Commissie Corporate Governance Code, of May 30, 2007 (*Wet van 15 november 2012 tot wijziging van de Wet op het financieel toezicht, de Wet giraal effectenverkeer en het Burgerlijk Wetboek naar aanleiding van het advies van de Monitoring Commissie Corporate Governance Code van 30 mei 2007*) (the "**Corporate Governance Act**"), was adopted, and that the Corporate Governance Act shall enter into force on July 1, 2013.

The chairman noted that one of the changes resulting from the implementation of the Corporate Governance Act is that the threshold for the right of shareholders of both listed and unlisted public limited liability companies (*naamloze vennootschappen*) to have items placed on the agenda of the general meeting of shareholders will be raised, as of July 1, 2013, from shareholders holding 1% or more of a company's shares to 3%. The Corporate Governance Act furthermore abolishes the current alternative requirement of holding EUR 50 million in shares in the case of listed companies.

The chairman informed the meeting that the Board of Directors wishes to anticipate this change in legislation and proposes to amend article 21.2 of the articles of association accordingly.

The chairman stated that the full text of the proposed amendment to article 21.2 of the articles of association, including an explanation thereto, has been timely made available to the Company's shareholders in accordance with the requirements of article 28, paragraph 2 of the articles of association of the Company.

Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposal to a vote

Mr Broenink casted 2 votes against the proposal.

Mr Wijnand Bossenbroek, acting as member of the Proxy Committee, informed the meeting that of the number of votes represented by him, 57,251,205 votes were cast in favour of the proposal, 34,237,383 votes were cast against the proposal and 505,272 votes abstained.

The chairman recorded that the majority of the votes had been cast in favour of the proposal and that the proposal has been adopted.

12c. Designation of each of the Company's directors and each (candidate) civil law notary and lawyer at NautaDutilh N.V. to implement the amendments to the articles of association.

The chairman stated that the final proposal is the proposal of the Board of Directors to designate each of the Company's directors and each (candidate) civil law notary and lawyer at NautaDutilh N.V. to execute the notarial deed amending article 6, subparagraph 1b. and article 21.2 of the Company's articles of association.

Before the proposal was put up for voting, the chairman gave the shareholders the opportunity to discuss or ask questions related to this proposal. Since there were no questions, the chairman put the proposals to a vote

Mr Broenink casted 2 votes in favour of the proposal.

Mr Wijnand Bossenbroek, acting as member of the Proxy Committee, informed the meeting that of the number of votes represented by him, 91,840,586 votes were cast in favour of the proposal, 40,272 votes were cast against the proposal and 113,002 votes abstained.

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

13. Questions

Since the meeting has voted on all the proposals on the agenda, the chairman gave the shareholders the opportunity to ask any other questions regarding the Company.

14. Closing.

Since there were no further questions, the chairman thanked the participants for their attendance and participation at this annual general meeting of shareholders and closed the meeting.


CHAIRMAN
SECRETARY