

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 20-F**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2021

Commission file number 001-33159

**AerCap Holdings N.V.**

(Exact name of Registrant as specified in its charter)

**The Netherlands**

(Jurisdiction of incorporation or organization)

**AerCap House  
65 St. Stephen's Green  
Dublin D02 YX20  
Ireland  
+ 353 1 819 2010**

(Address of principal executive offices)

**Vincent Drouillard, AerCap House, 65 St. Stephen's Green, Dublin D02 YX20, Ireland**

**Telephone number: +353 1 819 2010, Fax number: +353 1 672 0270**

(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares	AER	The New York Stock Exchange
5.875% Fixed-Rate Reset Junior Subordinated Notes due 2079	AER79	The New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or ordinary stock as of the close of the period covered by the annual report.

Ordinary Shares, Euro 0.01 par value 245,395,448

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non accelerated filer  Emerging growth company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes  No

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow: Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

## TABLE OF CONTENTS

<a href="#"><u>Special Note About Forward Looking Statements</u></a>	<a href="#"><u>2</u></a>
<a href="#"><u>Item 1. Identity of Directors, Senior Management and Advisers</u></a>	<a href="#"><u>3</u></a>
<a href="#"><u>Item 2. Offer Statistics and Expected Timetable</u></a>	<a href="#"><u>3</u></a>
<a href="#"><u>Item 3. Key Information</u></a>	<a href="#"><u>4</u></a>
<a href="#"><u>Item 4. Information on the Company</u></a>	<a href="#"><u>25</u></a>
<a href="#"><u>Item 4A. Unresolved Staff Comments</u></a>	<a href="#"><u>40</u></a>
<a href="#"><u>Item 5. Operating and Financial Review and Prospects</u></a>	<a href="#"><u>40</u></a>
<a href="#"><u>Item 6. Directors, Senior Management and Employees</u></a>	<a href="#"><u>61</u></a>
<a href="#"><u>Item 7. Major Shareholders and Related Party Transactions</u></a>	<a href="#"><u>74</u></a>
<a href="#"><u>Item 8. Financial Information</u></a>	<a href="#"><u>76</u></a>
<a href="#"><u>Item 9. The Offer and Listing</u></a>	<a href="#"><u>76</u></a>
<a href="#"><u>Item 10. Additional Information</u></a>	<a href="#"><u>77</u></a>
<a href="#"><u>Item 11. Quantitative and Qualitative Disclosures About Market Risk</u></a>	<a href="#"><u>91</u></a>
<a href="#"><u>Item 12. Description of Securities Other than Equity Securities</u></a>	<a href="#"><u>92</u></a>
<a href="#"><u>Item 13. Defaults, Dividend Arrearages and Delinquencies</u></a>	<a href="#"><u>93</u></a>
<a href="#"><u>Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds</u></a>	<a href="#"><u>93</u></a>
<a href="#"><u>Item 15. Controls and Procedures</u></a>	<a href="#"><u>93</u></a>
<a href="#"><u>Item 16A. Audit Committee Financial Expert</u></a>	<a href="#"><u>93</u></a>
<a href="#"><u>Item 16B. Code of Ethics</u></a>	<a href="#"><u>94</u></a>
<a href="#"><u>Item 16C. Principal Accountant Fees and Services</u></a>	<a href="#"><u>94</u></a>
<a href="#"><u>Item 16D. Exemptions from the Listing Standards for Audit Committees</u></a>	<a href="#"><u>94</u></a>
<a href="#"><u>Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers</u></a>	<a href="#"><u>94</u></a>
<a href="#"><u>Item 16F. Change in Registrant’s Certifying Accountant</u></a>	<a href="#"><u>95</u></a>
<a href="#"><u>Item 16G. Corporate Governance</u></a>	<a href="#"><u>97</u></a>
<a href="#"><u>Item 16H. Mine Safety Disclosure</u></a>	<a href="#"><u>97</u></a>
<a href="#"><u>Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</u></a>	<a href="#"><u>97</u></a>
<a href="#"><u>Item 17. Financial Statements</u></a>	<a href="#"><u>98</u></a>
<a href="#"><u>Item 18. Financial Statements</u></a>	<a href="#"><u>98</u></a>
<a href="#"><u>Item 19. Exhibits</u></a>	<a href="#"><u>98</u></a>
<a href="#"><u>Signatures</u></a>	<a href="#"><u>104</u></a>
<a href="#"><u>Index to Consolidated Financial Statements</u></a>	<a href="#"><u>F-1</u></a>

## SPECIAL NOTE ABOUT FORWARD LOOKING STATEMENTS

This annual report includes “forward looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, principally under the captions “Item 3. Key Information—Risk Factors,” “Item 4. Information on the Company” and “Item 5. Operating and Financial Review and Prospects.” We have based these forward looking statements largely on our current beliefs and projections about future events and financial trends affecting our business. Many important factors, in addition to those discussed in this annual report, could cause our actual results to differ substantially from those anticipated in our forward looking statements, including, among other things:

- the severity, extent and duration of the Covid-19 pandemic, including the rate of recovery in air travel, the aviation industry and global economic conditions; the potential impacts of the pandemic and responsive government actions on our business and results of operations, financial condition and cash flows;
- the availability of capital to us and to our customers and changes in interest rates;
- a downgrade in any of our credit ratings;
- the ability of our lessees and potential lessees to make lease payments to us;
- our ability to successfully negotiate flight equipment (which includes aircraft, engines and helicopters) purchases, sales and leases, to collect outstanding amounts due and to repossess flight equipment under defaulted leases, and to control costs and expenses;
- changes in the overall demand for commercial aviation leasing and aviation asset management services;
- the effects of terrorist attacks on the aviation industry and on our operations;
- the economic condition of the global airline and cargo industry and economic and political conditions;
- development of increased government regulation, including travel restrictions, regulation of trade and the imposition of import and export controls, tariffs and other trade barriers;
- competitive pressures within the industry;
- the negotiation of flight equipment management services contracts;
- our ability to successfully integrate GECAS or achieve the anticipated benefits of the GECAS Transaction;
- the potential impact of the consummation of the GECAS Transaction on our relationships, including with employees, suppliers, customers and competitors;
- regulatory changes affecting commercial flight equipment operators, flight equipment maintenance, engine standards, accounting standards and taxes; and
- the risks set forth in “Item 3. Key Information—Risk Factors” included in this annual report.

The words “believe,” “may,” “will,” “aim,” “estimate,” “continue,” “anticipate,” “intend,” “expect” and similar words are intended to identify forward looking statements. Forward looking statements include information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, industry environment, potential growth opportunities, the effects of future regulation and the effects of competition. Forward looking statements speak only as of the date they were made and we undertake no obligation to update publicly or to revise any forward looking statements because of new information, future events or other factors. In light of the risks and uncertainties described above, the forward looking events and circumstances described in this annual report might not occur and are not guarantees of future performance.

**PART I**

**Item 1. Identity of Directors, Senior Management and Advisers**

Not applicable.

**Item 2. Offer Statistics and Expected Timetable**

Not applicable.

### **Item 3. Key Information**

AerCap Holdings N.V. (together with its subsidiaries, “AerCap,” “we,” “us” or the “Company”) completed the acquisition of the GE Capital Aviation Services (“GECAS”) business from General Electric (“GE”) on November 1, 2021 (the “Closing Date”). We refer to this acquisition as the “GECAS Transaction.” Under the terms of the transaction agreement, GE received 111.5 million newly issued AerCap shares, \$23 billion of cash and \$1 billion of AerCap senior notes. Immediately following the completion of the GECAS Transaction, GE held approximately 46% of AerCap’s issued and outstanding ordinary shares.

## **RISK FACTORS**

### **Summary Risk Factors**

#### **Risks related to the GECAS Transaction**

- The GECAS Transaction may not be successful and we may not achieve its anticipated benefits. In particular, we may not successfully realize anticipated growth or cost-savings opportunities or successfully integrate our business and operations with those of the GECAS business.
- The GECAS Transaction may prove disruptive and could result in the combined business failing to meet our expectations.
- We have incurred a substantial amount of debt to complete the GECAS Transaction, which has significantly increased our indebtedness and debt service obligations, increasing risks relating to our substantial level of indebtedness.
- The GECAS Transaction could adversely impact our relationship with our customers and may result in the departure of key personnel.
- Investors who were holding our ordinary shares immediately prior to the completion of the GECAS Transaction, in the aggregate, have a significantly reduced ownership and voting interest in us due to the completion of the GECAS Transaction and exercise less influence over management.
- Sales by GE of our ordinary shares issued to GE in connection with the GECAS Transaction may negatively affect the market price of our ordinary shares.

#### **Risks related to disease, natural disasters, terrorist attacks and other world events**

- The Covid-19 pandemic may continue to have a material and adverse impact on the aviation industry and our business.
- Global or regional public health developments, extreme weather or natural disasters or other force majeure events may adversely affect the demand for air travel, the financial condition of our lessees and the aviation industry more broadly, and ultimately our financial condition, results and cash flows.
- The effects of terrorist attacks and the threat of terrorist attacks, war or armed hostilities may adversely affect the financial condition of the airline industry.
- We expect the Russian invasion of Ukraine and the impact of resulting sanctions by the United States, the European Union, the United Kingdom and other countries to adversely affect our business and financial condition, results and cash flows.

#### **Risks relating to our funding and liquidity**

- We require significant capital to fund our business and service our debt, and changes in the availability of capital or in the interest rates we pay on our debt may affect our operations or financial results.
- We have a substantial level of indebtedness and we might incur significantly more debt, which could adversely impact our operating flexibility and subject us to covenants that impose restrictions that may affect our ability to operate our business.

**Risks relating to market demand for, and lease rates and value of, flight equipment in our fleet**

- Our business depends heavily on the level of demand for the flight equipment in our fleet, which may decline as a result of factors outside our control, thereby affecting the returns on our flight equipment investments.
- Our operations depend on flight equipment manufacturers, whose behavior may change in ways that adversely affect the lease rates and value of flight equipment in our fleet or our results of operations more broadly.
- If a decline in demand for certain flight equipment causes a decline in their projected lease rates, or if we dispose of flight equipment for a price that is less than their depreciated book value on our balance sheet, then we will recognize impairments or make fair value adjustments.

**Risks related to the financial strength of our lessees**

- Our financial condition depends, in part, on the financial strength of our lessees, and factors outside of our control may adversely affect our lessees' operations, their ability to meet their payment obligations to us or their demand for our flight equipment.
- Airline bankruptcy proceedings or reorganizations may limit our ability to collect lease rentals and other payments, depress flight equipment market values and adversely affect our ability to re-lease or sell flight equipment at favorable rates, if at all, particularly where such proceedings involve our lessees.

**Risks related to our relationship with our lessees**

- We have limited control over the operation of our flight equipment while they are under lease and we depend on our lessees to properly maintain and insure our flight equipment, which may expose us to additional and unexpected costs.
- If our lessees encounter financial difficulties and we restructure or terminate our leases, our ability to re-lease flight equipment on favorable lease terms, collect outstanding amounts due to us, and repossess flight equipment under defaulted leases may be limited and require us to incur additional costs and expenses.

**Risks related to competition and the aviation industry**

- We face significant competition and our business may be adversely affected if market participants change as a result of restructuring or bankruptcies, mergers and acquisitions, or new entities entering or exiting the industry, or if existing competitors enter into new or different market segments.
- We rely on a small number of manufacturers for the supply of commercial flight equipment, and any disruption in these manufacturers' operating abilities may cause us to experience delivery delays on our flight equipment orders. We may experience additional delivery delays and associated costs if flight equipment manufacturers deliver flight equipment that fail to meet our lessees' expectations or the requirements of air travel regulators.

**Risks related to the geopolitical, regulatory and legal exposure of our business**

- We are exposed to geopolitical, economic and legal risks associated with the international operations of our business and those of our lessees, including many of the economic and political risks associated with emerging markets. We are exposed to concentrated political and economic risks in certain geographical regions in which our lessees are concentrated, particularly China.
- Our assets are subject to various environmental regulations and concerns that may be supplemented by additional regulations and requirements or become more stringent, which may negatively affect our operations.

## **Risks related to our IT, structure and taxation**

- We depend on our information technology systems and those of third-parties, and our business may suffer if they are damaged or interrupted, including by cyberattack.
- We are incorporated in the Netherlands and it may be difficult to obtain or enforce judgments against us or our executive officers, some of our directors and some of our named experts in the United States.
- We are subject to taxation regimes in various jurisdictions, and we may become subject to additional taxes in those jurisdictions, taxes in other jurisdictions, or experience changes in our tax status in certain jurisdictions, which may affect the effective tax rates that we are subject to and the results of our operations.

## **Risks related to the GECAS Transaction**

***The GECAS Transaction may not be successful and we may not achieve its anticipated benefits. In particular, we may not successfully realize anticipated growth or cost-savings opportunities or successfully integrate our business and operations with those of the GECAS business.***

Now that the GECAS Transaction has been completed, we have significantly more revenue, expenses, assets and employees than we did prior to the GECAS Transaction. In the GECAS Transaction, we have assumed all of the liabilities and other obligations of GECAS. Additionally, our management has expended, and will continue to expend, significant time and resources in connection with the GECAS Transaction, and we have incurred, and will continue to incur, significant legal, advisory and financial services fees related to the GECAS Transaction. We may not successfully or cost-effectively integrate GECAS's business and operations into our business and operations. Even if we are able to integrate GECAS's business and operations successfully, our future operations and cash flows will depend largely upon our ability to operate the combined company efficiently and this integration may not result in the realization of the full benefits of the growth opportunities, cost-savings or synergies that we currently expect from the GECAS Transaction within the anticipated time frame, or at all.

***The GECAS Transaction may prove disruptive and could result in the combined business failing to meet our expectations.***

The process of integrating our operations with GECAS may require a disproportionate amount of resources and management attention. Our management team may encounter unforeseen difficulties in managing the integration. In order to successfully combine AerCap and GECAS and operate the combined business, our management team will need to focus on realizing anticipated synergies and cost savings on a timely basis while maintaining the efficiency of our operations. Any substantial diversion of management attention to difficulties in operating the combined business could affect our revenues and ability to achieve operational, financial and strategic objectives.

***We have incurred a substantial amount of debt to complete the GECAS Transaction, which has significantly increased our indebtedness and debt service obligations, increasing risks relating to our substantial level of indebtedness.***

As of December 31, 2021, the principal amount of our outstanding indebtedness, which excluded debt issuance costs, debt discounts and debt premium of \$344 million, was \$50.5 billion. To finance the cash portion of the consideration for the GECAS Transaction, we have incurred \$24 billion of additional long-term debt, including \$1 billion of additional debt issued to GE as additional consideration for the GECAS Transaction. Our ability to make payments on our debt, fund our other liquidity needs, and make planned capital expenditures will depend on the combined company's ability to generate cash in the future. We cannot guarantee that the combined company will generate sufficient cash or that we will have alternative measures available to us to meet our debt obligations. The substantial level of our indebtedness after giving effect to the GECAS Transaction may limit our ability to raise additional financing on favorable terms or at all in the future, limit our flexibility in planning for, or reacting to, changes in our business or industry or make us more vulnerable to downturns in our business, our industry or the economy in general, in ways that could negatively affect the price of our ordinary shares as well as our business and financial condition.

***The GECAS Transaction could adversely impact our relationship with our customers and may result in the departure of key personnel.***

The GECAS Transaction could cause disruptions to our business. For example, our customers may refrain from leasing or re-leasing our aircraft until they determine whether the GECAS Transaction will affect our business, including, but not limited to, the pricing of our leases, the availability of certain aircraft, and our customer support. Our customers may also choose to lease aircraft and purchase services from our competitors until they determine whether the GECAS Transaction will affect our business or our relationship with them. Uncertainty concerning potential changes to us and our business could also harm our ability to enter into agreements with new customers. In addition, key personnel may depart for a variety of reasons, including perceived uncertainty regarding the effect of the GECAS Transaction on their employment.

***Investors who were holding our ordinary shares immediately prior to the completion of the GECAS Transaction, in the aggregate, have a significantly reduced ownership and voting interest in us due to the completion of the GECAS Transaction and exercise less influence over management.***

Investors holding our ordinary shares immediately prior to the completion of the GECAS Transaction, in the aggregate, owned a significantly smaller percentage of the combined company immediately after the completion of the GECAS Transaction. Immediately following the completion of the GECAS Transaction, GE held approximately 46% of our issued and outstanding ordinary shares, and our existing shareholders held approximately 54% of our issued and outstanding ordinary shares. The ordinary shares received by GE are subject to certain voting restrictions and standstill provisions. Furthermore, pursuant to the terms of the shareholders' agreement, GE is entitled to nominate two directors for election to our Board of Directors. Consequently, existing shareholders, collectively, are able to exercise less influence over the management and policies of the combined company than they were able to exercise over the management and our policies immediately prior to the completion of the GECAS Transaction.

***Sales by GE of our ordinary shares issued to GE in connection with the GECAS Transaction may negatively affect the market price of our ordinary shares.***

The ordinary shares issued to GE pursuant to the GECAS Transaction are subject to a lock-up period that will expire in stages over a nine to 15 month period following the completion of the GECAS Transaction on November 1, 2021. Sales by GE of these ordinary shares, or the perception in the market that those sales could occur following the expiration of the lock-up period, may negatively affect the price of our ordinary shares.

#### **Risks related to disease, natural disasters, terrorist attacks and other world events**

***The Covid-19 pandemic may continue to have a material and adverse impact on our business.***

On March 11, 2020, the World Health Organization declared that the Covid-19 outbreak was a pandemic. The Covid-19 pandemic and responsive government actions have caused significant economic disruption and a dramatic reduction in commercial airline traffic, resulting in a broad adverse impact on air travel, the aviation industry and demand for commercial aircraft globally, all of which has impacted our results of operations. The continued impact of the Covid-19 pandemic on our business will depend, among other things, on the duration of the pandemic and the speed and effectiveness of vaccination efforts; the rate of recovery in air travel and the aviation industry, including the future demand for commercial aircraft; and global economic conditions.

We have agreed with many of our lessees to defer rent obligations and if the financial condition of our customers remains weak or weakens further, we may grant further accommodations.

If we determine that the collectability of lessee rental payments is no longer probable (including any deferral thereof), we are then required to recognize rental revenues using a cash accounting method rather than an accrual method. In the period we conclude that collection of lease payments is no longer probable, we recognize any difference between revenue amounts recognized to date under the accrual method and payments that have been collected from the lessee, including security deposit amounts held, as a current period adjustment to lease revenue. Subsequently, we recognize revenues based on the lesser of the straight-line rental income and the lease payments collected from the lessee until such time that collection is probable, which could materially reduce our reported revenue. During the year ended December 31, 2021, we recognized rent payments from a number of our lessees using the cash method, which resulted in a decrease in basic lease rents of \$296 million. If the financial condition of any additional lessees worsens, we may determine to recognize rent payments from these lessees using the cash method, which could, in future periods, further decrease basic lease rents.

Many national governments have provided financial assistance to airlines. In some cases, governments have imposed conditions on airline recipients of assistance, and governments may also impose conditions on any future assistance, such as requiring airlines to remove less environmentally friendly aircraft from their fleets or obtain concessions from their creditors, including aircraft lessors, which could adversely impact our business. Refer to "Item 3. Key Information—Risk Factors—Risks related to the financial strength of our lessees—Our financial condition is dependent, in part, on the financial strength of our lessees."

In addition to a reduction in basic lease rents, the significant decline in air travel has resulted, and may continue to result, in lower utilization of our aircraft and engines, which is likely to reduce future supplemental maintenance rent and end-of-lease ("EOL") compensation payable to us.



We are observing, as a result of the significant and sustained decline in international air passenger traffic and an expectation of a long recovery time for international air traffic, a shift by some airlines away from current technology widebody aircraft in favor of new technology widebody aircraft. If airlines continue to experience prolonged financial hardships or bankruptcies, or there are other adverse developments to the air travel industry arising from the pandemic, aircraft values may decline further, thereby increasing the likelihood that in future quarters we recognize additional impairment charges with respect to our aircraft. Refer to “Item 5. Critical accounting policies and estimates—Event-driven impairment and impairment calculation charges.” In addition, any bankruptcy, insolvency, reorganization or other restructuring of our lessees may result in their grounding our flight equipment, negotiating reductions in lease rentals or altogether rejecting their leases, all of which could depress asset market value and adversely affect our ability to timely re-lease or sell flight equipment at favorable rates, if at all. Refer to “Item 3. Key Information—Risk Factors—Risks related to the financial strength of our lessees—If our lessees encounter financial difficulties and we restructure or terminate our leases, including as a result of customer reorganizations or bankruptcies, we are likely to obtain less favorable lease terms.”

While we expect that, even with current market conditions, our liquidity is more than sufficient to satisfy our anticipated operational and other business needs over the next 12 months, we cannot assure you that operating cash flow will not be lower than we expect due to, for example, higher than expected deferral arrangements or payment defaults. Although we currently have a number of sources of liquidity, in some cases the availability of these sources is contingent upon our ability to satisfy certain financial covenants. Refer to Note 15—*Debt* to our Consolidated Financial Statements included in this annual report. To the extent that the Covid-19 pandemic adversely affects our ability to comply with any of these covenants, it may also have the effect of exacerbating many of the other risks identified in “Item 3—Risk Factors—Risks related to our funding and liquidity—The agreements governing our debt contain various covenants that impose restrictions on us that may affect our ability to operate our business.” Even though we do not currently foresee any difficulty or inability to remain in compliance with these financial covenants, to the extent we do not do so, we may be in default under, and/or unable to draw upon, these sources of liquidity or may be required to negotiate amendments with our counterparties, the terms of which could be unfavorable to us.

Additionally, the Covid-19 pandemic has led us to adopt remote working arrangements (which remain in place in a small number of our locations), which could negatively affect our operations and may require us to implement new processes, procedures and controls to respond to further changes in our business environment. We also depend on certain key officers and employees; should any of them become ill and unable to work, it could impact our productivity and business continuity.

***Global or regional public health developments, extreme weather or natural disasters or other force majeure events may adversely affect the demand for air travel, the financial condition of our lessees and the aviation industry more broadly, and ultimately our financial condition, results and cash flows.***

Our international operations expose us to risks associated with unforeseen global and regional events. Epidemic diseases such as Covid-19, Ebola, measles, Severe Acute Respiratory Syndrome (SARS), H1N1 (swine flu) and Zika virus could materially and adversely affect the overall amount of air travel. These epidemic diseases, or the fear of these diseases, could result in government-imposed travel restrictions and reduced passenger demand for travel. The occurrence of severe weather events or natural disasters, including floods, earthquakes and volcanic eruptions, may make airlines unable to operate to or from certain regions or impact demand for air travel and the frequency or severity of these types of events may worsen as a result of climate change. The occurrence or outbreak of any of the above events or other force majeure events could adversely affect commercial airline traffic, reduce demand for flight equipment leases or impair the financial condition of the aviation industry, including our lessees. As a result, our lessees may not be able to satisfy their payment obligations to us. These events may also cause damage to our flight equipment, the extent of losses from which may not be fully covered by insurance. For these and other reasons, our financial results may be materially and adversely affected by the occurrence of such events.

***The effects of terrorist attacks, war or armed hostilities may adversely affect the financial condition of the airline industry and our lessees' ability to meet their lease payment obligations to us.***

Terrorist attacks and the threat of terrorist attacks, war or armed hostilities, or the fear of such events, have historically had a negative impact on the aviation industry and could result in:

- higher costs to the airlines due to the increased security measures;
- decreased passenger and air cargo demand and revenue;
- the imposition of “no-fly zone” or other restrictions on commercial airline traffic in certain regions, including the recent landing and overflight restrictions on Russian airlines in response to the Russian invasion of Ukraine and corresponding restrictions on airlines in the European Union, United States and other jurisdictions imposed by Russia;
- uncertainty of the price and availability of jet fuel and the cost and practicability of obtaining fuel hedges;
- higher financing costs and difficulty in raising the desired amount of proceeds on favorable terms, if at all;
- significantly higher premiums or reduced coverage amounts for aviation insurance coverage for future claims caused by acts of war, terrorism, sabotage, hijacking and other similar perils, which may be insufficient to comply with the current requirements of aircraft lenders and lessors or applicable government regulations, or the unavailability of certain types of insurance;
- reliance by aircraft lenders or lessors on government programs for specified types of aviation insurance, which may not be available at the relevant time or under which governments may not pay in a timely fashion;
- inability of airlines to reduce their operating costs and conserve financial resources, taking into account the increased costs incurred as a consequence of such events;
- special charges recognized by some operators, such as those related to the impairment of aircraft and engines and other long-lived assets stemming from the grounding of aircraft as a result of terrorist attacks, economic conditions and airline reorganizations; and
- an airline becoming insolvent and/or ceasing operations.

Such events are likely to cause our lessees to incur higher costs and to generate lower revenues, which could result in a material adverse effect on their financial condition and liquidity, including their ability to make rental and other lease payments to us or to obtain the types and amounts of insurance we require. This in turn could lead to aircraft groundings or additional lease restructurings and repossessions, increase our cost of re-leasing or selling flight equipment, impair our ability to re-lease or otherwise dispose of flight equipment on favorable terms or at all, or reduce the proceeds we receive for our flight equipment in a disposition.

***We expect the Russian invasion of Ukraine and the impact of resulting sanctions by the United States, the European Union, the United Kingdom and other countries to adversely affect our business and financial condition, results and cash flows.***

On February 24, 2022, Russia launched a large-scale military invasion of Ukraine and is now engaged in a broad military conflict with Ukraine (the “Ukraine Conflict”). In response, the United States, the European Union, the United Kingdom and other countries have imposed broad, far-reaching sanctions against Russia, certain Russian persons and certain activities involving Russia or Russian persons. These sanctions include prohibitions regarding the supply of aircraft and aircraft components to Russian persons or for use in Russia, subject to certain wind-down periods.

Prior to the Ukraine Conflict, we had 135 owned aircraft on lease to Russian airlines, as well as 14 owned engines on lease to Russian airlines. We had no helicopters on lease to Russian customers. The aggregate net carrying value of our owned assets leased to Russian airlines was approximately \$3.1 billion (which includes flight equipment net book value of \$3.3 billion, maintenance rights assets and other lease-related assets of approximately \$500 million and maintenance liabilities and other lease-related liabilities of approximately \$700 million) as of December 31, 2021. Additionally, our Shannon Engine Support (“SES”) joint venture had 14 engines on lease to Russian airlines prior to the Ukraine Conflict.

In addition, we had seven owned aircraft on lease to Ukrainian airlines, with an aggregate net carrying value of approximately \$125 million as of December 31, 2021. As of March 30, 2022, five of these aircraft are in temporary storage outside of Ukraine. As of March 30, 2022, the remaining two aircraft are grounded in Ukraine, but the exact status of these aircraft remains difficult to ascertain.

We intend to fully comply with all applicable sanctions and we have terminated the leasing of all of our aircraft and engines with Russian airlines. These terminations will result in reduced revenues and operating cash flows. Basic lease rents from our owned aircraft and engines leased to Russian airlines were approximately \$33 million for the month of December 2021.

We have sought to repossess all of our aircraft and engines from Russian airlines and remove them from Russia. As of March 30, 2022, we had detained 22 of our owned aircraft and three of our 14 owned engines outside of Russia. The net carrying value as of December 31, 2021, of the owned aircraft and engines that we have removed from Russia was approximately \$400 million.

It is unclear whether we will be able to repossess any additional aircraft or engines from our former Russian airline customers, or, if we do so, when we will be able to do so, and we do not know what the condition of these assets will be at the time of repossession or whether any such aircraft could be re-leased or sold. Any failure to promptly repossess our aircraft and engines will adversely affect our business and financial results. Many of these Russian airlines have continued to fly our aircraft and engines notwithstanding the leasing terminations and our repeated demands for the return of our assets. Our aircraft and engines that remain in Russia may suffer damage or deterioration due to inadequate maintenance and lack of spare parts.

As a result, we expect to recognize an impairment on our assets in Russia which have not been returned to us as early as the first quarter of 2022. While we have not yet determined the amount of this impairment, it may amount to the total net carrying value of these assets. We may also recognize an impairment on our assets that we have repossessed from Russian airlines as a result of our inability to re-lease them or otherwise.

We had letters of credit related to our aircraft and engines leased to Russian airlines as of February 24, 2022 of approximately \$260 million, all confirmed by financial institutions in Western Europe. We have presented requests for payment to all of these institutions. As of March 30, 2022, we had received payments of approximately \$175 million related to these letters of credit. We have initiated legal proceedings against one financial institution which rejected our payment demands in respect of certain letters of credit. We continue to work with other financial institutions toward receiving payments on the remaining letters of credit. We intend to pursue all available legal claims concerning these letters of credit but the timing and amount of any payments under these remaining letters of credit are uncertain.

Our lessees are required to provide insurance coverage with respect to leased aircraft and we are named as insureds under those policies in the event of a total loss of an aircraft or engine. We also purchase insurance which provides us with coverage when our aircraft or engines are not subject to a lease or where a lessee's policy fails to indemnify us. We have submitted an insurance claim for approximately \$3.5 billion with respect to all aircraft and engines remaining in Russia and intend to pursue all of our claims under these policies with respect to our assets leased to Russian airlines as of February 24, 2022. However, the timing and amount of any recoveries under these policies are uncertain.

In addition, we intend to pursue all available legal claims related to our assets leased to Russian airlines as of February 24, 2022. However, the timing and amount of any recoveries under any of these claims are uncertain.

It is not possible to predict the broader or longer-term consequences of the Ukraine Conflict, which could include expansion of the conflict, further sanctions, embargoes, regional instability, geopolitical shifts and adverse effects on macroeconomic conditions, security conditions, fuel prices, currency exchange rates and financial markets. Such geopolitical instability and uncertainty could have a negative impact on our ability to lease aircraft, engines and helicopters, collect payments from, and support customers in certain regions based on trade restrictions, embargoes and export control law restrictions, and logistics restrictions including closures of air space, and could materially and adversely affect our business.

## **Risks relating to our funding and liquidity**

### ***We require significant capital to fund our business.***

As of December 31, 2021, we had 417 new aircraft, 30 engines and 16 helicopters on order, which will require substantial purchase contract payments. In order to meet these commitments and to maintain an adequate level of unrestricted cash, we will need to raise additional funds by accessing committed debt facilities, securing additional financing from banks or through capital markets transactions, or possibly by selling flight equipment.

If we are unable to meet our purchase commitments as they come due, we will be subject to several risks, including:

- forfeiting deposits and progress payments to manufacturers and having to pay certain significant costs related to these commitments such as actual damages and legal, accounting and financial advisory expenses;
- defaulting on our lease commitments, which could result in monetary damages and strained relationships with lessees;
- failing to realize the benefits of purchasing and leasing such flight equipment; and
- risking harm to our business reputation, which would make it more difficult to purchase and lease flight equipment in the future on agreeable terms, if at all.

Any of these events could materially and adversely affect our financial results.

### ***To service our debt and meet our other cash needs, we will require a significant amount of cash, which may not be available.***

Our ability to make payments on, and to repay or refinance, our debt, depends largely upon our operating performance, which is in part subject to factors beyond our control. In addition, our ability to borrow funds to make payments on our debt depends on our maintaining specified financial ratios and satisfying financial condition tests and other covenants in certain of the agreements governing our debt. Our business may not generate sufficient cash flow from operations and future borrowings may not be available in amounts sufficient to pay our debt and to satisfy our other liquidity needs.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to seek alternatives, such as to reduce or delay investments and flight equipment purchases, sell assets, restructure or refinance our indebtedness, or seek additional capital, including through new types of debt, equity or hybrid securities. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and might require us to comply with more onerous covenants, which could further restrict our business operations. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations or to meet our flight equipment purchase commitments as they come due. Failure to make payments on our debt would result in a default under those agreements and could result in a default under other agreements containing cross default provisions. Moreover, the issuance of additional equity may be dilutive to existing shareholders or otherwise may be on terms not favorable to us or existing shareholders.

### ***Despite our substantial indebtedness, we might incur significantly more debt.***

Despite our current indebtedness levels, we may increase our levels of debt in the future to finance our operations, including to purchase aircraft or to meet our contractual obligations, or for any other purpose. The agreements relating to our debt, including our indentures, term loan facilities, Export Credit Agency (“ECA”)-guaranteed financings, revolving credit facilities, securitizations, other commercial bank financings, and other financings do not prohibit us from incurring additional debt. As of December 31, 2021, we had approximately \$10.6 billion of undrawn lines of credit available under our revolving credit and term loan facilities and other available secured debt, subject to certain conditions, including compliance with certain financial covenants. If we increase our total indebtedness, our debt service obligations will increase, and we will become more exposed to the risks arising from our substantial level of indebtedness.

***Our level of indebtedness, which requires significant debt service payments, could adversely impact our operating flexibility and financial results.***

The principal amount of our outstanding indebtedness, which excludes debt issuance costs, debt discounts and debt premium of \$344 million, was \$50.5 billion as of December 31, 2021, (approximately 68% of our total assets as of December 31, 2021), and our interest payments, net of amounts capitalized, were \$1.1 billion for the year ended December 31, 2021. Due to the capital-intensive nature of our business, we expect that we will incur additional indebtedness in the future and continue to maintain significant levels of indebtedness.

Our level of indebtedness:

- requires a substantial portion of our cash flows from operations to be dedicated to interest and principal payments and therefore not available to fund our operations, working capital, capital expenditures, expansion, acquisitions or general corporate or other purposes;
- may impair our ability to obtain additional financing on favorable terms or at all in the future;
- may limit our flexibility in planning for, or reacting to, changes in our business and industry; and
- may make us more vulnerable to downturns in our business, our industry or the economy in general.

***The agreements governing our debt contain various covenants that impose restrictions on us that may affect our ability to operate our business.***

Certain of our indentures, term loan facilities, ECA-guaranteed financings, revolving credit facilities, securitizations, other commercial bank financings, and other agreements governing our debt impose operating and financial restrictions on our activities that limit our operational flexibility. Among other negative covenants customary for such financings, certain of these restrictions limit our ability to incur additional indebtedness, create liens on, sell or access certain assets, declare or pay certain dividends and distributions or enter into certain transactions, investments, acquisitions, loans, guarantees or advances. Additionally, a substantial portion of our owned aircraft are held through SPEs or finance structures that finance or refinance the aircraft through funding agreements that place restrictions on distributions of funds to us.

Agreements governing certain of our indebtedness also contain financial covenants, including requirements that we comply with certain loan-to-value, interest coverage and leverage ratios. These restrictions could impede our ability to operate our business by, among other things, limiting our ability to take advantage of financing, merger and acquisition and other corporate opportunities. Our ability to comply with these covenants may be affected by events beyond our control. Failure to comply with any of the covenants in our financing agreements would result in a default under those agreements and could result in a default under other agreements containing cross default provisions. Under these circumstances, we may have insufficient funds or other resources to satisfy all our obligations.

***Changes in interest rates may increase our cost of borrowing or otherwise adversely affect our net income.***

We use a mix of fixed rate and floating rate debt to finance our business. Any increase in our cost of borrowing directly impacts our net income. Our cost of borrowing is affected by the interest rates that we obtain on our debt financings, which can fluctuate based on, among other things, general market conditions, the market's assessment of our credit risk, prevailing interest rates in the market, fluctuations in U.S. Treasury rates and other benchmark rates, changes in credit spreads or swap spreads, and the duration of the debt we issue. If interest rates increase, we will be obligated to make higher interest payments to the lenders of our floating rate debt to the extent that it is not hedged. Please refer to "Item 11—Quantitative and Qualitative Disclosures About Market Risk—Interest rate risk" for further details on our interest rate risk. In addition, we are exposed to the credit risk that the counterparties to our derivative contracts will default on their obligations.

Decreases in interest rates may adversely affect our interest revenue on cash deposits and our lease revenue. During the year ended December 31, 2021, approximately 1.2% of our basic lease rents from flight equipment under operating leases was attributable to leases with lease rates tied to floating interest rates and approximately 98.8% was derived from leases with fixed lease rates. A decrease in interest rates would cause a decrease in our lease revenue from leases with lease rates tied to floating interest rates. We could also experience reduced lease revenue from our fixed rate leases if interest rates decrease because these are based, in part, on prevailing interest rates at the time we enter into the lease. As a result, new fixed rate leases we enter into at a time of lower interest rates may be at lower lease rates than had no such interest rate decrease occurred, adversely affecting our lease revenue.

Moreover, if interest rates were to rise sharply, we would not immediately be able to fully offset the negative impact on our net income by increasing lease rates, even if the market were able to bear the increased lease rates. Our leases are generally for multiple years with fixed lease rates over the life of the lease and, therefore, lags will exist because our lease rates with respect to a particular aircraft cannot generally be increased until the expiration of the lease.

***Negative changes in our credit ratings may limit our ability to obtain financing or increase our borrowing costs.***

Our cost of borrowing and access to the capital markets are affected by our credit ratings.

We are currently subject to periodic review by independent credit rating agencies S&P, Moody's and Fitch, each of which currently maintains an investment grade rating with respect to us.

We cannot assure you that these credit ratings will remain in effect for any given period of time or that a rating will not be lowered, suspended or withdrawn. Any actual or anticipated changes in our credit ratings, could negatively impact our ability to obtain secured or unsecured financing, increase our borrowing costs or limit our access to the capital markets, which could adversely impact our financial results.

***The discontinuation, reform or replacement of benchmark indices may negatively affect our interest rate exposure.***

Interest rate benchmarks, including the London Interbank Offered Rates ("LIBOR"), are the subject of ongoing reform and, in some cases, discontinuation. The discontinuation or replacement of such benchmarks may disrupt the broader financial markets or could negatively impact our interest expense, and hedging transactions that we use in respect of floating rate instruments based on such benchmarks may not be effective to protect us against any such negative impact. On July 27, 2017, the Chief Executive of the U.K. Financial Conduct Authority (the "FCA"), which regulates LIBOR, announced that the FCA will no longer persuade or compel banks to submit rates for the calculation of LIBOR after 2021. This has subsequently been extended to June 2023 for the major USD LIBOR tenors. We are party to certain debt instruments, derivative contracts and leases that use benchmark rates, such as LIBOR, which will require us to transition these instruments, contracts and leases to alternative reference rates in the event of their discontinuation. We cannot guarantee that we will be able to reach agreement with our lenders and other counterparties with respect to any such amendments and the replacement of an existing benchmark rate with an alternate benchmark rate may negatively impact the value of those contracts to us, expose us to additional financial, tax, legal, operational or other costs, or expose us to additional interest rate-related risks, such as different alternative reference rates applying to our assets compared to our liabilities. As of December 31, 2021, we had approximately \$7.9 billion of floating rate debt outstanding that used either one-month, three-month or six-month USD LIBOR as the applicable reference rate to calculate interest on such debt, of which \$6.0 billion is set to mature after June 30, 2023. As of December 31, 2021, we had approximately \$6.3 billion notional amount of floating rate derivatives outstanding that used either one-month, three-month or six-month USD LIBOR. Certain of our floating rate debt and derivatives contain LIBOR transition fall-back provisions and we expect to transition to the Secured Overnight Financing Rate ("SOFR") on or before June 30, 2023.

***Risks relating to market demand for, and lease rates and value of flight equipment in our fleet***

***We may be unable to generate sufficient returns on our flight equipment investments.***

Our results depend on our ability to consistently acquire strategically attractive flight equipment, continually and profitably lease and re-lease them, and finally sell or otherwise dispose of them, in order to generate returns on the investments we have made, provide cash to finance our growth and operations, and service our existing debt. Upon acquiring flight equipment, we may not be able to enter into leases that generate sufficient cash flow to justify the cost of purchase. When our leases expire or our flight equipment are returned prior to the date contemplated in the lease, we bear the risk of re-leasing, selling or parting-out the asset. Because our leases are predominantly operating leases, only a portion of the relevant flight equipment's value is recovered by the revenues generated from the lease and we may not be able to realize such flight equipment's residual value after lease expiration. As a result of the sanctions imposed by various governments on Russia, we have terminated the leasing of all of our aircraft and engines with Russian airlines and we now bear the risk of re-leasing, selling or parting-out the aircraft and engines that were subject to those leases and have been recovered by us from Russia. We cannot provide any assurance that the residual values of aircraft and engines that were subject to such terminated leases will be realized. Our ability to profitably purchase, lease, re-lease, sell or otherwise dispose of our aircraft and engines will depend in part on conditions in the airline industry and general market and competitive conditions at the time of purchase, lease and disposition, which are outside of our control.

***Our business depends heavily on the level of demand for flight equipment in our fleet, which may decline as a result of changes in market conditions and the overall health of air travel.***

Flight equipment are long-lived assets and aircraft demand can change over time as a result of changes in market conditions outside of our control. Customer demand for our assets is primarily driven by long-term trends in passenger air travel and air cargo demand, and is limited by airport and air traffic control infrastructure constraints. Demand is also influenced by changes in economic growth, regulation, customer profitability, fuel prices, the availability of asset financing, pricing and other competitive factors. For example, the Covid-19 pandemic has significantly affected passenger air travel worldwide, and the extent, duration and severity of the pandemic and the rate of recovery in air travel, the aviation industry and global economic conditions will impact demand for our aircraft. In addition, the imposition of more stringent regulation on air travel, including travel restrictions imposed in reaction to the Covid-19 pandemic, may adversely impact the profitability of air travel and reduce demand for our aircraft and engines. Types of regulation that could impact flight equipment demand include environmental rules, noise or emissions limitations, age constraints, trade and import and export controls, tariffs and other trade barriers. If flight equipment demand declines, lease rates and residual values of assets could be negatively impacted and we may be unable to lease our assets on favorable terms, if at all. Flight equipment values and lease rates have occasionally experienced sharp decreases in response to market conditions or otherwise.

Demand for an aircraft can also be affected by factors unique to that aircraft, including the maintenance and operating history of the airframe and engines, the compatibility of aircraft configurations and specifications with other aircraft owned by operators of that type, the number of operators using the particular type of aircraft, the availability of documentary records for the aircraft and aircraft age. The desirability of an aircraft may also be impacted by factors pertinent to the model of an aircraft, such as the performance and reliability of the specific engine type installed on a particular aircraft model, technical limitations and technical problems associated with an aircraft model or the operating histories of an aircraft model. For example, the 2019 grounding of the Boeing 737 MAX has affected demand and our ability to lease these aircraft, which, together with potential reputational damage pertaining to the aircraft model, may affect our future lease rates and residual values for these aircraft.

In addition, new aircraft types that are introduced to the market could be more attractive for the target lessees of our aircraft, increasing the supply of older aircraft in the marketplace. This may cause the retirement and obsolescence of aircraft models, decrease comparative values of aircraft based on newly competitive aircraft and reduce the availability of spare parts for older aircraft. For instance, Airbus S.A.S. (“Airbus”), The Boeing Company (“Boeing”) and Embraer S.A. (“Embraer”) have launched several new aircraft types in recent years, including the Boeing 787 Family, the Boeing 737 MAX Family, the Boeing 777X, the Airbus A320neo Family, the Airbus A330neo Family, the Airbus A350 Family, the Airbus A220 Family and the Embraer E-Jet E2 Family. These new aircraft types, and potential variants of these types, may reduce the desirability of, and have an adverse effect on residual value and future lease rates of, older aircraft types and variants. Additionally, new manufacturers may develop a narrowbody aircraft that competes with established aircraft types from Airbus, Boeing and Embraer, putting downward price pressure on, and decreasing the marketability of, aircraft from these manufacturers. The development of more fuel-efficient engines could make aircraft in our portfolio with engines that are not as fuel-efficient less attractive to potential lessees.

A decrease in demand for our flight equipment as a result of any of these factors could materially and adversely affect lease rates and residual values for our flight equipment, our ability to lease our flight equipment on favorable terms, if at all, and our financial results.

***Manufacturer behavior may adversely affect the lease rates and value of aircraft in our fleet or our results of operations more broadly.***

The manufacture and supply of commercial aircraft is concentrated among a limited number of manufacturers. Aircraft also have long delivery cycles. We rely, as a result, on these manufacturers responding early and appropriately to changes in the market environment, delivering aircraft that meet our lessees' expectations and fulfilling contractual obligations they have to us. Failure on the part of manufacturers in relation to any of these requirements may cause us to experience:

- missed or late delivery of aircraft and engines ordered by us and an inability to meet our contractual obligations to our customers, resulting in lost or delayed revenues, lower growth rates and strained customer relationships;
- an inability to acquire aircraft and engines and related components on terms that will allow us to lease those aircraft and engines to customers at a profit, resulting in lower growth rates or a contraction in our aircraft portfolio;
- a market environment with too many aircraft and engines available, creating downward pressure on demand for the aircraft and engines in our fleet and reduced market lease rates and sale prices;
- reduced demand for a manufacturer's aircraft due to poor customer support or reputational damage to such manufacturer, thereby reducing the demand for those aircraft or engines in our fleet and reduced market lease rates and residual aircraft values for those aircraft and engines;
- a reduction in our competitiveness due to deep discounting by the aircraft or engine manufacturers, which may lead to reduced market lease rates and aircraft values and may affect our ability to remarket for lease or sell at a profit, some of the aircraft in our fleet; and
- technical or other difficulties with aircraft or engines after delivery that subject aircraft to operating restrictions or groundings, reducing value and lease rates of such aircraft and our ability to lease or dispose of such aircraft on favorable terms.

For example, the market is currently experiencing oversupply due to the impacts of the Covid-19 pandemic. In the years preceding the Covid-19 pandemic, the airline industry committed to a significant number of aircraft deliveries through order placements with manufacturers, and in response, aircraft manufacturers raised their production output. In response to the Covid-19 pandemic, manufacturers have significantly reduced their production output. Considering the significant decrease in demand for air travel, these production cuts may not be sufficient to prevent continuing overcapacity. Uncertainty regarding air travel demand may also lead to a reduction in the availability of debt financing for aircraft purchases, which could increase the gap between aircraft production and demand. Any such decrease in aircraft values and lease rates, or increase in the cost or availability of funding, could materially and adversely affect our financial results.

Additionally, the reintroduction into service of the grounded Boeing 737 MAX aircraft has the potential to cause or exacerbate conditions of oversupply, especially in light of the backlog of parked inventory. This may put downward pressure on our aircraft lease rates, values and results of operations.

**Risks related to the financial strength of our lessees**

***Our financial condition is dependent, in part, on the financial strength of our lessees.***

We generate our revenue primarily from leases to airlines, and as a result we are exposed to many of the risks that airlines face. The ability of our lessees to perform their obligations depends primarily on their financial condition and cash flows, which are affected by factors outside our control. In addition to general economic and market conditions, airlines are affected by overall changes in passenger and air cargo demand, the price and availability of jet fuel, labor difficulties and costs, the availability of financial or other governmental support and governmental regulation and associated fees, including travel restrictions, restrictions on carbon emissions, environmental regulations and fly-over restrictions.

Generally, airlines with high financial leverage are more likely than airlines with stronger balance sheets to be affected, and are affected more quickly, by these factors. Such airlines are also more likely to seek operating leases.

A deterioration in the financial condition and cash flows of our lessees, including from the ongoing impacts of the Covid-19 pandemic or the Ukraine Conflict, would increase the risk that they will delay, reduce or fail to make rental payments when due. At any point in time, our lessees may be significantly in arrears. Some lessees encountering financial difficulties may seek a reduction in their lease rates or other concessions, such as a deferral of their obligations to make rent or supplemental maintenance rent payments or a decrease in their contribution toward maintenance obligations. Moreover, we may not correctly assess the credit risk of each lessee or charge lease rates that incorrectly reflect related risks. Many of our lessees are not rated investment grade by the principal U.S. rating agencies and may be more likely to suffer liquidity problems than those that are so rated.



Our financial condition, financial results and cash flows may be materially and adversely affected by any events adversely affecting the financial strength of our lessees.

***Increases in fuel prices and fuel price volatility could affect our lessees' ability to meet their lease payment obligations to us.***

The cost of fuel represents a major expense to airlines that is not within their control, and significant increases in fuel costs or hedges that inaccurately assess the direction of fuel costs can materially and adversely affect their operating results. Historically, fuel prices have fluctuated widely depending primarily on international market conditions, geopolitical and environmental events and currency exchange rates, including events, such as natural disasters and wars, that affect fuel supply. For example, predominantly as a result of the Ukraine Conflict and resulting sanctions imposed by various governments on Russia, in early 2022 oil prices rose to their highest levels since 2008.

Due to the competitive nature of the aviation industry, operators may be unable to increase fares in a manner that fully offsets increases in fuel costs. In addition, they may not be able to enter appropriate hedging positions to manage their exposure to fuel price fluctuations. Airlines that hedge their fuel costs may suffer adverse impacts to their profitability and liquidity from swift movements in fuel prices, if their hedge agreements require them to post cash collateral. Therefore, if for any reason fuel prices return to historically high levels or show significant volatility, our lessees are likely to incur higher costs or generate lower revenues, which may affect their ability to meet their obligations to us.

***Instability in the banking system or financial markets could impair our lessees' ability to finance their operations, which could affect their ability to comply with payment obligations to us.***

Adverse changes in the global banking system or the global financial markets may have a material adverse effect on our business. Many of our lessees have expanded their airline operations through borrowings and some are highly leveraged. These lessees depend on banks and the capital markets to provide working capital and to refinance existing indebtedness. Global financial markets can be highly volatile and the availability of credit from financial markets and financial institutions can vary substantially. Events that adversely impact capital markets could lead to the imposition of stricter capital requirements on borrowers, reduce the general availability of credit or otherwise result in higher borrowing costs, limiting our lessees' abilities to finance their operations, which could affect their ability to meet payment obligations to us.

***If our lessees encounter financial difficulties and we restructure or terminate our leases, including as a result of customer reorganizations or bankruptcies, we are likely to obtain less favorable lease terms.***

If a lessee delays, reduces, or fails to make rental payments when due, or has advised us that it will do so in the future, we may elect or be required to restructure or terminate the lease. In addition, in recent years, several airlines and other customers, including several of our lessees, have filed for protection under their local bankruptcy and insolvency laws, and certain airlines and other customers have gone into liquidation, and the impact of the Covid-19 pandemic on air travel has caused an increase in the number of airlines and other customers filing for such protection. A restructured lease will likely contain terms that are less favorable to us. If we are unable to agree on a restructuring and we terminate the lease, we may not receive all or any payments still outstanding, and we may be unable to re-lease the flight equipment promptly and at favorable rates, if at all. Moreover, airline bankruptcies historically have led to the grounding of significant numbers of aircraft, rejection of leases and negotiated reductions in aircraft lease rentals, with the effect of depressing aircraft market values. As such, further reorganizations would adversely affect our ability to re-lease or sell aircraft at favorable rates, if at all. We have conducted restructurings and terminations in the ordinary course of our business, and we expect more will occur in the future. If we are obligated to perform a significant number of restructurings and terminations, the associated reduction in lease revenue could materially and adversely affect our financial results and cash flows.

## **Risks related to our relationship with our lessees**

***We have limited control over the operation of our flight equipment while they are under lease and depend on our lessees to properly maintain and insure our flight equipment.***

While our flight equipment are on lease, we do not directly control their operation. Under our leases, our lessees are primarily responsible for maintaining our assets, obtaining adequate levels of insurance and complying with all governmental requirements applicable to the lessee and the flight equipment, including operational, maintenance, government agency oversight, registration requirements and airworthiness directives. We also require many of our lessees to pay us supplemental maintenance rents. Nevertheless, because we still own and hold title to the flight equipment we could be exposed to costs resulting from a lessee's failure to properly maintain an asset under lease or be held liable for losses resulting from its operation while under lease. If a lessee fails to perform required maintenance on our asset during the term of the lease, the asset's market value may decline or we might be required to incur maintenance and modification costs, which would result in lower revenues from its subsequent lease or sale, or the asset might be grounded. Additionally, if our lessees fail to maintain adequate insurance coverage, default in their indemnification or insurance obligations to us, or are exposed losses for which they do not have coverage, we could face increased costs from pursuing corrective action or face reductions in insurance proceeds that would otherwise be payable to us in the case of loss. If our lessees fail to meet their obligations to pay supplemental maintenance rents or EOL compensation, fail to perform required scheduled maintenance, fail to obtain and maintain insurance coverage for losses to which they are exposed, or if we are required to incur unexpected costs associated with any of the above, our financial results may be materially and adversely affected.

***If our lessees fail to cooperate in returning our assets following lease terminations, we may encounter obstacles and are likely to incur significant costs and expenses conducting repossessions.***

Our legal rights and the relative difficulty of repossession vary significantly depending on the jurisdiction in which our flight equipment is located and the applicable law. We may need to obtain a court order or consents for deregistration or re-export, a process that can differ substantially in different countries. Where a lessee or other operator flies only domestic routes in the jurisdiction in which the asset is registered or in which the lessee operator is based, repossessing and exporting the asset may be challenging, especially if the jurisdiction permits the lessee or the other operator to resist deregistration or export of the asset. For example, due to the Ukraine Conflict and sanctions imposed against Russia, we have sought to repossess all of our aircraft and engines from Russian airlines and remove them from Russia but we have experienced, and we anticipate that we will continue to experience, difficulties in repossessing such assets. It is unclear whether we will be able to repossess our aircraft and engines from our former Russian airline customers, or if we do so, when we will be able to do so, and we do not know what the condition of these assets will be at the time of repossession.

When a defaulting lessee is in bankruptcy, protective administration, insolvency or similar proceedings, additional limitations may apply. For example, certain jurisdictions entitle the lessee or another third-party to retain possession of the flight equipment without paying lease rent or performing all or some of the obligations under the relevant lease. Certain of our lessees are partially or wholly owned by government-related entities, which can complicate our efforts to repossess our aircraft in that government's jurisdiction. If we encounter any of these difficulties, we may be delayed in, or prevented from, enforcing certain of our rights under a lease and in re-leasing the affected flight equipment.

When conducting a repossession, we are likely to incur significant costs and expenses that are unlikely to be recouped, including, for example, legal and regulatory expenses, taxes, lost revenue, maintenance and refurbishment and repair costs necessary to put the flight equipment in suitable condition for re-lease or sale. We may also make payments to discharge liens placed on our flight equipment by third parties and, until these liens are discharged, be restricted in our ability to repossess, release or sell our flight equipment. Although the financial obligations relating to these liens are the contractual responsibility of our lessees, if they fail to fulfill these obligations, such liens may ultimately become our responsibility and impose additional repossession costs on us. If we incur significant costs in repossessing our flight equipment, our financial results may be materially and adversely affected.

***In certain countries, an engine affixed to an aircraft may become an accession to the aircraft and we may not be able to exercise our ownership rights over the engine.***

Under some legal principles, an engine affixed to an aircraft may become an accession to the aircraft, whereby the ownership rights of the owner of the airframe supersede those of the owner of the engine. In such cases, where an aircraft is security for the owner's obligations to a third-party, the security interest in the aircraft may supersede our rights as owner of the engine. As a substantial part of the value of an aircraft derives from its engines, we would suffer a substantial loss if our ability to repossess a leased engine was limited in the event of a lease default, which could materially and adversely affect our financial results.

## **Risks related to competition and the aviation industry**

***Competition and changes in market participants, including lessors, manufacturers and aircraft lessees, may adversely affect our business operations.***

The aviation leasing industry is highly competitive. Our competitors are primarily other major aircraft leasing companies, but we may also encounter competition from emerging aircraft leasing companies that we do not currently consider our main competitors. We may also face competition from other market participants, such as airlines, aircraft manufacturers, aircraft brokers, financial institutions, including those seeking to dispose of repossessed aircraft at distressed prices and other entities that invest in aircraft and engines. Some of these competitors may have greater operating and financial resources than we do and we may not always be able to compete successfully, which could materially and adversely affect our financial results.

Over the past several years, market participants in the aviation industry have changed as a result of restructuring or bankruptcies, mergers and acquisitions, entities entering or exiting the industry or entities entering into new or different market segments. We expect similar transitions to continue to take place into the future. Changes in market participants may affect our business by, for instance, reducing competition amongst manufacturers, changing the offering of aircraft types and models in the market, reducing demand for our aircraft from lessees or increasing the competition we face for new lessees or favorable terms on our transactions. New aircraft manufacturers, such as Mitsubishi Aircraft Corporation in Japan, JSC United Aircraft Corporation in Russia and Commercial Aircraft Corporation of China, Ltd. in China could produce aircraft that compete with current offerings from Airbus, Boeing and Embraer. These changes may materially affect our business.

***The financial instability of an aircraft or engine manufacturer could impact delivery of our aircraft on order and negatively affect our cash flow and results of operations.***

The supply of commercial aircraft is dominated by Airbus and Boeing and a limited number of engine manufacturers. As a result, we are dependent on these manufacturers remaining in existence and financially stable to fulfill contractual obligations they have to us. Any disruption to these manufacturers' operating abilities may cause us to experience delivery delays on our aircraft orders. Our leases contain lessee cancellation clauses related to aircraft delivery delays, typically for aircraft delays greater than one year, and our purchase agreements contain similar provisions. If there are manufacturing delays for aircraft for which we have made future lease commitments, some or all of our affected lessees could elect to terminate their lease arrangements with respect to such delayed aircraft. Any such termination could negatively affect our cash flow and results of operations.

Further, we may experience additional delivery delays and associated costs if aircraft manufacturers deliver aircraft that fail to meet our lessees' expectations or the requirements of air travel regulators. Following the fatal accidents of two Boeing 737 MAX aircraft, the worldwide fleet of these aircraft was grounded by aviation authorities in March 2019 and production was temporarily suspended by Boeing in January 2020, resulting in ongoing delays in the delivery of our aircraft on order from Boeing. Most jurisdictions have now approved the Boeing 737 MAX return to service, including the United States, China and Europe. As of December 31, 2021, we had 43 Boeing 737 MAX aircraft delivered and on lease, and a further 67 Boeing 737 MAX aircraft on order, excluding aircraft for which we have cancellation rights. Refer to "Item 3. Key Information—Risk Factors—Risks relating to market demand for, and lease rates and value of, aircraft in our fleet—Manufacturer behavior may adversely affect the lease rates and value of aircraft in our fleet or our results of operations more broadly."

## **Risks related to the geopolitical, regulatory and legal exposure of our business**

***The international operations of our business and those of our lessees expose us to geopolitical, economic and legal risks associated with a global business, including many of the economic and political risks associated with emerging markets.***

We and our lessees conduct business in many countries and, as a result, we are exposed to a large number of regulatory and legal regimes. We also face uncertainty from changes in political regimes globally. Volatility in the political and economic environments associated with international markets could adversely affect our operations. Changes in international regulations, laws, taxes, export controls, tariffs, embargoes, sanctions or other restrictions on trade or travel could adversely affect the profitability of our lessees' businesses, the operations of aircraft manufacturers or the results of our operations. For example, the Ukraine Conflict, the situation in Syria, Venezuela and Ethiopia, the Israeli/Palestinian conflict, tension over the nuclear programs of North Korea and Iran, political instability in the Middle East and North Africa, tensions and potential conflict between mainland China and Taiwan, the territorial disputes between Japan and China and the tensions in the South China Sea could lead to further instability in these regions and negative impacts on our lessees' businesses and our results of operations. Additionally, the international distribution of our assets exposes us to risks associated with limitations on the repatriation of our assets or the expropriation of our international assets. These factors may have a material and adverse effect on our financial results.

Furthermore, we derive substantial lease revenue (approximately 54% in 2021, 53% in 2020 and 58% in 2019) from airlines in emerging market countries. Emerging market countries have less developed economies and are more vulnerable to economic and political problems and may experience significant fluctuations in gross domestic product, interest rates and currency exchange rates, as well as civil disturbances, government instability, nationalization and expropriation of private assets and the imposition of taxes or other charges by government authorities. The occurrence of any of these events could result in economic instability that adversely affects the value of our ownership interest in flight equipment subject to lease in such countries, or the ability of our lessees that serve such markets to meet their lease obligations. As a result, lessees that operate in emerging market countries may be more likely to default than lessees that operate in developed countries. In addition, legal systems in emerging market countries may be less developed, which could make it more difficult for us to enforce our legal rights in such countries. For these and other reasons, our financial results may be materially and adversely affected by economic and political developments in emerging market countries.

***Existing and future litigation against us could materially and adversely affect our business, financial position, liquidity or results of operations.***

We are, and from time to time in the future may be, a defendant in lawsuits relating to our business. We cannot accurately predict the ultimate outcome of any litigation due to its inherent uncertainties. These uncertainties may be increased by our exposure to different liability standards and legal systems internationally, including some that may be less developed and less predictable than those in advanced economies. An unfavorable outcome could materially and adversely affect our business, financial position, liquidity or results of operations. In addition, regardless of the outcome of any litigation, we may be required to devote substantial resources and executive time to the defense of such actions. For a description of certain pending litigation involving our business, refer to Note 30—*Commitments and contingencies* to our Consolidated Financial Statements included in this annual report.

***Because our lessees are concentrated in certain geographical regions, we have concentrated exposure to the political and economic risks associated with those regions, particularly China.***

Through our lessees and the countries in which they operate, we are exposed to the specific economic and political conditions and associated risks of those jurisdictions, including the regional impacts of the Covid-19 pandemic. These risks can include economic recessions, burdensome local regulations or, in extreme cases, increased risks of requisition of our flight equipment and risks of wide-ranging sanctions prohibiting us from leasing flight equipment in certain jurisdictions. An adverse political or economic event in any region or country in which our lessees or our flight equipment are concentrated could affect the ability of our lessees to meet their obligations to us, or expose us to various legal or political risks associated with the affected jurisdictions, all of which could have a material and adverse effect on our financial results.

We have a large concentration of lessees in China and therefore have increased exposure to the economic and political conditions in that country and to the increasingly adversarial relationship between China and the West. Recent and future political developments, including trade or other disputes between the U.S. and China, and other evolving policies pursued in Europe, could result in increased and unexpected regulations on trade, which could adversely impact the results of our operations. Further deterioration in China's relationship with the West could result in the imposition of more stringent trade or travel restrictions, which would harm the operations of our lessees and could materially affect our financial results. Also, in the event that sanctions affecting the ability of aircraft lessors to conduct business in China are imposed by the United States, the European Union, the United Kingdom or other governmental authorities, whether as a result of conflict between mainland China and Taiwan or otherwise, our business in China would be materially adversely affected, which could have a material impact on our financial condition, cash flows and results of operations.

***We are subject to various risks and requirements associated with transacting business in many countries.***

Our international operations expose us to trade and economic sanctions, export controls and other restrictions imposed by the United States, the European Union, the United Kingdom, and other governments or organizations. For example, as a result of the Ukraine Conflict and sanctions imposed by various governments against Russia, certain Russian persons and certain activities involving Russia or Russian persons, we are now prohibited from leasing our aircraft and engines to Russian lessees. We intend to fully comply with all applicable sanctions and we have terminated the leasing of all of our aircraft and engines with Russian airlines. The U.S. Departments of Justice, Commerce, State and Treasury and other U.S. federal agencies and authorities have a broad range of civil and criminal penalties they may seek to impose against corporations and individuals for violations of economic sanctions laws, export control laws, the Foreign Corrupt Practices Act, and other U.S. federal statutes and regulations, including those established by the Office of Foreign Asset Control. Under these laws and regulations, the U.S. government may require export licenses, may seek to impose modifications to business practices, including cessation of business activities in sanctioned countries, and modifications to compliance programs, which may increase compliance costs, and may subject us to fines, penalties and other sanctions. A violation of any of these laws or regulations could materially and adversely impact our business, operating results, and financial condition.

We have implemented and maintain in effect policies and procedures designed to ensure compliance by us, our subsidiaries and our directors, officers, employees, consultants and agents with respect to various export control, anti-corruption, anti-terrorism and anti-money laundering laws and regulations. However, such personnel could engage in unauthorized conduct for which we may be held responsible. Violations of such laws and regulations may result in severe criminal or civil sanctions, and we may be subject to other liabilities, which could materially and adversely affect our financial results.

The General Data Protection Regulation ("GDPR"), which became law in the EU on May 25, 2018, regulates the ways in which businesses process personal data in Europe. There are extensive documentation obligations and transparency requirements, which may impose significant costs on us. Failure to comply with the GDPR may subject us to significant litigation or enforcement actions, fines, claims for compensation by customers and other affected individuals, damage to our reputation, orders to remedy breaches or criminal prosecutions, any of which could have a material adverse impact on our business, operating results, and financial condition. For example, under the GDPR, we could incur significant fines of up to 4% of our annual global revenue.

***Our assets are subject to various environmental regulations and concerns, including those relating to climate change.***

Governmental regulations regarding aircraft and engine noise and emissions levels apply based on where the relevant airframe is registered and where the aircraft is operated. For example, jurisdictions throughout the world have adopted noise regulations that require all aircraft to comply with noise level standards. In addition, the United States and the International Civil Aviation Organization ("ICAO") have adopted a more stringent set of standards for noise levels that apply to engines manufactured or certified beginning in 2006, as well as a more stringent set of standards in respect of aircraft with a maximum certificated takeoff weight greater than or equal to 55,000 kg and aircraft with a maximum certificated takeoff weight less than 55,000 kg, effective December 31, 2017 and December 31, 2020, respectively. Currently, United States regulations do not require any phase-out of aircraft that qualify with the older standards, but the EU has established a framework for the imposition of operating limitations on aircraft that do not comply with the newer standards. These regulations could limit the economic life of certain of our aircraft and engines, reduce their value, limit our ability to lease or sell the non-compliant aircraft and engines or, if engine modifications are permitted, require us to make significant additional investments in the aircraft and engines to make them compliant.

In addition to more stringent noise restrictions, due to growing concerns over the risks of climate change, the United States, the EU and other jurisdictions are moving towards imposing more stringent limits on greenhouse gas emissions from aircraft engines. Although current emissions control laws generally apply to newer engines, new laws could be passed in the future that also impose limits on older engines, thereby subjecting our older engines to existing or new emissions limitations or indirect taxation. For example, the EU issued a directive in January 2009 to include aviation within the scope of its greenhouse gas emissions trading scheme (“ETS”) beginning on January 1, 2012, regardless of the engine type or age. However, the EU subsequently suspended ETS application to flights from or to non-EU countries through 2023. In October 2016, ICAO adopted the Carbon Offset and Reduction Scheme for International Aviation (“CORSIA”), a global market-based scheme aimed at reducing carbon dioxide emission from international aviation that will become mandatory in 2027. At least 107 countries including the United States, have indicated that they will participate in the voluntary phase-in of CORSIA in 2022. Limitations on emissions such as ETS and CORSIA could favor younger, more fuel-efficient aircraft since they generally produce lower levels of emissions per passenger, which could adversely affect our ability to re-lease or otherwise dispose of less efficient aircraft on a timely basis, on favorable terms, or at all. This is an area of law that is rapidly changing and as of yet remains specific to certain jurisdictions. While we do not know at this time whether new emissions restrictions will be passed, and if passed what impact these laws might have on our business, any future emissions limitations or other future requirements to address climate change concerns could adversely affect us.

The airline industry also has come under increased scrutiny by the press, the public and investors regarding the impact of air travel on the environment, including emissions to the air, discharges to surface and subsurface waters, safe drinking water, aircraft noise, the management of hazardous substances, oils and waste materials and other environmental impacts related to aircraft operations. If such scrutiny results in reduced air travel or increased costs to air travel, it may affect demand for our aircraft, lessees’ ability to make rental and other lease payments and reduce the value we receive for our aircraft upon any disposition, which would negatively affect our financial condition, cash flow and results of operations. In addition, growing demand to transition to lower-carbon technologies, such as so-called sustainable aviation fuels that may be developed over time, may increase our costs or reduce demand for our aircraft or engines or airline travel more generally.

***Corporate responsibility, specifically related to environmental, social and governance (“ESG”) matters, may impose additional costs and expose us to new risks.***

Public ESG and sustainability reporting is becoming more broadly expected by investors, shareholders and other third parties. Certain organizations that provide corporate governance and other corporate risk information to investors and shareholders have developed, and others may in the future develop, scores and ratings to evaluate companies and investment funds based upon ESG or “sustainability” metrics. Many investment funds focus on positive ESG business practices and sustainability scores when making investments and may consider a company’s ESG or sustainability scores as a reputational or other factor in making an investment decision. In addition, investors, particularly institutional investors, use these scores to benchmark companies against their peers and if a company is perceived as lagging, these investors may engage with the company to improve ESG disclosure or performance and may also make voting decisions, or take other actions, to hold these companies and their boards of directors accountable. The level of a company’s greenhouse gas emissions is an ESG topic that is, in particular, receiving heightened attention by investors, shareholders and lawmakers. We may also face reputational damage in the event our corporate responsibility initiatives or objectives, including with respect to greenhouse gas emissions, do not meet the standards set by our investors, shareholders, lawmakers or other constituencies, or if we are unable to achieve an acceptable ESG or sustainability rating from third party rating services. A low ESG or sustainability rating by a third-party rating service could also result in the exclusion of our common stock or debt from consideration by certain investors who may elect to invest with our competition instead. Ongoing focus on corporate responsibility matters by investors and other parties as described above may impose additional costs or expose us to new risks.

### **Risks related to accounting and impairments**

***If a decline in demand for certain assets causes a decline in its projected lease rates, or if we dispose of an asset for a price that is less than its depreciated book value on our balance sheet, then we will recognize impairments or make fair value adjustments.***

We test long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amounts of the assets may not be recoverable from their undiscounted cash flows. If the gross cash flow test fails, the difference between the fair value and the carrying amount of the asset is recognized as an impairment loss. Factors that may contribute to impairment charges include, but are not limited to, unfavorable airline industry trends affecting the residual values of certain flight equipment types, high fuel prices and development of more fuel-efficient aircraft shortening the useful lives of certain aircraft, management’s expectations that certain flight equipment are more likely than not to be parted-out or otherwise disposed of sooner than their expected life, and new technological developments. Cash flows supporting carrying values of older flight equipment are more dependent upon current lease contracts. In addition, we believe that residual values of older flight equipment are more exposed to non-recoverable declines in value in the current economic environment.

If economic conditions deteriorate, we may be required to recognize impairment losses. In that event, our estimates and assumptions regarding forecasted cash flows from our long-lived assets would need to be reassessed, including the duration of the economic downturn and the timing and strength of the pending recovery, both of which are important variables for purposes of our long-lived asset impairment tests. Any of our assumptions may prove to be inaccurate, which could adversely impact forecasted cash flows of certain long-lived assets, especially for older aircraft. If so, it is possible that there may be an event-driven impairment for other long-lived assets in the future and that any such impairment amounts may be material.

As of December 31, 2021, 469 of our owned aircraft under operating leases were 15 years of age or older. These aircraft represented approximately 13% of our total flight equipment and lease-related assets and liabilities as of December 31, 2021. Please refer to “Item 5. Operating and Financial Review and Prospects—Critical accounting policies and estimates—Impairment charges” for a detailed description of our impairment policy.

### **Risks related to information technology**

***A cyberattack could lead to a material disruption of our IT systems or the IT systems of our third-party providers and the loss of business information, which may hinder our ability to conduct our business effectively and may result in lost revenues and additional costs.***

Parts of our business depend on the secure operation of our information technology, or IT, systems and the IT systems of our third-party providers to manage, process, store and transmit information associated with aviation leasing. Like other global companies, we have, from time to time, experienced threats to our data and systems, including malware and computer virus attacks, internet network scans, systems failures and disruptions. A cyberattack that bypasses our IT security systems or the IT security systems of our third-party providers, causing an IT security breach, could lead to a material disruption of our IT systems or the IT systems of our third-party providers, as applicable, and adversely impact our daily operations and cause the loss of sensitive information, including our own proprietary information and that of our customers, suppliers and employees. Such losses could harm our reputation and result in competitive disadvantages, litigation, regulatory enforcement actions, lost revenues, additional costs and liability. While we devote substantial resources to maintaining adequate levels of cybersecurity, our resources and technical sophistication may not be adequate to prevent all types of cyberattacks.

***We could suffer material damage to, or interruptions in, our IT systems or the IT systems of our third-party providers as a result of external factors, staffing shortages or difficulties in updating our existing software or developing or implementing new software.***

We depend largely upon our IT systems and the IT systems of our third-party providers in the conduct of all aspects of our operations. Such systems are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, security breaches, fire and natural disasters. Damage or interruption to these IT systems may require a significant investment to fix or replace them, and we may suffer interruptions in our operations in the interim. In addition, we are currently pursuing a number of IT-related projects that will require ongoing IT-related development and conversion of existing systems. Costs and potential problems or interruptions associated with the implementation of new or upgraded systems and technology or with maintenance or support of existing systems could also disrupt or reduce the efficiency of our operations. Any material interruptions or failures in our IT systems may have a material adverse effect on our business or results of operations.

## **Risks related to our structure and taxation**

***We are a public limited liability company incorporated in the Netherlands (“naamloze vennootschap” or “N.V.”) and it may be difficult to obtain or enforce judgments against us or our executive officers, some of our directors and some of our named experts in the United States.***

We were incorporated under the laws of the Netherlands and, as such, the rights of holders of our ordinary shares and the civil liability of our directors will be governed by the laws of the Netherlands and our articles of association. The rights of shareholders under the laws of the Netherlands may differ from the rights of shareholders of companies incorporated in other jurisdictions. Many of our directors and executive officers and most of our assets and the assets of many of our directors are located outside the United States. In addition, our articles of association do not provide for U.S. courts as a venue for, or for the application of U.S. law to, lawsuits against us, our directors and executive officers. As a result, you may not be able to serve process on us or on such persons in the United States or obtain or enforce judgments from U.S. courts against us or them based on the civil liability provisions of the securities laws of the United States. There is doubt as to whether the Dutch courts would enforce certain civil liabilities under U.S. securities laws in original actions and enforce claims for punitive damages.

Under our articles of association, we indemnify and hold our directors, officers and employees harmless against all claims and suits brought against them, subject to limited exceptions. Under our articles of association, to the extent allowed by law, the rights and obligations among or between us, any of our current or former directors, officers and employees and any current or former shareholder shall be governed exclusively by the laws of the Netherlands and subject to the jurisdiction of the Dutch courts, unless such rights or obligations do not relate to or arise out of their capacities listed above. Although there is doubt as to whether U.S. courts would enforce such provision in an action brought in the United States under U.S. securities laws, such provision could make judgments obtained outside of the Netherlands more difficult to enforce against our assets in the Netherlands or jurisdictions that would apply Dutch law.

***We may become a passive foreign investment company (“PFIC”) for U.S. federal income tax purposes.***

We do not believe we will be classified as a PFIC for 2021. We cannot yet make a determination as to whether we will be classified as a PFIC for 2022 or subsequent years. The determination as to whether a foreign corporation is a PFIC is a complex determination based on all of the relevant facts and circumstances and depends on the classification of various assets and income under PFIC rules. In our case, the determination is further complicated by the application of the PFIC rules to leasing companies and to joint ventures and financing structures common in the aviation leasing industry. It is unclear how some of these rules apply to us. Further, this determination must be tested annually and our circumstances may change in any given year. We do not intend to make decisions regarding the purchase and sale of aircraft with the specific purpose of reducing the likelihood of our becoming a PFIC. Accordingly, our business plan may result in our engaging in activities that could cause us to become a PFIC. If we are or become a PFIC, U.S. shareholders may be subject to increased U.S. federal income taxes on a sale or other disposition of our ordinary shares and on the receipt of certain distributions and will be subject to increased U.S. federal income tax reporting requirements. Refer to “Item 10. Additional Information—Taxation—U.S. tax considerations” for a more detailed discussion of the consequences to you if we are treated as a PFIC and a discussion of certain elections that may be available to mitigate the effects of that treatment. We urge you to consult your own tax advisors regarding the application of the PFIC rules to your particular circumstances.

***We may become subject to income or other taxes in jurisdictions which would adversely affect our financial results.***

We and our subsidiaries are subject to the income tax laws of Ireland, the Netherlands, the United States and other jurisdictions in which our subsidiaries are incorporated or based. Our effective tax rate in any period is impacted by the source and the amount of earnings among our different tax jurisdictions. Our ability to defer the payment of some level of income taxes to future periods is dependent upon the continued benefit of accelerated tax depreciation on our flight equipment in some jurisdictions, the continued deductibility of external and intercompany financing arrangements and the application of tax losses prior to their expiration in certain tax jurisdictions, among other factors. A change in the division of our earnings among our tax jurisdictions could have a material impact on our effective tax rate and our financial results. In addition, we or our subsidiaries may be subject to additional income or other taxes in these and other jurisdictions by reason of the management and control of our subsidiaries, our activities and operations, where our aircraft operate, where the lessees of our aircraft (or others in possession of our aircraft) are located or changes in tax laws or practices, regulations or accounting principles. Although we have adopted guidelines and operating procedures to ensure our subsidiaries are appropriately managed and controlled, we may be subject to such taxes in the future and such taxes may be substantial. The imposition of such taxes could have a material adverse effect on our financial results.



***We may become subject to additional taxes in Ireland based on the extent of our operations carried on in Ireland.***

Our Irish tax resident group companies are currently subject to Irish corporate income tax on trading income at a rate of 12.5%, on capital gains at 33% and on other income at 25%. We expect that substantially all of our Irish income will be treated as trading income for tax purposes in future periods. As of December 31, 2021, we had significant Irish tax losses available to carry forward against our trading income. The continued application of the 12.5% tax rate to trading income generated in our Irish tax resident group companies and the ability to carry forward Irish tax losses to offset future taxable trading income depends in part on the extent and nature of activities carried on in Ireland, both in the past and in the future.

***We may fail to qualify for benefits under one or more tax treaties.***

We do not expect that our subsidiaries located outside of the United States will have any material U.S. federal income tax liability by reason of activities we carry out in the United States and the lease of assets to lessees that operate in the United States. This conclusion will depend, in part, on continued qualification for the benefits of income tax treaties between the United States and other countries in which we are subject to tax (particularly Ireland). That, in turn, may depend on, among other factors, the nature and level of activities carried on by us and our subsidiaries in each jurisdiction, the identity of the owners of equity interests in subsidiaries that are not wholly owned and the identities of the direct and indirect owners of our indebtedness.

The nature of our activities may be such that our subsidiaries may not continue to qualify for the benefits under income tax treaties with the United States and that may not otherwise qualify for treaty benefits. Failure to so qualify could result in the imposition of U.S. federal and state taxes, which could have a material adverse effect on our financial results.

***Organisation for Economic Cooperation and Development's ("OECD") Base Erosion and Profit Shifting ("BEPS") initiative.***

The OECD announced an initiative on January 29, 2019, to create an international consensus on new rules (referred to as "BEPS 2.0") for the framework governing international taxation, which was supported by the publication of the Pillar One and Pillar Two Blueprint Reports on October 12, 2020. On October 8, 2021, 136 countries, including Ireland, approved a statement, known as the OECD BEPS Inclusive Framework ("IF"), providing a framework for BEPS 2.0, which builds upon the Blueprints and a prior iteration of the IF signed by 130 countries on July 1, 2021. The revised Pillar Two Blueprint includes a global minimum effective tax rate of 15% for groups with a global turnover in excess of €750 million, subject to certain exclusions. The OECD published detailed rules to assist in the implementation of the Pillar 2 rules on December 20, 2021. These detailed rules should allow some countries to introduce the Pillar 2 rules into domestic legislation during the course of 2022 (to be effective 2023 at the earliest). As noted above, the EU intends to implement the Pillar 2 measures by way of a Directive. It is this Directive which, if it enters into force, will ultimately be transposed into Irish domestic legislation. On December 22, 2021, the European Commission published a proposed EU directive to incorporate the Pillar 2 tax rules into EU law. Further publications in relation to this are expected from the OECD and the EU in the coming months. Although it is difficult to determine the degree to which these changes may result in an increase in our effective tax rate and cash tax liabilities in future periods, these developments make it more likely that this initiative will have an adverse impact on our effective tax rate and cash tax liabilities in future periods.

***The EU Anti-tax Avoidance proposals may impact our effective rate of tax in future periods.***

Irish tax law will be subject to changes as a result of the implementation of the EU Anti-Tax Avoidance Directive ("EU ATAD") and the amending Directive ("EU ATAD 2"). One such change will be the implementation of a restriction on the tax deductibility of interest payments. As currently proposed, the EU ATAD would restrict the tax deductibility of net interest expense to 30% of earnings before interest, tax, depreciation and amortization ("EBITDA") or possibly higher if the third-party group interest expense ratio to group EBITDA is higher. As currently proposed, the interest limitation legislation in Ireland contains certain provisions which allow for a portion of operating lease income to be treated as interest. Further guidance on the proposed legislation is expected. The exact content of this guidance could impact our ability to claim a tax deduction for interest payments on debt instruments. The interest limitation rules apply to accounting periods commencing on or after January 1, 2022.

On December 22, 2021, the European Commission issued a proposal for a Council Directive laying down rules to prevent the misuse of shell entities for tax purposes within the EU ("EU ATAD 3"). Whilst EU ATAD 3 is expected to be adopted and published into EU member states' national laws by June 30, 2023, and come into effect as of January 1, 2024, there is considerable uncertainty surrounding the development of the proposal and its implementation. The proposal could result in additional reporting and disclosure obligations.

## **Item 4. Information on the Company**

### **Business overview**

#### ***Global leader in aviation leasing***

We are the global leader in aviation leasing with a portfolio consisting of 3,701 aircraft, engines and helicopters, that were owned, on order or managed as of December 31, 2021. We provide a wide range of assets for lease, including narrowbody and widebody aircraft, regional jets, freighters, engines and helicopters. We focus on acquiring in-demand flight equipment at attractive prices, funding them efficiently, hedging interest rate risk prudently and using our platform to deploy these assets with the objective of delivering superior risk-adjusted returns. We believe that by applying our expertise, we will be able to identify and execute on a broad range of market opportunities that we expect will generate attractive returns for our investors. We have the infrastructure, expertise and resources to execute a large number of diverse transactions in a variety of market conditions. Our teams of dedicated marketing and asset trading professionals have been successful in leasing and managing our asset portfolio. During the year ended December 31, 2021, we executed 438 aviation asset transactions.

We have an extensive track record of successfully acquiring and integrating companies, including the acquisition of Genesis Lease in 2010 and the acquisition of ILFC in 2014. The acquisition of ILFC and the GECAS Transaction are the two largest transactions in the history of aviation leasing. We believe that our ability to successfully identify, acquire and integrate companies is a key competitive advantage.

#### ***Aircraft leasing***

AerCap is the global leader in aircraft leasing, leasing to customers in every major geographical region. As of December 31, 2021, we owned 1,756 aircraft and managed 196 aircraft and had 417 new aircraft on order. As of December 31, 2021, the average age of our owned aircraft fleet, weighted by net book value, was 7.1 years. During the year ended December 31, 2021, our weighted average owned aircraft utilization rate was 94%, calculated based on the number of days each aircraft was on lease during the year, weighted by the net book value of the aircraft.

AerCap Cargo is a global leader in the air cargo market, with more than 25 years' experience and a global fleet of over 100 aircraft that are owned, serviced or committed for conversion. AerCap Cargo provides 12 types of modern narrowbody and widebody cargo aircraft to approximately 20 customers around the world, including freight forwarders, express delivery and cargo operators. AerCap Cargo also plays a developmental role in the provision of new cargo options, including the "Big Twin" freighter program between AerCap Cargo and Israel Aerospace Industries, which involves the conversion of the Boeing 777-300ER aircraft into long-haul large-capacity freighters. AerCap Cargo was also involved in the development of the Boeing 767-300BDSF as well as the Boeing 737 Classic freighter conversion programs. AerCap Cargo's largest customers are Amazon, Maersk and ASL Aviation.

#### ***Engine leasing***

AerCap is the world's largest engine leasing company, with over 900 owned and managed engines (including engines owned by our SES joint venture) with over 75 customers. Our owned engine portfolio is comprised almost entirely of General Electric and CFM International engines, the most liquid engine types that power the world's most popular and in-demand aircraft, including Airbus A320 and A320neo Family aircraft and Boeing 737, Boeing 787, and Boeing 737 MAX aircraft.

We have longstanding and deep relationships with two key engine original equipment manufacturers, GE Aviation and CFM International. We manage the global spare engine pool for GE Aviation, and our joint venture SES manages the global spare engine pool for CFM International, in each case under a long-term management agreement. The two largest customers of our engine leasing business are GE Aviation and SES, representing over 50% of the net book value of our owned engine portfolio. AerCap and GE Aviation agreed to continue their relationship following completion of the GECAS Transaction. In 2021, AerCap and Safran Aircraft Engines, the French aerospace manufacturer, entered into a 20-year joint venture agreement regarding SES.

### *Helicopter leasing*

The Milestone Aviation Group (“Milestone”) is the world’s leading helicopter leasing and financing company with 355 owned or on order helicopters as of December 31, 2021. Milestone partners with helicopter operators worldwide, providing a wide array of financial and productivity solutions, including operating leases, purchase and leasebacks, secured debt financing, engine leasing and fleet advisory services. Milestone supports over 40 customers in more than 35 countries serving a variety of industries, including offshore oil and gas, search and rescue, emergency medical services, police surveillance, mining and other utility missions. Milestone’s largest customers are CHC Helicopters, Bristow Helicopters, Saudi Aramco and Babcock International.

### *AerCap Materials*

AerCap Materials is a global distributor of airframe and engine parts for leading commercial aircraft and engine manufacturers. Since its founding as the Memphis Group in 1971, it has provided quality products and services ranging from spares distribution, engine components, consignment and acquisition. AerCap Materials has its own dismantlement facility located in Greenwood, Mississippi. AerCap Materials has a large inventory of aircraft parts to support mid-life and new-generation aircraft and provides ready access to support various aircraft types, including Boeing 737NG, Boeing 777, Embraer, and A320/A320neo Family aircraft.

### *Aviation leases and transactions*

We lease most of our flight equipment to customers under operating leases. Under these leases, the lessee is responsible for the maintenance and servicing of the equipment during the lease term and we receive the benefit, and assume the risks, of the residual value of the equipment at the end of the lease. Many operators lease flight equipment under operating leases as this reduces their capital requirements and costs and affords them flexibility to manage their fleet more efficiently as flight equipment assets are returned over time. Since the 1970s and the creation of aircraft leasing pioneers Guinness Peat Aviation (“GPA”) and International Lease Finance Corporation (“ILFC”), the world’s airlines have increasingly turned to operating leases to meet their aircraft needs. We serve approximately 300 customers around the world with comprehensive fleet solutions. Our relationships with these customers help us place new flight equipment and remarket existing flight equipment.

Over the life of our flight equipment, we seek to increase the returns on our investments by managing the lease rates, time off-lease and financing and maintenance costs, and by carefully timing their sale. Our current operating leases have initial terms ranging in length up to approximately 16 years. By varying our lease terms, we mitigate the effects of changes in cyclical market conditions at the time aircraft become eligible for re-lease.

Well in advance of the expiration of an operating lease, we prioritize entering into a lease extension with the then-current operator. This reduces our risk of aircraft downtime as well as aircraft transition costs. The terms of our lease extensions reflect the market conditions at the time and typically contain different terms from the original lease. Should a lessee not be interested in extending a lease, or if we believe we can obtain a more favorable return on the aircraft, we will explore other options, including the sale of the asset. If we enter into a lease agreement for the same asset with a different lessee, we generally do so well in advance of the scheduled return date of the asset. When the asset is returned, maintenance work may be required before transition to the next lessee.

Our extensive experience, global reach and operating capabilities allow us to rapidly complete numerous aviation transactions, which enables us to increase the returns on our flight equipment investments by minimizing any time that our assets are not generating revenue for us.

The following table provides details regarding the aircraft, engine and helicopter transactions we executed during the years ended December 31, 2021, 2020 and 2019. The trends shown in the table reflect the execution of the various elements of our leasing strategy for our owned and managed portfolio, as described further below:

	Year Ended December 31,			Total
	2021 (a)	2020	2019	
<b>Owned portfolio</b>				
New leases on new assets	45	10	54	109
New leases on used assets	107	12	37	156
Extensions of lease contracts	131	67	92	290
New asset purchases	58	36	65	159
Asset sales and part-outs (b)	56	40	88	184
<b>Managed portfolio</b>				
New leases on used assets	14	6	5	25
Extensions of lease contracts	14	2	4	20
New asset purchases	7	—	—	7
Asset sales and part-outs	6	6	8	20
<b>Total transactions</b>	<b>438</b>	<b>179</b>	<b>353</b>	<b>970</b>

(a) Does not include GECAS transactions executed prior to the Closing Date.

(b) Disassembly of an aircraft for the sale of its parts.

We perform a review of all of our prospective lessees, which generally includes reviewing financial statements, business plans, cash flow projections, maintenance capabilities, operational performance histories, hedging arrangements for fuel, foreign currency and interest rates and relevant regulatory approvals and documentation. We perform on-site credit reviews for new lessees, which typically include extensive discussions with the prospective lessee's management before we enter into a new lease. We also evaluate the jurisdiction in which the lessee operates to ensure we are in compliance with any regulations and evaluate our ability to repossess our assets in the event of a lessee default. Depending on the credit quality and financial condition of the lessee, we may require the lessee to obtain guarantees or other financial support from an acceptable financial institution or other third parties.

We typically require our lessees to provide a security deposit for their performance under a lease, including the return of the leased asset in the specified maintenance condition at the expiration of the lease.

All of our lessees are responsible for the maintenance and repair of the leased flight equipment as well as other operating costs during the lease term. Based on the credit quality of the lessee, we require some of our lessees to pay supplemental maintenance rents to cover major scheduled maintenance costs. If a lessee pays supplemental maintenance rents, we reimburse them for their maintenance events (as defined in the lease) up to the amount of their supplemental maintenance rent payments. Under the terms of our leases, at lease expiration, we retain excess maintenance rents to the extent that a lessee has paid us more supplemental maintenance rents than we have reimbursed them for their maintenance events. In most lease contracts that do not require the payment of supplemental maintenance rents, the lessee is generally required to redeliver the leased asset in a similar maintenance condition (normal wear and tear excepted) as when accepted under the lease. To the extent that the redelivery condition is different from the acceptance condition, we generally receive cash compensation for the value difference at the time of redelivery. As of December 31, 2021 and 2020, approximately 34% and 35%, respectively, of our owned aircraft leases provided for supplemental maintenance rental payments.

We require the lessee to compensate us if the aircraft is not in the required condition upon redelivery. All of our leases contain provisions regarding our remedies and rights in the event of default by the lessee, and also include specific provisions regarding the required condition of the leased asset upon its redelivery.

Our lessees are also responsible for compliance with all applicable laws and regulations governing the leased asset and all related costs. We require our lessees to comply with either the FAA, EASA or their equivalent standards in other jurisdictions.

During the term of our leases, some of our lessees may experience financial difficulties resulting in the need to restructure their leases. Generally, our restructurings can involve a number of possible changes to the lease terms, including the voluntary termination of leases prior to their scheduled expiration, the arrangement of subleases from the primary lessee to a sublessee, the rescheduling of lease payments and the exchange of lease payments for other consideration. In some cases, we may repossess a leased asset and, in those cases, we usually export the leased asset from the lessee's jurisdiction to prepare it for remarketing. In the majority of repossessions, we obtain the lessee's cooperation and the return and export of the leased asset are completed without significant delay. In some repossessions, however, our lessees may not cooperate in returning leased assets and we may be required to take legal action. In connection with the repossession of an asset, we may be required to settle claims on such asset or to which the lessee is subject, including outstanding liens on the repossessed asset. Refer to "Item 3. Key Information—Risk Factors—Risks related to our relationship with our lessees—If our lessees fail to cooperate in returning our assets following lease terminations, we may encounter obstacles and are likely to incur significant costs and expenses conducting repossessions" for a discussion of how repossessions may affect our financial results.

#### *Scheduled lease expirations*

The following table presents the scheduled lease expirations (for the minimum non-cancelable period) for our owned aircraft under operating leases by aircraft type as of December 31, 2021. The table does not give effect to contracted unexercised lease extension options, aircraft on finance leases, lease extensions or re-leases that are subject to a letter of intent, aircraft sales that have been contracted or are subject to a letter of intent, or designations of a certain aircraft for sale or part-out.

Aircraft type	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	Thereafter	Total
<b>Passenger Aircraft</b>	<b>123</b>	<b>92</b>	<b>151</b>	<b>130</b>	<b>165</b>	<b>138</b>	<b>81</b>	<b>82</b>	<b>94</b>	<b>106</b>	<b>212</b>	<b>1,374</b>
Airbus A220 Family	—	—	—	—	—	—	—	—	—	—	1	1
Airbus A320 Family	59	52	68	55	55	55	31	9	2	6	6	398
Airbus A320neo Family	—	—	—	5	6	7	11	42	49	62	126	308
Airbus A330	13	9	9	4	11	8	1	3	3	—	—	61
Airbus A350	—	—	—	—	—	3	7	6	8	5	15	44
Boeing 737 MAX	—	—	—	—	—	—	—	—	16	2	24	42
Boeing 737NG	20	18	41	45	73	42	12	2	—	3	12	268
Boeing 777-200ER	6	2	—	—	2	—	—	—	—	—	—	10
Boeing 777-300 / 300ER	4	6	8	6	3	4	5	3	—	7	3	49
Boeing 787	1	—	3	4	3	9	11	16	15	18	19	99
Embraer E190 / E195 / E2	4	1	7	3	3	3	2	1	1	3	6	34
Other	16	4	15	8	9	7	1	—	—	—	—	60
<b>Freighter Aircraft</b>	<b>2</b>	<b>3</b>	<b>2</b>	<b>2</b>	<b>2</b>	<b>6</b>	<b>9</b>	<b>10</b>	<b>17</b>	<b>2</b>	<b>2</b>	<b>57</b>
Boeing 737	2	1	1	2	—	4	4	10	17	1	2	44
Boeing 747 / 767 / 777	—	2	1	—	2	2	5	—	—	1	—	13
<b>Total (a) (b)</b>	<b>125</b>	<b>95</b>	<b>153</b>	<b>132</b>	<b>167</b>	<b>144</b>	<b>90</b>	<b>92</b>	<b>111</b>	<b>108</b>	<b>214</b>	<b>1,431</b>

(a) As of December 31, 2021, scheduled lease expirations through the end of 2023 represented less than 6% of the aggregate net book value of our fleet. As of March 25, 2022, 44 of the 125 aircraft with leases expiring in 2022 have been re-leased, have had leases extended, or have been designated for sale or part-out.

(b) Includes 46 aircraft that were off-lease and under commitment for re-lease as of December 31, 2021.

*Principal markets and customers*

The following table presents the percentage of lease revenue of our owned portfolio from our top five lessees for the year ended December 31, 2021:

Lessee	Percentage of 2021 lease revenue
American Airlines	7.6%
China Southern Airlines	7.1%
Air France	4.9%
Azul Airlines	4.7%
Ethiopian Airlines	3.2%
<b>Total</b>	<b>27.5%</b>

We lease our aircraft to lessees located in every major geographical region. The following table presents the percentage of our total lease revenue by region based on our lessee's principal place of business for the years ended December 31, 2021, 2020 and 2019:

Region	Year Ended December 31,		
	2021	2020	2019
Asia/Pacific/Russia	36%	38%	38%
Europe	26%	27%	28%
United States/Canada/Caribbean	16%	14%	13%
Latin America	12%	11%	11%
Africa/Middle East	10%	10%	10%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

For further geographic information on our total lease revenue and long-lived assets, refer to Note 21—*Geographic information* to our Consolidated Financial Statements included in this annual report.

### ***Aircraft and engine services***

We provide aircraft and engine asset management and corporate services to securitization vehicles, joint ventures and other third parties. As of December 31, 2021, we had asset management servicing contracts with 22 parties that owned 196 aircraft and 221 engines. Since we have an established operating system to manage our own aircraft and engines, the incremental cost of providing asset management services to securitization vehicles, joint ventures and third parties is limited. Our primary aircraft and engine asset management activities include:

- remarketing aircraft and engines for lease or sale;
- collecting rental and supplemental maintenance rent payments, monitoring aircraft maintenance, monitoring and enforcing contract compliance and accepting delivery and redelivery of aircraft and engines;
- conducting ongoing lessee financial performance reviews;
- periodically inspecting the leased aircraft and engines;
- coordinating technical modifications to aircraft to meet new lessee requirements;
- conducting restructuring negotiations in connection with lease defaults;
- repossessing aircraft and engines;
- arranging and monitoring insurance coverage;
- registering and de-registering aircraft;
- arranging for aircraft and engine valuations; and
- providing market research.

We charge fees for our aircraft and engine management services based on a mixture of fixed and rental-based amounts, and we also receive performance-based fees related to the managed aircraft or engine lease revenues or sale proceeds.

We also provide corporate administrative and cash management services to securitization vehicles and joint ventures. We currently have corporate administration and/or cash management service contracts with eight parties. Our corporate administrative services consist primarily of accounting and corporate secretarial services, including the preparation of budgets and financial statements. Cash management services consist primarily of treasury services such as the financing, refinancing, hedging and ongoing cash management of these companies.

### ***Aviation parts and supply chain***

Through AerCap Materials, Inc. (“AerCap Materials”), we provide airframe and engine parts and supply chain solutions and we disassemble aircraft and engines into parts. AerCap Materials sells airframe parts to airlines, maintenance, repair and overhaul service providers, and aircraft parts distributors.

## ***Our business strategy***

We develop and grow our aviation leasing business by executing on our focused business strategy, the key components of which are as follows:

### ***Manage the profitability of our flight equipment portfolio***

Our ability to profitably manage flight equipment throughout their lifecycle depends, in part, on our ability to successfully source acquisition opportunities of new and used flight equipment at favorable terms, as well as our ability to secure long-term funding for such acquisitions, lease flight equipment at profitable rates, minimize downtime between leases and associated maintenance expenses and opportunistically sell aircraft. We manage the long-term profitability of our flight equipment portfolio by:

- purchasing flight equipment directly from manufacturers;
- entering into purchase and leaseback transactions with airlines;
- using our global customer relationships to obtain favorable lease terms for flight equipment and maximizing utilization;
- maintaining diverse sources of global funding;
- optimizing our portfolio by selling flight equipment; and
- providing management services to securitization vehicles, our joint ventures and other aircraft owners at limited incremental cost to us.

### ***Efficiently manage our liquidity***

We analyze sources of financing based on pricing and other terms and conditions in order to optimize the return on our investments. We have the ability to access a broad range of liquidity sources globally. In 2021, we raised \$30.5 billion of financing, including note issuances in the capital markets, bank debt and revolving credit facilities, \$24 billion of which was for the purpose of financing the GECAS Transaction.

We have access to liquidity in the form of our revolving credit facilities and our term loan facilities, which provide us with flexibility in raising capital and enable us to deploy capital rapidly to accretive aircraft purchase opportunities that may arise. As of December 31, 2021, we had \$10.6 billion of undrawn lines of credit available under our revolving credit and term loan facilities and other available secured debt and \$1.7 billion of unrestricted cash. We strive to maintain a diverse financing strategy, both in terms of capital providers and structure, through the use of bank debt, note issuance and export credit, including ECA-guaranteed loans, in order to maximize our financial flexibility. We also leverage our longstanding relationships with major aircraft financiers and lenders to secure access to capital. In addition, we attempt to maximize our operating cash flows and continue to pursue the sale of flight equipment to generate additional cash flows. Refer to Note 15—*Debt* to our Consolidated Financial Statements included in this annual report for a detailed description of our outstanding indebtedness.

### ***Manage our flight equipment portfolio***

We intend to maintain an attractive portfolio of in-demand flight equipment by acquiring new flight equipment directly from manufacturers, executing purchase and leaseback transactions with airlines, assisting airlines with refleetings and pursuing other opportunistic transactions. We rely on our experienced team of portfolio management professionals to identify and purchase assets we believe are being offered at attractive prices or that we believe will experience an increase in demand over a prolonged period of time. In addition, we intend to continue to rebalance our portfolio through sales to maintain the appropriate mix of flight equipment by customer concentration, asset, age and type.



### *Maintain a diversified and satisfied customer base*

We operate our business on a global basis, leasing flight equipment to customers in every major geographical region. We have active customer relationships with approximately 300 customers around the world. These customer relationships are either with existing customers or airlines with which we maintain regular dialogue in relation to potential transaction opportunities. Our relationships with these airlines help us place new flight equipment and remarket existing flight equipment. We monitor our lessee exposure concentrations by both customer and country jurisdiction and intend to maintain a well-diversified customer base. We believe we offer a quality product, both in terms of assets and service, to all of our customers. We have successfully worked with many customers to find mutually beneficial solutions to operational and financial challenges. We believe we maintain excellent relations with our customers. We have been able to achieve a high utilization rate on our aviation assets as a result of our customer reach, quality product offering and strong portfolio management capabilities.

### *Allocate capital efficiently*

We seek to deploy our capital efficiently to provide the best long-term returns for our investors. We have a broad range of options for deployment of capital, including investment in flight equipment, repayment of debt, mergers and acquisitions and the return of capital to shareholders. We have deployed our capital across all of these areas in the past and will continue to seek opportunities to do so in the future.

### *Joint ventures*

We conduct some of our business through joint ventures. The joint venture arrangements allow us to obtain stable servicing revenues and diversify our exposure to the economic risks related to aircraft and engines.

#### *Shannon Engine Support Ltd*

Following the GECAS Transaction, SES is a joint venture 50% owned by us and 50% owned by Safran Aircraft Engines. SES is headquartered in Shannon, Ireland, with marketing offices in Beijing, China and Budapest, Hungary. SES offers spare engine solutions to CFM International operators, including guaranteed pool access, short-term and long-term leases, trading and exchanges, all of which can be structured and combined to meet an individual airline's fleet requirements. SES's spare engine pools are located at certified MRO facilities around the world, close to international logistics hubs, to easily support airlines operating CFM56 and LEAP powered aircraft. We account for our investment in SES under the equity method of accounting.

Refer to Note 10—*Associated companies* to our Consolidated Financial Statements included in this annual report for further details on our joint ventures.

### *Relationship with Airbus, Boeing and other manufacturers*

We are one of the largest customers of Airbus and Boeing measured by deliveries of aircraft through 2021 and our order backlog. We were also the launch customer of the Embraer E2 program. We are also among the largest purchasers of engines from each of CFM International, GE Aviation, International Aero Engines, Pratt & Whitney and Rolls-Royce. These extensive manufacturer relationships and the scale of our business enable us to place large orders with favorable pricing and delivery terms. In addition, these strategic relationships with manufacturers and market knowledge allow us to participate in new aircraft designs, which gives us increased confidence in our airframe and engine selections. AerCap cooperates broadly with manufacturers seeking mutually beneficial opportunities.

### *Competition*

The aviation leasing and sales business is highly competitive, and we face competition from other aviation leasing companies, airlines, aviation manufacturers, aviation brokers and financial institutions. Competition for a leasing transaction is based on a number of factors, including delivery dates, lease rates, term of lease, other lease provisions, aircraft condition and the availability in the market place of the types of aircraft that can meet customer requirements. As a result of our geographical reach, diverse aircraft portfolio and success in remarketing our aircraft, we believe we are a strong competitor in all of these areas.

## ***Insurance***

Our lessees are required under our leases to bear responsibility, through an operational indemnity subject to customary exclusions, and to carry insurance for any liabilities arising out of the operation of our flight equipment, including any liabilities for death or injury to persons and damage to property that ordinarily would attach to the operator of the asset.

In addition, our lessees are required to carry other types of insurance that are customary in the air transportation industry, including hull all risks insurance for both the aircraft and each engine whether or not installed on our aircraft (in each case, at a value stipulated in the relevant lease which typically exceeds the aircraft net book value by 10%) and hull war risks insurance covering risks such as hijacking and terrorism and, where permitted, including confiscation, expropriation, nationalization and seizure (subject to adjustment or fleet or policy aggregate limits in certain circumstances and customary exclusions). Our lessees are also required to carry aircraft spares insurance and aircraft third party liability insurance, in each case subject to customary deductibles and exclusions. We are named as an additional insured on liability insurance policies carried by our lessees, and we or our lenders are designated as a loss payee in the event of a total loss of an asset. We monitor the compliance by our lessees with the insurance provisions of our leases by securing confirmation of coverage from the lessees' insurance brokers.

We also purchase insurance which provides us with coverage when our assets are not subject to a lease or where a lessee's policy fails to indemnify us. In addition, we carry customary insurance for our property, which is subject to customary deductibles, limits and exclusions. Insurance experts advise and make recommendations to us as to the appropriate amount of insurance coverage that we should obtain.

## ***Regulation***

While the air transportation industry is highly regulated, we generally are not directly subject to most of these regulations, as we do not operate our assets. Our lessees are subject, however, to extensive regulation under the laws of the jurisdictions in which they are registered and in which they operate. These regulations, among other things, govern the registration, operation and maintenance of our assets. Most of our aircraft are registered in the jurisdiction in which the lessee of the aircraft is certified as an air operator. Both our aircraft and engines are subject to the airworthiness and other standards imposed by our lessees' jurisdictions of operation. Laws affecting the airworthiness of flight equipment are generally designed to ensure that all aircraft, engines and related equipment are continuously maintained in proper condition to enable safe operation of the aircraft. Most countries' aviation laws require aircraft and engines to be maintained under an approved maintenance program with defined procedures and intervals for inspection, maintenance and repair.

In October 2016, ICAO adopted CORSIA, a global market-based scheme aimed at reducing carbon dioxide emission from international aviation that will become mandatory in 2027. At least 107 countries including the United States, have indicated that they will participate in the voluntary phase-in of CORSIA in 2022. Limitations on emissions such as ETS and CORSIA could favor younger, more fuel-efficient aircraft since they generally produce lower levels of emissions per passenger, which could adversely affect our ability to re-lease or otherwise dispose of less efficient aircraft on a timely basis, on favorable terms, or at all. This is an area of law that is rapidly changing and as of yet remains specific to certain jurisdictions. While we do not know at this time whether new emissions restrictions will be passed, and if passed what impact these laws might have on our business, any future emissions limitations or other future requirements to address climate change concerns could adversely affect us.

In addition, under our leases, we may be required, in some instances, to obtain specific licenses, consents or approvals for different aspects of the leases. These required items include consents from governmental or regulatory authorities for certain payments under the leases and for the import, re-export or deregistration of the leased assets. Also, to perform some of our cash management services and insurance services from Ireland under our management arrangements with our joint ventures and securitization entities, we are required to have a license from the Irish regulatory authorities, which we have obtained.

The United States, among other jurisdictions, regulates the export of goods, software, technology, and military items from the United States. In addition to the Office of Foreign Assets Control, two principal U.S. Government agencies have regulatory authority in this area. The U.S. Department of State, Directorate of Defense Trade Controls ("DDTC") administers the International Traffic in Arms Regulations ("ITAR") and the U.S. Department of Commerce, Bureau of Industry and Security administers the Export Administration Regulations ("EAR").

ITAR and EAR compliance are an integral part of AerCap compliance activities. As a result of the GECAS Transaction, Milestone Aviation, a helicopter operating lessor which engages in defense trade activities, became a wholly-owned subsidiary of AerCap. While our fleet is comprised of civil helicopters, certain of the helicopters (generally helicopters configured for search and rescue (“SAR”) or police services missions) are equipped with controlled equipment covered by active ITAR licenses. In view of our defense trade activities, The Milestone Aviation Group LLC is registered with DDTC as an exporter and broker under ITAR. The controlled equipment in our fleet may require prior authorizations to be exported to certain jurisdictions. Any failures by us or our customers or suppliers to comply with these laws and regulations could result in civil or criminal penalties, fines, investigations, adverse publicity or restrictions on its ability to continue to engage in business activities involving controlled equipment, and repeat failures could carry more significant penalties. Any changes in export or sanctions regulations may further restrict business activities involving controlled equipment. The length of time required by the licensing processes can vary, potentially delaying helicopter lease transactions and the recognition of the corresponding revenue.

Please refer to “Item 3. Key Information—Risk Factors—Risks related to the geopolitical, regulatory and legal exposure of our business—We are subject to various risks and requirements associated with transacting business in many countries” and “Item 3. Key Information—Risk Factors—Risks related to the geopolitical, regulatory and legal exposure of our business—Our assets are subject to various environmental regulations and concerns,” for a detailed discussion of government sanctions, export controls and other regulations that could affect our business.

### ***Litigation***

Please refer to Note 30—*Commitments and contingencies* to our Consolidated Financial Statements included in this annual report for a detailed description of material litigation to which we are a party.

### ***Trademarks***

We have registered the “AerCap” name with the European Union Intellectual Property Office and the United States Patent and Trademark Office, as well as filed the “AerCap” trademark with the World Intellectual Property Organization International (Madrid) Registry and various local trademark authorities. The Milestone Aviation Group LLC has registered the “Milestone” trademark with the United States Patent and Trademark Office, the European Union Intellectual Property Office, and various local trademark authorities.

### ***Culture and values***

We strive to conduct our business with integrity and in an honest and responsible manner and to build and maintain long-term, mutually beneficial relationships with our customers, suppliers, shareholders, employees and other stakeholders. These values are further specified in our code of conduct and our ethics-related compliance policies, procedures, trainings and programs. Ethical behavior is strongly promoted by the management team. The Company has an excellent track record in relation to ethics and compliance. These ethical values are reflected in the Company’s long-term strategy and our way of doing business.

### ***Sustainability and community***

During 2021, the Board of Directors discussed and reviewed our approach to environmental, social and governance (“ESG”) related topics and other values that contribute to a culture focused on long-term value creation. In April 2021, we published a new ESG report, which was prepared in accordance with the Global Reporting Initiative Standards: Core option, which is publicly available on our website and not incorporated by reference into this annual report. The report sets forth in detail our commitment to growing our business in a responsible and sustainable way. In December 2021, our Board of Directors established an ESG Committee, which aims to enhance AerCap’s governance of ESG-related risks and opportunities and reflects AerCap’s aspiration to be a leader in this space. The committee comprises three board-level independent directors and members of the AerCap senior leadership team. These individuals have relevant experience in areas such as governance, sustainability, energy efficiency, charitable outreach, financial reporting and reputational risk management. This approach is designed to provide dedicated oversight to ESG issues at the highest level.

Renewing our aircraft portfolio through the acquisition of new, modern technology aircraft while disposing of older aircraft has a positive impact on the environment, as these new technology aircraft produce significantly lower emissions than older aircraft and engines, thus helping AerCap and our airline customers to reduce their environmental footprint. AerCap is committed to the efficient use of resources and the reduction of unnecessary waste. Our head office in Dublin has been certified for sustainability in the areas of building materials, energy and water use and accessibility. Our office buildings in Los Angeles and Singapore hold similar green building certifications. The Company has invested resources to improve greenhouse gas emissions and corresponding mitigating initiatives.

Our Board of Directors along with members of the AerCap senior leadership team oversee our human capital management. We have zero tolerance of human rights violations, including modern day slavery, child labor and human trafficking, and we monitor for occurrences of these both in our operations and through our supply chain. We have a diverse workforce with employees from over 25 countries around the world. We align our non-discrimination policies with local laws in the locations where we operate, and we see great value in the diversity of cultural, ethnic, gender, social and education backgrounds as we serve customers in over 80 different countries around the world.

We actively seek to hire and retain talented employees and remunerate our employees with what we believe are attractive packages that are competitive with or superior to our peers. This includes not only competitive salaries and benefits, but also performance based-bonuses and employee share schemes. In addition, we also provide opportunities for employees to move within the organization through continuous development programs, industry insights and training and knowledge sharing sessions as well as through well-being initiatives.

We participate in a number of charitable events and industry-related educational programs. Through our social responsibility program, we encourage employees to support local and national organizations that strengthen the communities in which they live and operate. Our employee-led CSR Committee oversees the selection of charitable themes and charity partners and the implementation of charitable donations and activities. A number of our charitable donations involve the matching of funds raised through employee team efforts for the benefit of local community projects. We, along with other major aircraft leasing companies, are a founder and sponsor of a prestigious master's degree in aviation finance program at a renowned university. In addition to sponsorship, this program involves lectures by some of our key employees and internships provided by the Company to a number of international students from the program, in line with the global nature and identity of the Company and our business. In August 2021, we launched a four-year scholarship program, providing ten scholarships to students of the Faculty of Engineering at the International School of Engineering at Chulalongkorn University, Thailand's number one ranked university and a world-class leader in aerospace engineering education. In addition to the scholarships, AerCap will provide a range of tailored support to students, including guest lectures and workshops, and summer internships. As part of the scholarship program, final year students will undertake a research project in collaboration with AerCap which will focus on our environmental objectives to reduce our carbon footprint and to drive sustainable growth for our airline customers and the wider aviation industry.

### ***GECAS Integration***

Following the completion of the GECAS Transaction, we have focused, and will continue to focus, on integration while maintaining the efficiency of our operations in order to achieve our operational, financial and strategic objectives. Since the completion of the GECAS Transaction, we have continued to execute our business strategy described above.

## Aircraft portfolio

The following table presents our aircraft portfolio by type of aircraft as of December 31, 2021:

Aircraft type	Number of owned aircraft	% Net Book Value	Number of managed aircraft	Number of on order aircraft (b)	Total owned, managed and on order aircraft
<b>Passenger Aircraft</b>	<b>1,685</b>	<b>97%</b>	<b>189</b>	<b>417</b>	<b>2,291</b>
Airbus A220 Family	1	—	—	10	11
Airbus A320 Family	530	13%	76	—	606
Airbus A320neo Family	312	27%	15	265	592
Airbus A330	74	3%	10	—	84
Airbus A330neo Family	—	—	—	12	12
Airbus A350	44	10%	6	—	50
Boeing 737 MAX	45	3%	1	67	113
Boeing 737NG	366	13%	79	—	445
Boeing 777-200ER	21	—	—	—	21
Boeing 777-300 / 300ER	49	5%	1	—	50
Boeing 787	99	20%	1	25	125
Embraer E190 / E195 / E2	73	2%	—	33	106
Other (a)	71	1%	—	5	76
<b>Freighter Aircraft</b>	<b>71</b>	<b>3%</b>	<b>7</b>	<b>—</b>	<b>78</b>
Boeing 737	45	2%	7	—	52
Boeing 747 / 767 / 777	26	1%	—	—	26
<b>Total</b>	<b>1,756</b>	<b>100%</b>	<b>196</b>	<b>417</b>	<b>2,369</b>

(a) Other includes 71 owned aircraft (including 26 Embraer E170/175 aircraft; 22 Boeing 767 aircraft; 19 ATR and De Havilland Canada DHC-8-400 aircraft and four Boeing 757 aircraft) and five regional jet aircraft on order.

(b) Excludes aircraft for which we have cancellation rights, and aircraft with contractual sales at delivery.

The following table presents our owned aircraft portfolio by type of aircraft as a percentage of total net book value as of each of the five years ended December 31, 2021:

Aircraft type	As of December 31,				
	2021	2020	2019	2018	2017
<b>Passenger Aircraft</b>	<b>97%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>
Airbus A220 Family	—	—	—	—	—
Airbus A320 Family	13%	13%	14%	16%	21%
Airbus A320neo Family	27%	23%	18%	14%	7%
Airbus A330	3%	4%	7%	9%	11%
Airbus A350	10%	10%	10%	10%	7%
Boeing 737 MAX	3%	1%	1%	1%	—
Boeing 737NG	13%	15%	16%	19%	22%
Boeing 777-200ER	—	1%	1%	1%	2%
Boeing 777-300/300ER	5%	3%	4%	5%	6%
Boeing 787	20%	29%	28%	25%	22%
Embraer E190/195/E2	2%	1%	1%	—	—
Other	1%	—	—	—	2%
<b>Freighter Aircraft</b>	<b>3%</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
Boeing 737	2%	—	—	—	—
Boeing 747 / 767 / 777	1%	—	—	—	—
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>
<b>New technology aircraft (a)</b>	<b>61%</b>	<b>63%</b>	<b>58%</b>	<b>49%</b>	<b>37%</b>

(a) New technology aircraft includes Airbus A220 Family, Airbus A320neo Family, Airbus A350, Boeing 737 MAX, Boeing 787 and Embraer E2 aircraft.

Following the fatal accidents of two Boeing 737 MAX aircraft, the worldwide fleet of these aircraft was grounded by aviation authorities in March 2019 and production was temporarily suspended by Boeing in January 2020, resulting in ongoing delays in the delivery of our aircraft on order from Boeing. Most jurisdictions have now approved the Boeing 737 MAX return to service, including the United States, China and Europe. As of December 31, 2021, we had 43 Boeing 737 MAX aircraft delivered and on lease, and a further 67 Boeing 737 MAX aircraft on order, excluding aircraft for which we have cancellation rights. Refer to “Item 3. Key Information—Risk Factors—Risks related to competition and the aviation industry—The financial instability of an aircraft or engine manufacturer could impact delivery of our aircraft on order and negatively affect our cash flow and results of operations.”

During the year ended December 31, 2021, we had the following activity related to owned aircraft:

	Held for operating leases	Investment in finance leases, net	Held for sale	Total owned aircraft
Number of owned aircraft at beginning of period	863	76	—	939
GECAS Transaction	662	157	4	823
Aircraft purchases	45	—	—	45
Aircraft reclassified to held for sale	(27)	—	27	—
Aircraft sold or designated for part-out	(33)	—	(18)	(51)
Aircraft reclassified from investment in finance leases, net	7	(7)	—	—
<b>Number of owned aircraft at end of period</b>	<b>1,517</b>	<b>226</b>	<b>13</b>	<b>1,756</b>

### *Aircraft on order*

The following table details our 417 aircraft on order as of December 31, 2021:

Aircraft type	2022	2023	2024	2025	2026	Thereafter	Total
Airbus A220 Family	7	3	—	—	—	—	10
Airbus A320neo Family	58	63	51	48	28	17	265
Airbus A330neo Family	1	5	6	—	—	—	12
Boeing 737 MAX	6	15	18	21	7	—	67
Boeing 787	3	5	5	6	3	3	25
Embraer E190/195-E2	5	—	11	17	—	—	33
Other	—	—	—	—	5	—	5
<b>Total</b>	<b>80</b>	<b>91</b>	<b>91</b>	<b>92</b>	<b>43</b>	<b>20</b>	<b>417</b>

Due to our order book of aircraft, we believe that we are well-positioned to take advantage of trading opportunities and expand our aircraft portfolio. We believe that our global network of strong relationships with airlines, aircraft manufacturers, maintenance, repair and overhaul service providers and commercial and financial institutions gives us a competitive advantage in sourcing and executing transactions. Our revolving credit facilities are designed to allow us to rapidly execute our portfolio management strategies by providing us with large-scale committed funding to acquire new and used aircraft.

### *Aircraft acquisitions and dispositions*

We purchase new and used aircraft directly from aircraft manufacturers, airlines and financial investors. The aircraft we purchase are both on-lease and off-lease, depending on market conditions and the composition of our portfolio. The buyers of our aircraft include airlines, financial investors and other aircraft leasing companies. We acquire aircraft at attractive prices in three primary ways: by purchasing large quantities of aircraft directly from manufacturers to take advantage of volume discounts, by purchasing portfolios consisting of aircraft of varying types and ages and by entering into purchase and leaseback transactions with airlines. In addition, we also opportunistically purchase individual aircraft that we believe are being offered at attractive prices. Through our marketing team, which is in frequent contact with airlines worldwide, we are also able to identify attractive acquisition and disposition opportunities. We sell aircraft when we believe the market price for the type of aircraft has reached its peak or to rebalance the composition of our aircraft portfolio.

Prior to a purchase or disposition, our dedicated portfolio management group analyzes the aircraft's price, fit in our aircraft portfolio, specification and configuration, maintenance history and condition, the existing lease terms, financial condition and creditworthiness of the existing lessee, the jurisdiction of the lessee, industry trends, financing arrangements and the aircraft's redeployment potential and value, among other factors. During the year ended December 31, 2021, we purchased 45 aircraft and sold 51 aircraft from our owned portfolio.

## History and development of the Company

AerCap Holdings N.V. was incorporated in the Netherlands as a public limited liability company (“*naamloze vennootschap*” or “*N.V.*”) on July 10, 2006. AerCap is the global leader in aviation leasing with 2,369 aircraft owned, managed or on order, over 900 engines (including engines owned by our Shannon Engine Support joint venture), over 300 owned helicopters, and total assets of \$74.6 billion as of December 31, 2021. Our ordinary shares are listed on the New York Stock Exchange (the “NYSE”) under the ticker symbol AER. Our headquarters is located in Dublin, and we have offices in Shannon, Miami, Singapore, Amsterdam, Shanghai, Abu Dhabi and other locations. We also have representative offices at the world’s largest aircraft manufacturers, Boeing in Seattle and Airbus in Toulouse.

As of December 31, 2021, we had 250,347,345 ordinary shares issued, including 245,395,448 ordinary shares issued and outstanding, and 4,951,897 ordinary shares held as treasury shares. Our issued and outstanding ordinary shares included 5,822,811 shares of unvested restricted stock.

The address of our headquarters in Dublin is AerCap House, 65 St. Stephen’s Green, Dublin D02 YX20, Ireland, and our general telephone number is +353 1 819 2010. Our website address is [www.aercap.com](http://www.aercap.com). Information contained on our website does not constitute a part of this annual report. Puglisi & Associates is our authorized representative in the United States. The address of Puglisi & Associates is 850 Liberty Avenue, Suite 204, Newark, DE 19711 and their general telephone number is +1 (302) 738-6680. The U.S. Securities and Exchange Commission (“SEC”) maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. You can review our SEC filings, including this annual report, by accessing the SEC’s internet website at [www.sec.gov](http://www.sec.gov).

AerCap completed the acquisition of the GECAS business from GE on November 1, 2021. Under the terms of the transaction agreement, GE received 111.5 million newly issued AerCap shares, \$23 billion of cash and \$1 billion of AerCap senior notes. Immediately following the completion of the GECAS Transaction, GE held approximately 46% of AerCap’s issued and outstanding ordinary shares. In connection with the GECAS Transaction, GE appointed one member to join the Board of Directors of AerCap, bringing the number of directors serving on AerCap’s Board of Directors to ten. Additionally, pursuant to the shareholder agreement between AerCap and GE, for as long as GE and its wholly owned subsidiaries, collectively, beneficially own at least 10% of our outstanding shares, GE will be entitled to designate a second director for appointment to AerCap’s Board of Directors. The GE shares are subject to a lock-up period which will expire in stages from nine to 15 months after the Closing Date. GE has entered into agreements with AerCap regarding voting restrictions, standstill provisions and certain registration rights. Refer to Note 4—*GECAS Transaction* to our Consolidated Financial Statements included in this annual report.

Our primary capital expenditure is the purchase of flight equipment under purchase agreements with the manufacturers (primarily, Airbus, Boeing and Embraer for aircraft). Please refer to “Item 5. Operating and Financial Review and Prospects—Liquidity and capital resources” for a detailed discussion of our capital expenditures. The following table presents our capital expenditures for the years ended December 31, 2021, 2020 and 2019:

	Year Ended December 31,		
	2021	2020	2019
	(U.S. Dollars in thousands)		
Purchase of flight equipment	\$ 1,703,395	\$ 778,547	\$ 3,359,092
Prepayments on flight equipment	86,386	405,178	1,369,400



## Facilities

We lease our Dublin, Ireland headquarters office facility under a 25-year lease that began in December 2015, which has a termination right, at our option, in 2031. We lease our Shannon, Ireland office facilities under four separate leases, one of which expires in 2033 with an option to terminate in 2029 and three of which expire in 2029 with options to terminate in 2024. We lease our Singapore office facility under three leases that expire by February 2024. In January 2022 we entered into a lease for our Miami office facility that expires in December 2034. In addition to the above facilities, we also lease small offices in various locations around the world including Dublin, Ireland, Amsterdam, The Netherlands, Shanghai, China, Dubai, United Arab Emirates and Abu Dhabi, United Arab Emirates.

## Organizational structure

AerCap Holdings N.V. is a holding company that holds directly and indirectly consolidated subsidiaries, which in turn own our aviation assets. As of December 31, 2021, AerCap Holdings N.V. did not own significant assets other than its direct and indirect investments in its subsidiaries. As of December 31, 2021, our major operating subsidiaries, each of which is ultimately 100%-owned by AerCap Holdings N.V., are AerCap Ireland Limited (Ireland) (“AerCap Ireland”), AerCap Ireland Capital DAC (Ireland), AerCap Global Aviation Trust (United States) (“AerCap Trust”), AerCap Aviation Leasing Limited (Ireland), Celestial Aviation Funding Unlimited Company (Ireland) and Celestial Aviation Services Limited (Ireland). Refer to Exhibit 8.1—*List of Subsidiaries of AerCap Holdings N.V.* for a complete list of all our subsidiaries.

### Item 4A. Unresolved Staff Comments

Not applicable.

### Item 5. Operating and Financial Review and Prospects

*You should read this discussion in conjunction with our audited Consolidated Financial Statements and the related notes included in this annual report. Our financial statements are presented in accordance with accounting principles generally accepted in the United States of America, or U.S. GAAP. The discussion below contains forward looking statements that are based upon our current expectations and are subject to uncertainty and changes of circumstances. Refer to “Item 3. Key Information—Risk Factors” and “Special Note About Forward Looking Statements.”*

#### Overview

Net income attributable to AerCap Holdings N.V. for the year ended December 31, 2021 was \$1 billion, compared to a net loss of \$299 million for the year ended December 31, 2020. For the year ended December 31, 2021, diluted earnings per share was \$6.71 and the weighted average number of diluted shares outstanding was 149,005,981. Net interest margin, the difference between basic lease rents and interest expense, excluding the mark-to-market of interest rate caps and swaps, was \$2.6 billion for the year ended December 31, 2021. Annualized net spread less depreciation and amortization was 2.2% for the year ended December 31, 2021. Please refer to “Item 5. Operating and Financial Review and Prospects—Non-GAAP measures” for a reconciliation of net interest margin, annualized net spread and annualized net spread less depreciation and amortization to the most closely related U.S. GAAP measure for the years ended December 31, 2021 and 2020.

## Major developments in 2021

The Covid-19 pandemic and responsive government actions continue to cause economic disruption and a reduction in commercial airline traffic as compared to pre-pandemic levels, resulting in an adverse impact on air travel in certain jurisdictions, the aviation industry and the demand for commercial aircraft. Despite the ongoing challenges of the Covid-19 pandemic, in 2021 AerCap:

- Completed the GECAS acquisition on November 1, 2021, making AerCap the worldwide industry leader across all areas of aviation leasing: aircraft, engines and helicopters;
- Raised \$30.5 billion of financing, including note issuances in the capital markets, bank debt and revolving credit facilities, \$24 billion of which was for the purpose of financing the GECAS Transaction;
- Completed purchases of 45 new technology aircraft for approximately \$2.2 billion;
- Completed sales of 51 owned aircraft, with an average age of 18 years, for aggregate proceeds of approximately \$0.8 billion;
- Executed a total of 438 transactions, including 311 lease agreements; and
- Received an ESG Rating of “A” from MSCI Inc., an improvement from our previous ESG rating of “BBB.”

## Aviation assets

During the year ended December 31, 2021, we purchased 45 owned aircraft, five engines and eight helicopters for approximately \$2.4 billion. As of December 31, 2021, we owned 1,756 aircraft and managed 196 aircraft. We also owned or managed over 900 engines (including engines owned by SES) and over 300 helicopters. As of December 31, 2021, we had 417 new aircraft on order. The average age of our fleet of 1,756 owned aircraft, weighted by net book value, was 7.1 years as of December 31, 2021.

## Significant components of revenues and expenses

### *Revenues and other income*

Our revenues and other income consist primarily of basic lease rents, maintenance rents and other receipts, net gain on sale of assets and other income.

### *Basic lease rents and maintenance rents and other receipts*

Nearly all of our aircraft lease agreements provide for the periodic payment of a fixed or a floating amount of rent. Floating rents for aircraft are tied to interest rates during the terms of the respective leases. During the year ended December 31, 2021, 1.2% of our basic lease rents from aircraft under operating leases was attributable to leases with lease rates tied to floating interest rates. In addition, our leases require the payment of supplemental maintenance rent based on aircraft utilization during the lease term, or EOL compensation calculated with reference to the condition of the aircraft at lease expiration. The amount of basic lease rents and maintenance rents and other receipts (together, “lease revenue”) we recognize is primarily influenced by the following five factors:

- the contracted lease rate, which is highly dependent on the age, condition and type of the leased aircraft;
- for leases with rates tied to floating interest rates, interest rates during the term of the lease;
- the number of aircraft currently subject to lease contracts;
- the lessee’s performance of its lease obligations; and
- the amount of EOL compensation payments we receive, maintenance revenue and other receipts recognized during the lease and accrued maintenance liabilities recognized as revenue at the end of a lease.

In addition to aircraft-specific factors such as the type, condition and age of the aircraft, the lease rates for our leases with fixed rental payments are initially determined in part by reference to the prevailing interest rate for a debt instrument with a term similar to the lease term and with a similar credit quality as the lessee at the time we enter into the lease. Many of the factors described above are influenced by global and regional economic trends, airline market conditions, the supply and demand balance for the type of aircraft we own and our ability to remarket our aircraft subject to expiring lease contracts under favorable economic terms.

As of December 31, 2021, 1,624 of our 1,756 owned aircraft were on lease, with no lessee representing more than 10% of total lease revenue for the year ended December 31, 2021. As of December 31, 2021, our owned aircraft portfolio included 132 aircraft that were off-lease. As of March 25, 2022, of the 132 aircraft, 55 were re-leased or under commitments for re-lease, 43 aircraft were designated for sale or part-out (which represented less than 1% of the aggregate net book value of our fleet), 27 aircraft were being marketed for re-lease (which represented approximately 1% of the aggregate net book value of our fleet) and seven aircraft were sold.

#### *Net gain on sale of assets*

Our net gain on sale of assets is generated from the sale of our flight equipment and is largely dependent on the condition of the asset being sold, prevailing interest rates, airline market conditions and the supply and demand balance for the type of asset we are selling. The timing of aircraft sale closings is often uncertain, as a sale may be concluded swiftly or negotiations may extend over several weeks or months. As a result, even if net gain on sale of assets is comparable over a long period of time, during any particular reporting period we may close significantly more or fewer sale transactions than in other reporting periods. Accordingly, net gain on sale of assets recorded in one reporting period may not be comparable to net gain on sale of assets in other reporting periods.

#### *Other income*

Other income consists of proceeds from claims sales, interest revenue, management fee revenue, insurance proceeds and income related to other miscellaneous activities.

Our interest revenue is derived primarily from interest on unrestricted and restricted cash balances and on financial instruments we hold, such as notes receivable, loans receivable and subordinated debt investments in unconsolidated securitization vehicles or affiliates. The amount of interest revenue we recognize in any period is influenced by our unrestricted or restricted cash balances, the principal balance of financial instruments we hold, contracted or effective interest rates, and movements in provisions for financial instruments which can affect adjustments to valuations or provisions.

We generate management fee revenue by providing management services to non-consolidated aircraft securitization vehicles, joint ventures, and other third parties. Our management services include aircraft asset management services, such as leasing, remarketing and technical advisory services, cash management and treasury services, and accounting and administrative services.

During the year ended December 31, 2021, we recognized \$635 million of proceeds from the sale of unsecured claims in Other income. Refer to Note 23—*Other income* to our Consolidated Financial Statements included in this annual report.

#### *Operating expenses*

Our operating expenses consist primarily of depreciation and amortization, interest expense, leasing expenses and selling, general and administrative expenses.

#### *Depreciation and amortization*

Our depreciation expense is influenced by the adjusted gross book values, depreciable lives and estimated residual values of our flight equipment. Adjusted gross book value is the original cost of our flight equipment, adjusted for subsequent capitalized improvements, impairments and accounting basis adjustments associated with a business combination or a purchase and leaseback transaction. In addition, we have definite-lived intangible assets which are amortized over the period which we expect to derive economic benefits from such assets.

#### *Interest expense*

Our interest expense arises from a variety of debt funding structures and related derivative financial instruments as described in “Item 11—Quantitative and Qualitative Disclosures About Market Risk,” Note 12—*Derivative financial instruments* and Note 15—*Debt* to our Consolidated Financial Statements included in this annual report. Interest expense in any period is primarily affected by contracted interest rates, amortization of fair value adjustments, amortization of debt issuance costs and debt discounts and premiums, principal amounts of indebtedness and unrealized mark-to-market gains or losses on derivative financial instruments for which we do not achieve cash flow hedge accounting treatment.

### *Leasing expenses*

Our leasing expenses consist primarily of maintenance rights asset amortization expense, maintenance expenses on our flight equipment, which we incur during the lease through lessor maintenance contributions or when we perform maintenance on our off-lease aircraft, expenses we incur to monitor the maintenance condition of our flight equipment during a lease, expenses to transition flight equipment from an expired lease to a new lease contract, non-capitalizable flight equipment expenses, and provisions for credit losses on notes receivable, trade receivables, loans and investment in finance leases, net.

Maintenance rights assets are recognized when we acquire flight equipment subject to existing leases. These assets represent the contractual right to receive the aircraft in a specified maintenance condition at the end of the lease under lease contracts with EOL payment provisions, or our right to receive the aircraft in better maintenance condition due to aircraft maintenance events performed by the lessee either through reimbursement of maintenance deposit rents held under lease contracts with maintenance reserve (“MR”) provisions, or through a lessor contribution to the lessee.

For leases with EOL maintenance provisions, upon lease termination, we recognize receipt of EOL cash compensation as lease revenue to the extent those receipts exceed the EOL maintenance rights asset, and we recognize leasing expenses when the EOL maintenance rights asset exceeds the EOL cash received. For leases with maintenance reserve payment provisions, we recognize maintenance rights expense at the time the lessee submits a reimbursement claim and provides the required documentation related to the cost of a qualifying maintenance event that relates to pre-acquisition usage.

### *Selling, general and administrative expenses*

Our selling, general and administrative expenses consist primarily of personnel expenses, including salaries, benefits and severance compensation, share-based compensation expense, professional and advisory costs, office facility expenses and travel expenses, as summarized in Note 22—*Selling, general and administrative expenses* to our Consolidated Financial Statements included in this annual report. The level of our selling, general and administrative expenses is influenced primarily by the number of our employees and the extent of transactions or ventures we pursue that require the assistance of outside professionals or advisors.

### ***Income tax benefit (expense)***

Our operations are taxable primarily in the two main jurisdictions in which we manage our business: Ireland and the United States. Deferred taxes are provided to reflect the impact of temporary differences between our income before income taxes and our taxable income. Our effective tax rate has varied from year to year. The primary source of temporary differences is the availability of tax depreciation in our primary operating jurisdictions. Our effective tax rate in any year depends on the tax rates in the jurisdictions from which our income is derived, along with the extent of permanent differences between income or loss before income taxes and taxable income.

We have tax losses in certain jurisdictions that can be carried forward, which we recognize as deferred tax assets. We evaluate the recoverability of deferred tax assets in each jurisdiction in each period based upon our estimates of future taxable income in these jurisdictions. If we determine that we are not likely to generate sufficient taxable income in a jurisdiction prior to expiration, if any, of the availability of tax losses, we establish a valuation allowance against the tax loss to reduce the deferred tax asset to its recoverable value. We evaluate the appropriate level of valuation allowances annually and make adjustments as necessary. Increases or decreases to valuation allowances can affect our income tax benefit (expense) in our Consolidated Income Statements and consequently may affect our effective tax rate in a given year.

## Factors affecting our results

Our results of operations have also been affected by a variety of other factors, primarily:

- the completion of the GECAS acquisition;
- the severity, extent and duration of the Covid-19 pandemic and the rate of recovery in air travel, the aviation industry and global economic conditions, and the potential impacts of the pandemic and responsive government actions on our business and results of operations, financial condition and cash flows;
- the number, type, age and condition of the flight equipment we own;
- aviation industry market conditions, including general economic and political conditions;
- the demand for our flight equipment and the resulting lease rates we are able to obtain for our flight equipment;
- the availability and cost of debt capital to finance purchases of flight equipment;
- the purchase price we pay for our flight equipment;
- the number, type and sale price of flight equipment, or parts in the event of a part-out of flight equipment, we sell in a period;
- the ability of our lessees to meet their lease obligations, and the timing thereof, and maintain our flight equipment in airworthy and marketable condition;
- the utilization rates of our flight equipment;
- the recognition of non-cash share-based compensation expense related to the issuance of restricted stock units or restricted stock;
- our expectations of future maintenance reimbursements and lessee maintenance contributions;
- interest rates, which affect our lease revenues, our interest expense and the market value of our interest rate derivatives;
- our ability to fund our business; and
- our ability to recover claims related to airline bankruptcies or other restructurings.

## **Factors affecting the comparability of our results**

### ***GECAS Transaction***

AerCap completed the acquisition of GECAS on November 1, 2021. The results of GECAS's operations have been included in our consolidated financial statements since November 1, 2021. The acquired GECAS business contributed total revenues and other income of \$0.4 billion and net income of \$49 million to AerCap for the period beginning November 1, 2021, and ended December 31, 2021. Refer to Note 4—*GECAS Transaction* for further details.

During 2021, we recognized transaction and integration-related expenses of \$335 million related to the GECAS Transaction.

During 2020, we did not recognize any transaction-related expenses.

### ***Asset impairment charges***

During 2021, we recognized impairment charges of \$128.4 million related to sales transactions and lease terminations.

During 2020, we recognized impairment charges of \$1.1 billion related primarily to current technology widebody aircraft, in particular Airbus A330 and Boeing 777 aircraft. In addition, we recognized impairment charges related to sales transactions and lease terminations. We also assessed our indefinite-lived goodwill assets for impairment and recognized impairment charges related to goodwill.

### ***Cash accounting***

When we determine that the collection of rental payments is no longer probable, we cease accrual-based revenue recognition on an operating lease contract and we instead recognize lease revenues using a cash accounting method ("Cash Accounting"). During 2021, we recognized a reduction in basic lease rents of \$296 million due to the application of Cash Accounting.

During 2020, we recognized a reduction in basic lease rents of \$311 million due to Cash Accounting.

### ***Proceeds from sale of unsecured claims***

During 2021, we recognized \$635 million of proceeds from the sale of unsecured claims in other income.

During 2020, we did not recognize proceeds from the sale of unsecured claims.

### ***Losses on debt extinguishment***

During 2021, we recognized losses on debt extinguishment of \$9.7 million.

During 2020, we recognized losses on debt extinguishment of \$118.5 million, primarily related to the premium paid on the repurchase of debt as a result of the tender offers completed in 2020.

### ***Gain (loss) on investment at fair value***

During 2021, we recognized a gain on investment at fair value of \$2.3 million.

During 2020, we recognized a loss on investment at fair value of \$143.5 million.

### ***Sales transactions***

During 2021, we completed sales of 51 owned aircraft, with an average age of 18 years, for aggregate proceeds of approximately \$0.8 billion.

During 2020, we completed sales of 40 owned aircraft, with an average age of 17 years, for aggregate proceeds of approximately \$0.6 billion.

## Trends in our business

The impact of the Covid-19 pandemic has had a dramatic impact on aviation. Overall global passenger traffic, measured in revenue passenger kilometers, rose in 2021, but was still only 42% of 2019 pre-pandemic levels, according to IATA. In March 2022, IATA estimated that global air passenger traveler numbers would recover significantly in 2022, to 83% of 2019 pre-pandemic levels. This forecast is subject to downside risk if continued or more severe travel restrictions are imposed.

We expect demand for leased aircraft to remain subdued in the short term and over the medium term we expect improvements in leased aircraft demand as air traffic continues to recover from the lows observed in 2020.

## Critical accounting policies and estimates

Our Consolidated Financial Statements are prepared in accordance with U.S. GAAP, and require us to make estimates and assumptions that affect the amounts reported in our Consolidated Financial Statements and accompanying notes. The use of estimates is or could be a significant factor affecting the reported amounts of assets, liabilities, revenues, expenses, and related disclosures of contingent assets and liabilities. Our estimates and assumptions are based on historical experiences and currently available information that management believes to be reasonable under the circumstances. Actual results may differ from our estimates under different conditions, sometimes materially. A summary of our significant accounting policies is presented in Note 3—*Summary of significant accounting policies* to our Consolidated Financial Statements included in this annual report. Critical accounting policies and estimates are defined as those that are both most important to the portrayal of our financial condition and results of operations and that require our judgments, estimates and assumptions. Our critical accounting policies and estimates are described below.

### *Flight equipment held for operating leases, net*

Flight equipment held for operating leases is stated at cost less accumulated depreciation and impairment. Flight equipment is depreciated to its estimated residual value on a straight-line basis over the useful life of the asset. The costs of improvements to flight equipment are normally recorded as leasing expenses unless the improvement increases the long-term value of the flight equipment. In that case, the capitalized improvement cost is depreciated over the estimated remaining useful life of the aircraft.

	<u>Useful Life (a)</u>	<u>Residual Value (b)</u>
Passenger aircraft	25 years	15%
Freighter aircraft	35 years	15%
Helicopters	30 years	20%
Engines	20 years	60%

(a) Useful life may be determined to be a different period depending on the disposition strategy.

(b) Estimated industry price, except where more relevant information indicates that a different residual value is more appropriate.

We periodically review the estimated useful lives and residual values of our flight equipment based on our industry knowledge, external factors, such as current market conditions, and changes in our disposition strategies, to determine if they are appropriate, and record adjustments to depreciation rates prospectively on an individual asset basis, as necessary.

We test flight equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. The quarterly impairment assessments are primarily triggered by potential sale transactions, early terminated leases, credit events impacting lessees or forecasted significant and permanent declines in the demand for asset types. The quantitative impairment test is performed at the lowest level for which identifiable cash flows are largely independent of other groups of assets, which is the individual asset, including the lease-related assets and liabilities of that asset, such as the maintenance rights assets, lease incentives, and maintenance liabilities (the “Asset Group”). If the sum of the expected undiscounted future cash flows is less than the Asset Group, an impairment loss is recognized. The loss is measured as the excess of the carrying value of the Asset Group over its estimated fair value.

Fair value reflects the present value of future cash flows expected to be generated from the assets, including its expected residual value, discounted at a rate commensurate with the associated risk. Future cash flows are assumed to occur under current market conditions and assume adequate time for a sale between a willing buyer and a willing seller. Expected future lease rates are based on all relevant information available, including current contracted rates for similar assets and industry trends.

On an annual basis, we also perform an assessment of all assets held for operating leases to identify potential impairment by reference to estimated future cash flows at the Asset Group level, and perform a quantitative impairment test. We apply significant judgment in assessing whether an impairment is necessary and in estimating significant assumptions including the future lease rates, maintenance cash flow forecasts, the residual value and the discount rate when performing quantitative impairment tests.

Due to the ongoing Covid-19 pandemic, many of our customers continue to curtail their commercial operations and are under varying degrees of financial stress, which could result in lease defaults, lease terminations and related aircraft repossessions. The future cash flows supporting the carrying value of our flight equipment are based on current lease contracts and our estimates of future lease rates, useful lives and residual values for these assets. As a result of the Covid-19 pandemic and its impact on the aviation industry and the global economic environment, there is more uncertainty regarding the future cash flows relating to our flight equipment. A reduction in the future expected cash flows relating to our assets could result in impairment losses that could be material to our financial results.

The ongoing Covid-19 pandemic and responsive government actions continue to have an impact on international travel. While both domestic and international air travel continue to increase since the low points experienced in early 2020, in general domestic travel has been faster to recover and has been more rapid than for international travel. During the year ended December 31, 2021, the ongoing Covid-19 pandemic led governments in many countries to reimpose restrictions on international travel or to delay the relaxation of existing restrictions. As a result, the expected recovery time for international air traffic has become longer.

Due to the significant uncertainties associated with potential sales transactions, we use our judgment to evaluate whether a sale or other disposal is more likely than not. The factors we consider in our assessment include (i) the progress of the potential sales transactions through a review and evaluation of the sales-related documents and other communications, including, but not limited to, letters of intent or sales agreements that have been negotiated or executed; (ii) our general or specific fleet strategies and other business needs and how those requirements bear on the likelihood of sale or other disposal; and (iii) the evaluation of potential execution risks, including the source of potential purchaser funding and other execution risks.

The future cash flows supporting the carrying value of aircraft that are 15 years of age or older are more dependent upon current lease contracts, and these leases are generally more sensitive to weaknesses in the global economic environment. Deterioration of the global economic environment and a decrease in aircraft values might have a negative effect on the undiscounted cash flows of older aircraft and might cause an impairment loss. As of December 31, 2021, 469 aircraft with an aggregate Asset Group value of approximately \$6.8 billion were 15 years of age or older, which represented approximately 13% of our total flight equipment and lease-related assets and liabilities. The estimated undiscounted future cash flows of these 469 aircraft were \$9.9 billion, which measured on a weighted average basis was 47% in excess of the aggregate carrying value. As of December 31, 2021, all of these aircraft passed the recoverability test. The following assumptions drive the undiscounted cash flows: contracted lease rents through current lease expiry; subsequent re-lease rates based on current marketing information; maintenance cash flow forecasts; and residual values. We review and stress-test our key assumptions to reflect any observed weakness in the global economic environment.

Aircraft that are between five and 15 years of age where future cash flows do not exceed the aircraft carrying value by at least 10% are more susceptible to impairment risk. As of December 31, 2021, seven aircraft with an Asset Group carrying value of \$368.3 million did not exceed our 10% threshold, which represented less than 1% of our total flight equipment held for operating leases and lease-related assets and liabilities. The seven aircraft that were below the 10% threshold did, however, pass the impairment test as of December 31, 2021, and as such no impairment was recognized.

#### ***Application of the acquisition method of accounting***

We applied the acquisition method of accounting and measured the identifiable assets acquired and liabilities assumed at their respective fair values on the GECAS Transaction Closing Date. These fair values were determined primarily using the income approach and were primarily based on significant inputs and assumptions that are not observable in the market. The fair value measurement of each major asset acquired and liability assumed is discussed separately below:



*Flight equipment held for operating leases, net:* We measured the fair value of the GECAS flight equipment in its estimated physical condition as of the Closing Date using contractual lease cash flows adjusted by lessee credit risk, estimated follow-on lease cash flows and estimated residual values. We included contracted lease cash flows in the fair value where applicable for the remainder of the existing lease terms and expected follow-on lease cash flows using estimated market lease rental rates and an estimated residual value based on the flight equipment type, age, and airframe and engine configuration, as applicable and required. The aggregate cash flows were then discounted to present value. The discount rate was based on the type and age of flight equipment and incorporated market participant assumptions regarding the likely debt and equity financing components and the required returns of those financing components. Key inputs and assumptions underlying the income approach and the projected cash flows are discussed further below:

- (a) The contracted leases were adjusted to current market rents as appropriate, and accounted for approximately 49% of the flight equipment's fair value.
- (b) For in-production, younger aircraft, residual values were assumed after the extension of the existing lease or new lease. The residual value assumption was based on an internal model. The residual values for in-production younger aircraft accounted for approximately 28% of the flight equipment's fair value.
- (c) For most aircraft, an extension of the existing lease or a new lease was assumed based on our knowledge of the lessee's fleet plans and expected market lease rents. The extensions and new leases accounted for approximately 14% of the flight equipment's fair value.
- (d) To determine the residual values for out-of-production, older aircraft that are at the end of their economic life, we assumed that these aircraft are to be sold for parts at the conclusion of their respective leases ("Part-out Residual"). The Part-out Residual values were based on an internal part-out model. Part-out Residual values accounted for approximately 9% of the flight equipment's fair value.
- (e) The discount rate assumption is based on our knowledge of market returns and leverage and was 6.5%.

*Investment in finance leases, net:* We determined the fair value of the GECAS investment in finance leases, net using an income approach based on the present value of the current contracted finance leases for the remainder of the terms, and an estimated residual value where we retain the residual value risk. The cash flows were then discounted to present value using a discount rate of 6.5%. The discount rate incorporated market participant assumptions regarding the likely debt and equity financing components and the required returns of those financing components. Key inputs and assumptions underlying the income approach relate to the counterparty's ability to fulfil their obligations under the existing contracts and an appropriate discount rate.

*Maintenance rights asset and lease premium, net:* We determined the fair value of the GECAS maintenance rights assets associated with contracts with EOL compensation provisions based on the present value of the expected cash flows, measured as the difference between the aircraft physical maintenance condition at the Closing Date and the specified contractual return condition at the end of the respective lease term, adjusted for the credit risk of the lessee. The fair value of the maintenance rights assets associated with contracts where the lessee provides maintenance reserve payments based on usage during the lease term was determined based on the present value of reimbursements to lessees for maintenance events relating to pre-acquisition usage expected during the remaining post-acquisition lease term. The expected cash flows of the EOL compensation provision and maintenance reserve-paying lease contracts are discounted at market rates of return that reflect the relative risk of achieving the expected cash flows of the assets and the time value of money.

We determined the fair value of the lease premium based on the present value of the expected cash flows calculated as the difference between the contractual lease payments, adjusted for lessee credit risk, and the lease payments that the aircraft could generate over the remaining lease term based on current market rates.

*Accrued maintenance liability:* We determined the fair value of the GECAS maintenance liabilities, including amounts we agreed to contribute to certain maintenance events that the lessee incurs during the lease term ("Lessor Contributions") relating to pre-acquisition aircraft usage. The fair value was determined based on the present value of expected cash outflows during the remaining lease term consisting of expected reimbursements of maintenance reserves and expected lessor contributions at the time of the forecasted maintenance event. These two cash flows are based on estimated maintenance intervals and estimated cost to perform the maintenance event. The cash flows were discounted to their respective present values using a market rate of return that reflects the relative risk of the cash flows and the time value of money.

*Income taxes:* AerCap and GECAS have agreed to treat the GECAS Transaction as a deemed “asset sale” for U.S. federal income tax purposes and will, with respect to each target entity that is a domestic corporation for U.S. federal income tax purposes, jointly make an election under Section 338(h)(10) of the Internal Revenue Code, as amended (the “Code”), to similarly treat such stock purchases for legal purposes as deemed asset sales for U.S. federal income tax purposes. As a result of the tax structure of this transaction, AerCap will have a tax basis equal to fair market value (a “step-up”) in certain of the legacy GECAS U.S.-owned assets, including flight equipment. In the months following closing, a significant portion of the legacy GECAS U.S.-owned assets and related liabilities were transferred to Ireland. These assets and liabilities are subject to corporation tax in Ireland.

#### **Recent accounting standards adopted during the year ended December 31, 2021**

Please refer to Note 3—*Summary of significant accounting policies* to our Consolidated Financial Statements included in this annual report.

#### **Future application of accounting standards**

Please refer to Note 3—*Summary of significant accounting policies* to our Consolidated Financial Statements included in this annual report.

## Comparative results of operations

Results of operations for the year ended December 31, 2021 as compared to the year ended December 31, 2020

	Year Ended December 31,		Increase/ (Decrease)
	2021	2020	
(U.S. Dollars in thousands)			
<b>Revenues and other income</b>			
Lease revenue:			
Basic lease rents	\$ 3,891,089	\$ 3,761,611	\$ 129,478
Maintenance rents and other receipts	520,914	559,395	(38,481)
Lease revenue	4,412,003	4,321,006	90,997
Net gain on sale of assets	89,428	89,618	(190)
Other income	722,574	83,005	639,569
<b>Total Revenues and other income</b>	<b>5,224,005</b>	<b>4,493,629</b>	<b>730,376</b>
<b>Expenses</b>			
Depreciation and amortization	1,737,925	1,645,373	92,552
Asset impairment	128,409	1,086,983	(958,574)
Interest expense	1,230,466	1,248,225	(17,759)
Loss on debt extinguishment	9,713	118,460	(108,747)
Leasing expenses	319,022	323,535	(4,513)
Selling, general and administrative expenses	317,888	242,161	75,727
Transaction and integration-related expenses	334,966	—	334,966
<b>Total Expenses</b>	<b>4,078,389</b>	<b>4,664,737</b>	<b>(586,348)</b>
Gain (loss) on investment at fair value	2,301	(143,510)	145,811
<b>Income (loss) before income taxes and income of investments accounted for under the equity method</b>	<b>1,147,917</b>	<b>(314,618)</b>	<b>1,462,535</b>
Income tax (expense) benefit	(162,537)	17,231	(179,768)
Equity in net earnings of investments accounted for under the equity method	24,051	2,464	21,587
<b>Net income (loss)</b>	<b>\$ 1,009,431</b>	<b>\$ (294,923)</b>	<b>\$ 1,304,354</b>
Net income attributable to non-controlling interest	(8,924)	(3,643)	(5,281)
<b>Net income (loss) attributable to AerCap Holdings N.V.</b>	<b>\$ 1,000,507</b>	<b>\$ (298,566)</b>	<b>\$ 1,299,073</b>

**Basic lease rents.** The increase in basic lease rents of \$129.5 million, or 3%, was attributable to:

- the acquisition of assets, between January 1, 2020 and December 31, 2021, including the assets acquired as part of the GECAS Transaction, with an aggregate net book value of \$28.8 billion on their respective acquisition dates, resulting in an increase in basic lease rents of \$161.3 million;
- an increase in basic lease rents of \$41.7 million primarily due to re-leases and extensions at higher rates. The accounting for the extensions requires the remaining rental payments to be recorded on a straight-line basis over the remaining term of the original lease plus the extension period; and
- a \$14.2 million lower impact on basic lease rents as a result of the application of Cash Accounting during the year ended December 31, 2021 compared to the year ended December 31, 2020;

*partially offset by*

- the sale of 91 aircraft between January 1, 2020 and December 31, 2021 with an aggregate net book value of \$1.1 billion on their respective sale dates, resulting in a decrease in basic lease rents of \$87.7 million.

**Maintenance rents and other receipts.** The decrease in maintenance rents and other receipts of \$38.5 million, or 7%, was attributable to:

- a decrease of \$129.4 million in maintenance revenue and other receipts from early lease terminations;  
*partially offset by*
- an increase of \$90.9 million in regular maintenance rents, including regular maintenance rents related to the GECAS Transaction.

**Net gain on sale of assets.** The decrease in net gain on sale of assets of \$0.2 million was primarily due to the composition of asset sales. During the year ended December 31, 2021, we recognized proceeds of \$836.2 million primarily relating to the sale of 51 aircraft and during the year ended December 31, 2020, we sold 40 aircraft for proceeds of \$613.4 million.

**Other income.** The increase in other income of \$639.6 million was primarily driven by proceeds from the sale of unsecured claims during the year ended December 31, 2021.

**Depreciation and amortization.** The increase in depreciation and amortization of \$92.6 million, or 6%, was primarily a result of the GECAS Transaction and aircraft purchases, offset by aircraft sales.

**Asset impairment.** During the year ended December 31, 2021, we recognized impairment charges of \$128.4 million related to sales transactions and lease terminations. During the year ended December 31, 2020, we recognized impairment charges of \$1.1 billion related primarily to current technology widebody aircraft, in particular Airbus A330 and Boeing 777 aircraft, as well as to the write-off of goodwill. Please refer to “Item 5. Operating and Financial Review and Prospects—Critical accounting policies and estimates” for further information on our event-driven impairment assessments.

**Interest expense.** The decrease in interest expense of \$17.8 million, or 1%, was primarily attributable to:

- a decrease in the average cost of debt to 3.6% for the year ended December 31, 2021 as compared to 3.8% for the year ended December 31, 2020. The average cost of debt excludes the effect of mark-to-market movements on interest rate caps and swaps, and debt issuance costs, upfront fees and other impacts. Please refer to “Item 5. Operating and Financial Review and Prospects—Non-GAAP measures” for further information on the average cost of debt;  
*partially offset by*
- an increase in the average outstanding debt balance to \$32.3 billion during the year ended December 31, 2021 from \$30.2 billion during the year ended December 31, 2020, primarily resulting from debt incurred to finance the GECAS Transaction.

**Loss on debt extinguishment.** During the year ended December 31, 2021, we recognized a loss on debt extinguishment of \$9.7 million. During the year ended December 31, 2020, we recognized a loss on debt extinguishment of \$118.5 million, primarily related to the premium paid on the repurchase of debt as a result of the tender offers completed in 2020.

**Leasing expenses.** The decrease in leasing expenses of \$4.5 million was primarily due to \$54.7 million of higher expenses related to airline defaults and restructuring, and \$39.1 million of higher aircraft transition costs and other leasing expenses offset by \$59.3 million of lower lessor maintenance contributions and \$39.0 million of lower maintenance rights asset amortization.

**Selling, general and administrative expenses.** The increase in selling, general and administrative expenses of \$75.7 million, or 31%, was primarily due to higher compensation-related expenses as a result of the GECAS Transaction.

**Transaction-related expenses.** During 2021, we recognized transaction-related expenses of \$335.0 million related to the GECAS Transaction. Refer to Note 4—*GECAS Transaction* to our Consolidated Financial Statements included in this annual report for further details.

**Gain (loss) on investment at fair value.** During the year ended December 31, 2021 and 2020, we recognized a gain on investment at fair value of \$2.3 million and a loss on investment at fair value of \$143.5 million, respectively. We elected to account for an investment using the fair value option, whereby changes in the fair value based on quoted market price were recognized as a gain or loss in the Consolidated Income Statements.

***Income tax (expense) benefit.*** The effective tax rate was 14.2% for the year ended December 31, 2021, compared to the effective tax rate of 5.5% for the year ended 2020. The effective tax rate is impacted by the source and amount of earnings among our various tax jurisdictions as well as permanent tax differences relative to pre-tax income or loss. Refer to Note 16—*Income taxes* to our Consolidated Financial Statements included in this annual report for a detailed description of income taxes.

For Results of Operations for the year ended December 31, 2020, as compared to the year ended December 31, 2019, refer to “Item 5. Operating and Financial Review and Prospects—Comparative results of operations” in our annual report on Form 20-F for the year ended December 31, 2020, filed with the SEC on March 2, 2021.

## **Liquidity and capital resources**

### ***Capital expenditures and cash commitments***

We have significant capital requirements, including making pre-delivery payments and paying the balance of the purchase price for flight equipment on delivery. As of December 31, 2021, we had commitments to purchase 417 new aircraft, excluding aircraft for which we have cancellation rights, scheduled for delivery through 2027. We also had commitments to purchase 30 engines and 16 helicopters through 2025. As a result, we will need to raise additional funds to satisfy these requirements, which we expect to do through a combination of accessing committed debt facilities and securing additional financing, if needed, from capital markets transactions or other sources of capital. If other sources of capital are not available to us, we may need to raise additional funds through selling aircraft or other aircraft investments, including participations in our joint ventures. Refer to Note 15—*Debt* to our Consolidated Financial Statements included in this annual report for a detailed description of our outstanding indebtedness.

### ***Overview of sources and uses of cash***

As of December 31, 2021, our cash balance was \$1.9 billion, including unrestricted cash of \$1.7 billion, and we had \$10.6 billion of undrawn lines of credit available under our revolving credit and term loan facilities and other available secured debt. As of December 31, 2021, our total available liquidity, including undrawn lines of credit, unrestricted cash, cash flows from contracted asset sales and other sources of funding, was \$13 billion, and including estimated operating cash flows for the next 12 months, our total sources of liquidity were \$18 billion. As of December 31, 2021, our existing sources of liquidity were sufficient to operate our business and cover approximately 2.2x of our debt maturities and contracted capital requirements for the next 12 months.

### ***Debt***

As of December 31, 2021, the principal amount of our outstanding indebtedness, which excludes debt issuance costs, debt discounts and debt premium of \$344 million, totaled \$50.5 billion and consisted of senior unsecured, subordinated and senior secured notes, export credit facilities, commercial bank debt, revolving credit debt, securitization debt and capital lease structures.

In order to satisfy our contractual purchase obligations, we expect to source new debt financing through access to the capital markets, including the unsecured and secured bond markets, the commercial bank market, export credit and the asset-backed securities market.

In the longer term, we expect to fund the growth of our business, including acquiring aircraft, through internally generated cash flows, the incurrence of new bank debt, the refinancing of existing bank debt and other capital-raising initiatives.

During the year ended December 31, 2021, our average cost of debt, excluding the effect of mark-to-market movements on our interest rate caps and swaps, debt issuance fees, upfront fees and other impacts, was 3.6%. As of December 31, 2021, our adjusted debt to equity ratio was 2.7 to 1. Please refer to “Item 5. Operating and Financial Review and Prospects—Non-GAAP measures” for further information on our average cost of debt and reconciliations of adjusted debt and adjusted equity to the most closely related U.S. GAAP measures as of December 31, 2021 and 2020.

Refer to Note 15—*Debt* to our Consolidated Financial Statements included in this annual report for a detailed description of our outstanding indebtedness.

### ***Taxation***

AerCap Holdings N.V. is incorporated in the Netherlands and headquartered in Ireland, and is not directly engaged in business within, nor has a permanent establishment in, the United States. Only our U.S. subsidiaries are subject to U.S. net income tax or would potentially have to withhold U.S. taxes upon a distribution of our earnings.

While we were tax resident in the Netherlands, we did not accrue or pay taxes as a result of repatriation of earnings from any of our foreign subsidiaries to the Netherlands. Effective February 1, 2016, we became tax resident in Ireland and we would typically expect that the repatriation of earnings from our foreign subsidiaries should not, except where recognized in our financial statements, give rise to material additional Irish taxation due to the availability of foreign tax credits. As of December 31, 2021, \$335 million out of \$1.7 billion of cash and short-term investments was held by our foreign subsidiaries outside of Ireland. Additionally, legal restrictions in relation to dividend payments from our subsidiaries to us are described in “Item 10. Additional Information—Taxation—Dividend withholding tax.”

### Contractual obligations

Our estimated future obligations as of December 31, 2021 include both current and long-term obligations. Our contractual obligations consist of principal and interest payments on debt, executed purchase agreements to purchase flight equipment and rent payments pursuant to our office and facility leases. We intend to fund our contractual obligations through unrestricted cash, lines-of-credit and other borrowings, operating cash flows and cash flows from asset sales. We believe that our sources of liquidity will be sufficient to meet our contractual obligations.

The following table provides details regarding our contractual obligations and their payment dates as of December 31, 2021:

	2022	2023	2024	2025	2026	Thereafter	Total
(U.S. Dollars in millions)							
Unsecured debt facilities	\$ 2,655.4	\$ 5,370.1	\$ 7,250.0	\$ 3,650.0	\$ 5,250.0	\$ 12,900.0	\$ 37,075.5
Secured debt facilities	1,327.5	1,959.5	1,660.8	2,480.2	689.6	3,071.8	11,189.4
Subordinated debt facilities	—	—	—	—	—	2,277.2	2,277.2
Estimated interest payments (a)	1,561.6	1,394.2	1,168.8	953.3	740.8	5,557.6	11,376.3
Purchase obligations (b)	4,241.0	5,693.8	5,245.5	4,233.0	1,885.7	1,063.1	22,362.1
Operating leases (c)	46.8	49.7	46.7	12.4	6.8	30.8	193.2
<b>Total</b>	<b>\$ 9,832.3</b>	<b>\$ 14,467.3</b>	<b>\$ 15,371.8</b>	<b>\$ 11,328.9</b>	<b>\$ 8,572.9</b>	<b>\$ 24,900.5</b>	<b>\$ 84,473.7</b>

- (a) Estimated interest payments for floating rate debt are based on rates as of December 31, 2021 and include the estimated impact of our interest rate swap agreements.
- (b) As of December 31, 2021, we had commitments to purchase 417 aircraft (including 26 purchase and leaseback transactions and excluding aircraft for which we have cancellation rights and aircraft with contracted sales at delivery), 30 engines, 16 helicopters and other commitments. The timing of our purchase obligations is based on current estimates. We have incorporated expected delivery delays into the table above. In addition, we have the right to reschedule the delivery dates of certain of our aircraft to future dates. Refer to Note 30—*Commitments and contingencies* to our Consolidated Financial Statements included in this annual report for further details on our purchase obligations.
- (c) Represents contractual payments on aircraft that we lease in from corporate aircraft owners and contractual payments on our office and facility leases. Refer to Note 17—*Leases* to our Consolidated Financial Statements included in this annual report for further details on our operating lease obligations.

## Historical Information

The following table presents our consolidated cash flows for the years ended December 31, 2021 and 2020:

	Year Ended December 31,	
	2021	2020
	(U.S. Dollars in millions)	
Net cash provided by operating activities	\$ 3,693.8	\$ 2,130.4
Net cash used in investing activities	(23,458.9)	(712.3)
Net cash provided by (used in) financing activities	20,183.8	(1,225.3)

**Cash flows provided by operating activities.** During the year ended December 31, 2021, our net cash provided by operating activities of \$3.7 billion was the result of a net profit of \$1.0 billion, other adjustments to net income of \$2.1 billion, collections of finance leases of \$124.3 million, and the net change in operating assets and liabilities of \$475.2 million. During the year ended December 31, 2020, our net cash provided by operating activities of \$2.1 billion was the result of a net loss of \$294.9 million, other adjustments to net loss of \$3.0 billion, and collections of finance and sales-type leases of \$68.1 million, partially offset by the net change in operating assets and liabilities of \$654.7 million.

**Cash flows used in investing activities.** During the year ended December 31, 2021, our net cash used in investing activities of \$23.5 billion primarily consisted of the acquisition of GECAS (net of cash acquired) of \$22.5 billion and purchase of aircraft of \$1.8 billion, partially offset by cash provided by asset sale proceeds of \$824.0 million. During the year ended December 31, 2020, our net cash used in investing activities of \$712.3 million primarily consisted of cash used for the purchase of aircraft of \$1.2 billion, partially offset by cash provided by asset sale proceeds of \$471.4 million.

**Cash flows provided by (used in) financing activities.** During the year ended December 31, 2021, our net cash provided by financing activities of \$20.2 billion primarily consisted of cash provided by new financing proceeds, net of debt repayments and debt issuance costs, of \$20.1 billion, net receipts of maintenance and security deposits of \$159.5 million, the repurchase of shares and payments of tax withholdings on share-based compensation of \$76.2 million, and cash used for the payment of dividends to our non-controlling interest holders of \$0.3 million. During the year ended December 31, 2020, our net cash used in financing activities of \$1.2 billion primarily consisted of cash used for new financing proceeds, net of debt repayments and debt issuance costs, of \$867.5 million, net receipts of maintenance and security deposits of \$227.1 million, the repurchase of shares and payments of tax withholdings on share-based compensation of \$127.8 million, and cash used for the payment of dividends to our non-controlling interest holders of \$2.9 million.

### Off-balance sheet arrangements

We have interests in variable interest entities, some of which are not consolidated into our Consolidated Financial Statements. Refer to Note 28—*Variable interest entities* to our Consolidated Financial Statements included in this annual report for a detailed description of these interests and our other off-balance sheet arrangements.



## Book value per share

The following table presents our book value per share as of December 31, 2021 and 2020:

	As of December 31,	
	2021	2020
	(U.S. Dollars in millions, except share and per share data)	
<b>Total AerCap Holdings N.V. shareholders' equity</b>	<b>\$ 16,571</b>	<b>\$ 8,864</b>
Ordinary shares issued	250,347,345	138,847,345
Treasury shares	(4,951,897)	(8,448,807)
<b>Ordinary shares outstanding</b>	<b>245,395,448</b>	<b>130,398,538</b>
Shares of unvested restricted stock	(5,822,811)	(2,552,346)
<b>Ordinary shares outstanding, excluding shares of unvested restricted stock</b>	<b>239,572,637</b>	<b>127,846,192</b>
<b>Book value per ordinary share outstanding, excluding shares of unvested restricted stock</b>	<b>\$ 69.17</b>	<b>\$ 69.34</b>

## Non-GAAP measures

The following are definitions of non-GAAP measures used in this report on Form 20-F and a reconciliation of such measures to the most closely related U.S. GAAP measures.

### *Net interest margin, annualized net spread, annualized net spread less depreciation and amortization and average cost of debt*

Net interest margin is calculated as the difference between basic lease rents and interest expense, excluding the impact of the mark-to-market of interest rate caps and swaps. Annualized net spread is net interest margin expressed as a percentage of average lease assets. Annualized net spread less depreciation and amortization is net interest margin less depreciation and amortization, including maintenance rights expense, expressed as a percentage of average lease assets. Average cost of debt is calculated as interest expense, excluding mark-to-market on interest rate caps and swaps, divided by the average debt balance. We believe these measures may further assist investors in their understanding of the changes and trends related to the earnings of our leasing activities. These measures reflect the impact from changes in the number of aircraft leased, lease rates and utilization rates, as well as the impact from changes in the amount of debt and interest rates.

The following is a reconciliation of basic lease rents to net interest margin, annualized net spread and annualized net spread less depreciation and amortization for the years ended December 31, 2021 and 2020:

	<u>Year Ended December 31,</u>		<u>Percentage Difference</u>
	<u>2021</u>	<u>2020</u>	
	(U.S. Dollars in millions)		
<b>Basic lease rents</b>	<b>\$ 3,891</b>	<b>\$ 3,762</b>	<b>3%</b>
Interest expense	1,230	1,248	(1%)
Adjusted for:			
Mark-to-market of interest rate caps and swaps	20	(14)	NA
Interest expense excluding mark-to-market on interest rate caps and swaps	1,250	1,234	1%
<b>Net interest margin</b>	<b>\$ 2,641</b>	<b>\$ 2,528</b>	<b>4%</b>
Depreciation and amortization, including maintenance rights expense	(1,745)	(1,691)	3%
<b>Net interest margin less depreciation and amortization</b>	<b>\$ 896</b>	<b>\$ 837</b>	<b>7%</b>
Average lease assets	\$ 40,646	\$ 37,145	9%
Annualized net spread	6.5%	6.8%	
<b>Annualized net spread less depreciation and amortization</b>	<b>2.2%</b>	<b>2.3%</b>	

#### *Adjusted debt to equity ratio*

This measure is the ratio obtained by dividing adjusted debt by adjusted equity. Adjusted debt represents consolidated total debt less cash and cash equivalents, and less a 50% equity credit with respect to certain long-term subordinated debt. Adjusted equity represents total equity, plus the 50% equity credit with respect to the long-term subordinated debt. Adjusted debt and adjusted equity are adjusted by the 50% equity credit to reflect the equity nature of those financing arrangements and to provide information that is consistent with definitions under certain of our debt covenants. We believe this measure may further assist investors in their understanding of our capital structure and leverage.

The following is a reconciliation of debt to adjusted debt and equity to adjusted equity as of December 31, 2021 and 2020:

	<u>As of December 31,</u>	
	<u>2021</u>	<u>2020</u>
	(U.S. Dollars in millions except debt/equity ratio)	
<b>Debt</b>	<b>\$ 50,205</b>	<b>\$ 28,742</b>
Adjusted for:		
Cash and cash equivalents	(1,729)	(1,249)
50% credit for long-term subordinated debt	(1,125)	(1,125)
<b>Adjusted debt</b>	<b>\$ 47,351</b>	<b>\$ 26,368</b>
<b>Equity</b>	<b>\$ 16,647</b>	<b>\$ 8,932</b>
Adjusted for:		
50% credit for long-term subordinated debt	1,125	1,125
<b>Adjusted equity</b>	<b>\$ 17,772</b>	<b>\$ 10,057</b>
<b>Adjusted debt/equity ratio</b>	<b>2.66 to 1</b>	<b>2.62 to 1</b>

## Summarized financial information of issuers and guarantors

### *AerCap Trust and AerCap Ireland Capital Designated Activity Company Notes*

From time to time since the completion of the acquisition of ILFC, AerCap Trust and AerCap Ireland Capital Designated Activity Company (“AICDC”) have co-issued senior unsecured notes (the “AGAT/AICDC Notes”). Refer to Note 15—*Debt* to our Consolidated Financial Statements included in this annual report for further details on the AGAT/AICDC Notes. The AGAT/AICDC Notes are jointly and severally and fully and unconditionally guaranteed by AerCap Holdings N.V. (the “Parent Guarantor”) and by AerCap Ireland, AerCap Aviation Solutions B.V., ILFC and AerCap U.S. Global Aviation LLC (the “Subsidiary Guarantors” and, together with the Parent Guarantor, the “AGAT/AICDC Guarantors”).

Subject to the provisions of the indenture governing the AGAT/AICDC Notes (the “AGAT/AICDC Indenture”), a Subsidiary Guarantor will be automatically and unconditionally released from its guarantee with respect to a series of AGAT/AICDC Notes under the following circumstances: (1) the sale, disposition or other transfer of (i) the capital stock of a Subsidiary Guarantor after which such Subsidiary Guarantor is no longer a Restricted Subsidiary (as defined in the AGAT/AICDC Indenture) or (ii) all or substantially all of the assets of a Subsidiary Guarantor; (2) the permitted designation of the Subsidiary Guarantor as an Unrestricted Subsidiary as defined in and pursuant to the AGAT/AICDC Indenture; (3) the consolidation, amalgamation or merger of a Subsidiary Guarantor with and into AerCap Trust, AICDC or another AGAT/AICDC Guarantor with such person being the surviving entity, or upon the liquidation of a Subsidiary Guarantor following the transfer of all of its assets to AerCap Trust, AICDC or another AGAT/AICDC Guarantor; or (4) legal defeasance or covenant defeasance with respect to such series, each as described in the AGAT/AICDC Indenture, or if the obligations of AerCap Trust and AICDC with respect to such series under the AGAT/AICDC Indenture are discharged.

The guarantee obligations of each Subsidiary Guarantor are limited (i) to an amount not to exceed the maximum amount that can be guaranteed by a Subsidiary Guarantor (after giving effect to any collections from, rights to receive contribution from or payments made by or on behalf of all other AGAT/AICDC Guarantors in respect of the obligations under their respective guarantees) without rendering the guarantee, as it relates to such Subsidiary Guarantor, voidable under applicable fraudulent conveyance or transfer laws, and (ii) as necessary to recognize certain defenses generally available to guarantors, including voidable preference, financial assistance, corporate purpose, capital maintenance or similar laws, regulations or defenses affecting the rights of creditors generally or other considerations under applicable law. In addition, given that some of the AGAT/AICDC Guarantors are Irish and Dutch companies, it may be more difficult for holders of the AGAT/AICDC Notes to obtain or enforce judgments against such guarantors.

Because AICDC and certain AGAT/AICDC Guarantors are holding companies with very limited operations, their only significant assets are the equity interests of their directly held subsidiaries. As a result, AICDC and certain AGAT/AICDC Guarantors are dependent primarily upon dividends and other payments from their subsidiaries to generate the funds necessary to meet their outstanding debt service and other obligations, and such dividends or other payments will in turn depend on factors, such as their subsidiaries’ earnings, covenants in instruments governing their subsidiaries’ indebtedness, other contractual restrictions and applicable laws (including local law restricting payments of dividends).

### *Junior Subordinated Notes*

In October 2019, AerCap Holdings N.V. issued \$750.0 million aggregate principal amount of 5.875% fixed-rate reset junior subordinated notes due 2079 (the “Junior Subordinated Notes”). Refer to Note 15—*Debt* to our Consolidated Financial Statements included in this annual report. The Junior Subordinated Notes are jointly and severally and fully and unconditionally guaranteed by AerCap Trust, AICDC, AerCap Ireland, AerCap Aviation Solutions B.V., ILFC and AerCap U.S. Global Aviation LLC (the “Subordinated Notes Guarantors”).

Subject to the provisions of the indenture governing the Junior Subordinated Notes (the “Subordinated Notes Indenture”), a Subordinated Notes Guarantor will be automatically and unconditionally released from its guarantee under the following circumstances: (1) the sale, disposition or other transfer of all or substantially all of the assets of a Subordinated Notes Guarantor; (2) the consolidation, amalgamation or merger of a Subordinated Notes Guarantor with and into AerCap Holdings N.V. or another Subordinated Notes Guarantor with such person being the surviving entity, or upon the liquidation of a Subordinated Notes Guarantor following the transfer of all of its assets to AerCap Holdings N.V. or another Subordinated Notes Guarantor; or (3) legal defeasance or covenant defeasance, each as described in the Subordinated Notes Indenture, or if the obligations of AerCap Holdings N.V. under the Subordinated Notes Indenture are discharged.

The guarantee obligations of each Subordinated Notes Guarantor are limited (i) to an amount not to exceed the maximum amount that can be guaranteed by a Subordinated Notes Guarantor (after giving effect to any collections from, rights to receive contribution from or payments made by or on behalf of all other Subordinated Notes Guarantors in respect of the obligations under their respective guarantees) without rendering the guarantee, as it relates to such Subordinated Notes Guarantor, voidable under applicable fraudulent conveyance or transfer laws, and (ii) as necessary to recognize certain defenses generally available to guarantors, including voidable preference, financial assistance, corporate purpose, capital maintenance or similar laws, regulations or defenses affecting the rights of creditors generally or other considerations under applicable law. In addition, given that some of the Subordinated Notes Guarantors are Irish and Dutch companies, it may be more difficult for holders of the Junior Subordinated Notes to obtain or enforce judgments against such guarantors.

Because AerCap Holdings N.V. and certain Subordinated Notes Guarantors are holding companies with very limited operations, their only significant assets are the equity interests of their directly held subsidiaries. As a result, AerCap Holdings N.V. and certain Subordinated Notes Guarantors are dependent primarily upon dividends and other payments from their subsidiaries to generate the funds necessary to meet their outstanding debt service and other obligations, and such dividends or other payments will in turn depend on their subsidiaries' earnings, covenants in instruments governing their subsidiaries' indebtedness, other contractual restrictions and applicable laws (including local law restricting payments of dividends).

## Summarized Combined Financial Information

Summarized financial information (the “SFI”), as defined under Rule 1-02(bb) of Regulation S-X, is provided below for the issuers and the guarantor entities and includes AerCap Holdings N.V., AerCap Trust, AICDC, AerCap U.S. Global Aviation LLC, AerCap Aviation Solutions B.V., AerCap Ireland and ILFC (collectively, the “Obligor Group”) as of December 31, 2021, and for the year ended December 31, 2021. The SFI is presented on a combined basis with intercompany transactions and balances among the entities included in the Obligor Group eliminated. The Obligor Group SFI excludes investments in non-obligor entities.

### Summarized combined financial information of issuers and guarantors

	<u>December 31, 2021</u> (U.S. Dollars in millions)
Flight equipment held for operating leases, net	\$ 8,483
Intercompany receivables	32,806
Total assets	44,631
Debt	38,726
Intercompany payables	5,650
Total liabilities	46,710
Non-controlling interest	77
	<u>Year Ended</u> <u>December 31, 2021</u> (U.S. Dollars in millions)
Total revenues and other income (a)	\$ 2,206
Total expenses (b)	1,347
Income before income taxes and income of investments accounted for under the equity method	859
Net income	753
Net income attributable to AerCap Holdings N.V.	753

(a) Total revenues include interest income from non-obligor entities of \$635 million.

(b) Total expenses include interest expense to non-obligor entities of \$16 million.

## Item 6. Directors, Senior Management and Employees

### Directors and officers

Name	Age	Position	Date of First Appointment	End Current Term (a)
<b>Directors</b>				
Paul Dacier	64	Non-Executive Chairman of the Board of Directors	May 2010	2025 AGM
Aengus Kelly	48	Executive Director and Chief Executive Officer	May 2011	2026 AGM
Julian (Brad) Branch	67	Non-Executive Director	April 2018	2022 AGM
Stacey Cartwright	58	Non-Executive Director	April 2019	2023 AGM
Rita Forst	66	Non-Executive Director	April 2019	2023 AGM
Richard (Michael) Gradon	62	Non-Executive Director	May 2010	2022 AGM
James (Jim) Lawrence	69	Non-Executive Director	May 2017	2025 AGM
Jennifer VanBelle	53	Non-Executive Director	November 2021	2025 AGM
Michael Walsh	55	Non-Executive Director	May 2017	2025 AGM
Robert (Bob) Warden	49	Non-Executive Director	July 2006	2022 AGM
<b>Officers</b>				
Peter Juhas	50	Chief Financial Officer		
Brian Canniffe	49	Group Treasurer		
Peter Anderson	46	Chief Commercial Officer		
Vincent Drouillard	46	General Counsel		
Joe Venuto	62	Chief Technical Officer		
Anton Joiner	51	Chief Risk Officer		
Jorg Koletzki	54	Chief Information Officer		
Ristead Sheridan	47	Company Secretary and Chief Compliance Officer		
Theresa Murray	54	Head of Human Resources		
Bart Lighthart	40	Chief Investment Officer		
Martin Olson	59	Head of OEM Relations		
John Govan	50	Head of EMEA		
Bashir Hajir	54	Head of Americas		
Emmanuel Herinckx	49	Head of Asia Pacific		
Pat Sheedy	42	President and CEO, Milestone Aviation		
Tom Slattery	50	Executive Vice President Engines		
Dermot Manifold	55	Head of Commercial Operations		

(a) The term for each director ends at the Annual General Meeting of Shareholders (“AGM”) typically held in April or May of each year.

### Directors

Our Board of Directors currently consists of ten directors, nine of whom are non-executive directors.

**Paul Dacier.** Mr. Dacier has been a Director of AerCap since May 27, 2010. He is also currently the general counsel at Indigo Agriculture, a privately held start-up company, and he is on the Board of Directors of Progress Software Inc. (a software application development company). Until 2016, Mr. Dacier was Executive Vice President and General Counsel of EMC Corporation (an information infrastructure technology and solutions company), where he worked in various positions from 1990. He was a Non-Executive Director of GTY Technology Holdings Inc. from October 2016 until November 2019 and a Non-Executive Director of Genesis from November 2007 until the date of its amalgamation with AerCap International Bermuda Limited in March 2010. Prior to joining EMC, Mr. Dacier was an attorney with Apollo Computer Inc. (a computer work station company) from 1984 to 1990. Mr. Dacier received a B.A. in history and a J.D. in 1983 from Marquette University. He is admitted to practice law in the Commonwealth of Massachusetts and the state of Wisconsin.

**Aengus Kelly.** Mr. Kelly was appointed Executive Director and Chief Executive Officer of AerCap on May 18, 2011. Previously, he served as Chief Executive Officer of AerCap's U.S. operations from January 2008 to May 2011. Mr. Kelly served as AerCap's Group Treasurer from 2005 through December 31, 2007. He started his career in the aviation leasing and financing business with Guinness Peat Aviation ("GPA") in 1998 and continued working with its successors AerFi in Ireland and debis AirFinance and AerCap in Amsterdam. Prior to joining GPA in 1998, he spent three years with KPMG in Dublin. Mr. Kelly is a Chartered Accountant and holds a Bachelor's degree in Commerce and a Master's degree in Accounting from University College, Dublin.

**Julian (Brad) Branch.** Mr. Branch has been a Director of AerCap since April 25, 2018. Mr. Branch most recently served Deloitte Touche Tohmatsu Ltd (Deloitte's global organization) as Senior Advisor in the Office of the CEO and served the Boards of Deloitte Northwest Europe LP and of Deloitte's Middle East practice. Mr. Branch's professional career has spanned 40 years; he first qualified as a Certified Public Accountant in June 1979, and was a general partner of Deloitte entities in the U.S. including Deloitte & Touche LLP (accounting and auditing) and Deloitte Consulting LLP (consulting) for 29 years. His industry focus has been the air transportation industry; large global air carriers. Mr. Branch held a variety of global leadership roles with Deloitte, having lived and practiced outside of the U.S. for over a decade. Mr. Branch has vigorously supported the community through not-for-profit Board service, such as the Advisory Board of Emory University School of Ethics and the Duke University Heart Center. He received a B.A. and M.B.A. from the University of North Carolina.

**Stacey Cartwright.** Ms. Cartwright has been a Director of AerCap since April 24, 2019. She is also currently a Non-Executive Director of Savills PLC, Genpact and Majid al Futtaim LEC. She also Chairs the Advisory Committee of Majid al Futtaim Lifestyle. Ms. Cartwright previously served as Chief Executive Officer of Harvey Nichols Group from 2014 to 2017 (and as Deputy Chairman in 2018), Executive Vice President and Chief Financial Officer of Burberry Group from 2004 to 2013, and Chief Financial Officer of Egg PLC from 1999 to 2003, having spent her early career with Granada Group. Ms. Cartwright was also a Non-Executive Director of GlaxoSmithKline PLC and a Senior Independent Director of the Football Association Ltd. Ms. Cartwright is a qualified chartered accountant and she received a BSc from the London School of Economics.

**Rita Forst.** Ms. Forst has been a Director of AerCap since April 24, 2019. She is also currently an independent business consultant in powertrain and vehicle technology, and serves as a member of the supervisory board of Norma Group SE and ElringKlinger AG in Germany. Effective April 29, 2020, Ms. Forst became a Non-Executive Director of Westport Fuel Systems Inc. in Vancouver, Canada and, in October 2021 she was appointed a Non-Executive Director of Johnson Matthey Plc in London, UK. In addition, Ms. Forst holds an advisory board position at iwis SE & Co. KG in Germany. Ms. Forst spent more than 35 years at the Opel European division of General Motors in senior engineering and management positions, and as a member of Opel's management board. As such, Ms. Forst has been responsible for the development of new generations of engines and car models for Opel and General Motors. Ms. Forst holds Bachelor's degrees in mechanical engineering from the Kettering University (U.S.) and the Darmstadt University of Applied Technology (Germany).

**Richard (Michael) Gradon.** Mr. Gradon has been a Director of AerCap since May 27, 2010. He is also currently a Non-Executive Director of Exclusive Hotels. He was a Non-Executive Director of Genesis from November 2007 until the date of its amalgamation with AerCap International Bermuda Limited in March 2010. He practiced law at Slaughter & May before joining the UK FTSE 100 company The Peninsular & Oriental Steam Navigation Company (P&O) where he was a main Board Director from 1998 until its takeover in 2006. His roles at P&O included the group commercial & legal director function and he served as Chairman of P&O's property division. Mr. Gradon served on the board of The Wimbledon Tennis Championships from 2005 to 2019 and on the board of Grosvenor Limited from 2007 to 2015. In addition, Mr. Gradon served as Chairman of La Manga Club, Spain, and Chief Executive Officer of the London Gateway projects. Mr. Gradon holds an M.A. degree in law from Cambridge University.

**James (Jim) Lawrence.** Mr. Lawrence has been a Director of AerCap since May 5, 2017. He is currently Chairman of Lake Harriet Capital, a private investment firm. Previously, Mr. Lawrence served as Chairman of Rothschild North America and earlier as Chief Executive Officer of Rothschild North America and as co-head of global investment banking at Rothschild from 2010 to 2015. Prior to Rothschild, Mr. Lawrence was Chief Financial Officer of Unilever and he served as Executive Director on the boards of Unilever NV and Unilever PLC. He joined Unilever in 2007 after serving as the Vice Chairman and Chief Financial Officer of General Mills for nine years. Prior to General Mills, Mr. Lawrence was Executive Vice President and Chief Financial Officer of Northwest Airlines from 1996 to 1998, and before that Mr. Lawrence was a division President at PepsiCo, serving as CEO of Pepsi-Cola Asia, Middle East, Africa from 1992 to 1996. In 1983, he cofounded The LEK Partnership, a corporate strategy and merger/acquisition firm, headquartered in London. Before that he was a Partner of Bain and Company having opened their London and Munich offices. Prior to that, he worked for The Boston Consulting Group. Mr. Lawrence is currently a Non-Executive Director of Avnet Inc. and Smurfit Kappa Group. His aviation industry experience dates from 1990, and it includes, in addition to being the Chief Financial Officer of Northwest Airlines, serving on the boards of IAG (International Consolidated Airlines Group), Continental Airlines, TWA, Mesaba and British Airways. Since 1990, Mr. Lawrence has served on 16 public company boards, several private company boards and numerous non-profit boards. Mr. Lawrence earned a Bachelor of Arts in Economics from Yale University and an M.B.A. with distinction from Harvard Business School.

**Jennifer VanBelle.** Ms. VanBelle has been a Director of AerCap since November 1, 2021. She is currently Senior Vice President, GE Capital CEO, and Treasurer of GE and GE Capital. Ms. VanBelle became CEO of GE Capital in January 2021, expanding her role as GE Treasurer. She was named Treasurer in January 2018, after spending two years as Capital Markets leader. From 2012 to 2016, Ms. VanBelle was Chief Risk Officer—Capital Management for GE Capital and she served as Deputy Treasurer GE Treasury from 2007 to 2012. After spending several years at Chemical Bank and ING, she joined GE in 1998 and has served in a range of capital markets and risk management roles. Ms. VanBelle holds a B.A. degree in Economics from Bates College and an MSc in Finance from the London Business School.

**Michael Walsh.** Mr. Walsh has been a Director of AerCap since May 5, 2017. He previously served as a Non-Executive Director, including Chairman, of a number of companies which finance and lease aircraft and trains throughout the world. Mr. Walsh has over 30 years' experience as a Non-Executive Director, senior executive and commercial lawyer in the aircraft leasing and financing industry. In 1989, he joined GPA Group plc, the aircraft leasing and financing company, and held a number of senior management positions, including General Counsel. Following the acquisition of GPA by debis AirFinance in 2000, Mr. Walsh was appointed General Counsel of debis AirFinance and held that position until 2002. From 2003 to 2005, he served as Chief Legal Officer of Bord Gáis Éireann, the Irish gas utility. From 1986 to 1989, he was a diplomat in the Irish Diplomatic Service. Mr. Walsh is a barrister and a law graduate of University College, Cork, Ireland.

**Robert (Bob) Warden.** Mr. Warden has been a Director of AerCap since July 26, 2006. He is also currently Global Head of Private Equity at Cerberus Capital Management, L.P., which he joined in October 2018 after previously working at Cerberus from 2003 to 2012. Mr. Warden has worked in the private equity industry for over 25 years. He was formerly a partner at Pamplona Capital Management from 2012 to 2018, and had previously worked in private equity at J.H. Whitney, Cornerstone Equity Investors and Donaldson, Lufkin & Jenrette. Mr. Warden received his A.B. from Brown University.

## **Officers**

**Peter Juhas.** Mr. Juhas was appointed Chief Financial Officer of AerCap in April 2017, following his appointment as Deputy Chief Financial Officer in September 2015. Prior to joining AerCap, Mr. Juhas was Global Head of Strategic Planning at American International Group, Inc. ("AIG"), where he led the development of the company's strategic and capital plans, as well as mergers, acquisitions and other transactions, including the sale of ILFC to AerCap. Prior to joining AIG in 2011, Mr. Juhas was a Managing Director in the Investment Banking Division of Morgan Stanley from 2000 to 2011. While at Morgan Stanley, he led the IPO of AerCap in 2006 and was the lead advisor to the Federal Reserve Bank and the U.S. Treasury on the AIG restructuring and the placement of the U.S. government-sponsored enterprises Fannie Mae and Freddie Mac into conservatorship in 2008. Prior to joining Morgan Stanley, Mr. Juhas was an attorney in the Mergers and Acquisitions group at Sullivan & Cromwell LLP, the New York law firm. Mr. Juhas received his A.B. from Harvard College and his J.D. from Harvard Law School.



**Peter Anderson.** Mr. Anderson was appointed Chief Commercial Officer in March 2021, overseeing AerCap's worldwide leasing business, including marketing, pricing and commercial execution. During his career at AerCap, Mr. Anderson has served as Head of EMEA and as Head of Asia Pacific and China, managing AerCap's leasing activities teams in those regions. From 2011, Mr. Anderson worked in the leasing team at ILFC, establishing and leading the Singapore office until AerCap's acquisition of ILFC in 2014. Mr. Anderson has also held positions at Hong Kong Aviation Capital and at Allco Finance Group in both Sydney and London, specializing in aircraft leasing and structured finance. Mr. Anderson earned his Master of Applied Finance and Investment from the Securities Institute of Australia, and his B.A. from the University of Technology Sydney.

**Vincent Drouillard.** Mr. Drouillard was appointed General Counsel on June 1, 2018. He previously served in the role of Head of Legal Leasing at AerCap, a position he held from 2015 to 2018. He joined ILFC in 2004 and last served as Head of Legal EMEA, prior to the acquisition of ILFC by AerCap. Mr. Drouillard practiced law at the law firm Gibson, Dunn & Crutcher. He received law degrees from King's College London, the University of Paris I Panthéon-Sorbonne and the University of Paris X Nanterre. Mr. Drouillard is a member of the New York State Bar and the State Bar of California.

**Brian Canniffe.** Mr. Canniffe was appointed Group Treasurer of AerCap in January 2018, previously serving as Head of Investor Relations since joining the Company in October 2016. He has over 20 years' experience in banking, lending and the capital markets. Prior to joining AerCap, Mr. Canniffe served as Managing Director and Head of Global Markets Financing for Bank of America Merrill Lynch in Hong Kong and Tokyo, where he led a division that was responsible for providing secured financing, trading, clearing, reporting and various treasury functions in the Asia Pacific region. In addition, he held roles within the financing divisions at Nomura Securities and Bankers Trust International.

**Joe Venuto.** Mr. Venuto was appointed Chief Technical Officer of AerCap in February 2012. He previously served in the role of Senior Vice President Operations for the Americas at AerCap for four years. From 2004 to 2008, he held the role of Senior Vice President Operations at AeroTurbine, Inc., responsible for all technical issues. Prior to joining AeroTurbine, Inc., Mr. Venuto held the role of Senior Director Maintenance at several airlines including Trump Shuttle, Laker Airways and Amerijet International. He has over 30 years' experience in the aviation industry and he commenced his aviation career as an Airplane and Powerplant technician for Eastern Airlines. Mr. Venuto is a graduate of the College of Aeronautics and a licensed FAA Airframe and Powerplant Technician.

**Anton Joiner.** Mr. Joiner was appointed Chief Risk Officer in 2011 with responsibility for portfolio risk management, workouts, repossessions and debtor management. He joined AerCap in 2001 and held a variety of positions. Prior to joining AerCap, Mr. Joiner held positions with Scotia Capital, Commercial Aviation Group and Hunting Cargo Airlines. He has a Master's degree in Air Transport Management from Cranfield College of Aeronautics.

**Jorg Koletzki.** Mr. Koletzki was appointed Chief Information Officer of AerCap in September 2015. He has significant experience in managing complex system implementations on a global scale, transforming IT functions and running high quality teams. His experience extends to working within large multinational companies including IBM, Volkswagen, National Grid and E.ON.

**Ristead Sheridan.** Mr. Sheridan was appointed Company Secretary in May 2020 and Chief Compliance Officer in 2019. He joined AerCap in April 2017 as Head of Internal Audit. Prior to joining AerCap, he gained extensive experience advising companies on governance, financial reporting and control/process matters while working with the professional services firms KPMG and EY. Mr. Sheridan holds a Bachelor's degree in Business & Legal Studies and a Master's degree in Accounting from University College Dublin and is a Fellow of Chartered Accountants Ireland.

**Theresa Murray.** Ms. Murray was appointed Head of Human Resources in October 2016. She has over 25 years' experience across all HR disciplines. Prior to joining AerCap she held the position of International HR Director at Nuance Communications. Throughout her career she has held a variety of HR and management roles, including senior positions at Telefonica and Lucent Technologies.

**Bart Lighthart.** Mr. Lighthart joined the AerCap Trading team in 2007. He was appointed to the position of Head of Trading and Portfolio Management in 2018 and as Chief Investment Officer in March 2022. Mr. Lighthart has 14 years' experience in aircraft trading and portfolio management in both wide and narrowbody aircraft. Prior to joining AerCap he worked at Deloitte and Touche in Amsterdam where he served as Manager Transactions Services. Mr. Lighthart received his B.A in Commercial Economics from Inholland University, and his MSc in Finance Management from Nyenrode Business University.

**Martin Olson.** Mr. Olson assumed the position of Head of OEM Relations following the acquisition of ILFC by AerCap. He previously served in the role of Senior Vice President at ILFC. Mr. Olson heads AerCap's OEM Relations Department, responsible for purchasing new aircraft and engines. He joined ILFC in 1995 after ten years with McDonnell Douglas Aircraft Corporation. Mr. Olson is a graduate of California State University, Fullerton. He holds a Master's degree in Business Administration from the University of Southern California.

**John Govan.** Mr. Govan was promoted to the position of Head of EMEA in March 2021. He previously served in the role of Vice President Leasing from 2016 to 2021. In his role, Mr. Govan is responsible for AerCap's leasing activities across Europe, Middle East and Africa. Prior to joining AerCap, he worked in the Technical team at SMBC Aviation Capital, formerly RBS Aviation Capital, as VP Technical and was subsequently promoted to the role of SVP Airline Marketing, followed by SVP OEM Relations. Mr. Govan began his aviation career as an Aircraft Maintenance and Engineering Apprentice at Lufthansa Technik, formerly Shannon Aerospace, where he qualified as an Aircraft Maintenance Technician in 1992.

**Bashir Hajjar.** Mr. Hajjar assumed the position of Head of Americas in October 2018. In his role Mr. Hajjar is responsible for AerCap's leasing activities across the Americas. He brings 30 years of wide-ranging experience in the aviation industry from aircraft manufacturing to aircraft leasing and airline management. Prior to joining AerCap he held various positions in the Fleet Planning group for Continental Airlines and the Aircraft Marketing group at McDonnell Douglas. Mr. Hajjar began his aviation career in engineering, at McDonnell Douglas, Eastern Airlines and Continental Airlines. Mr. Hajjar holds a Masters of Business Administration from California State University Long Beach, a Bachelor of Science Degree in Aerospace Engineering from Saint Louis University, and an FAA Airframe and Power Plant Certificate.

**Emmanuel Herinckx.** Mr. Herinckx was appointed to the position of Head of Asia Pacific in July 2019. He oversees AerCap's leasing activities across Asia Pacific and China from our office in Singapore. Mr. Herinckx joined AerCap in September 2006 as Vice President Marketing Asia Pacific. Prior to joining AerCap he worked in the Airline Marketing Departments of Airbus North America Sales, INC, Washington D.C., USA and Airbus SAS, Toulouse, France for a period of seven years. Mr. Herinckx holds a Master of Science in Air Transport Management from Cranfield University, United Kingdom.

**Pat Sheedy.** Mr. Sheedy is President and CEO of Milestone Aviation. He has over 20 years of international financial services experience, including having previously led the underwriting and portfolio management function at Milestone Aviation and also having overall risk responsibility for GE Engine Leasing and GECAS' Cargo business. Prior to joining Milestone, he spent the majority of his career working in commercial aircraft leasing, with a particular focus on Emerging Markets, covering the Middle East, Africa and Russia. He qualified as a chartered accountant with Deloitte in Ireland, where he spent four years in several roles including audit and assurance, corporate finance and corporate recovery, prior to joining GE in 2004. Mr. Sheedy obtained his Bachelor of Business Studies degree from University of Limerick and is a Fellow of the Institute of Chartered Accountants Ireland.

**Tom Slattery.** Mr. Slattery assumed the role of Executive Vice President of AerCap Engines following the acquisition of GECAS by AerCap in November 2021. Mr. Slattery heads the engine asset management activity of AerCap, responsible for the spare engine leasing business and the installed engine operations. He joined GE Aviation in 2000 as an engineer working on engine overhaul economics, followed by assuming several roles in GECAS, including sales and technical leadership, and in 2018, he was appointed EVP GECAS Engines. Mr. Slattery holds a Bachelor's degree in Mechanical Engineering and a Master's degree in Business from Cranfield University.

**Dermot Manifold.** Mr. Manifold was appointed Head of Commercial Operations following AerCap's acquisition of GECAS in November 2021. He has 28 years of industry experience including management roles with responsibility for finance, pricing, asset purchasing, portfolio management and strategy. Immediately prior to joining AerCap he was EVP Commercial Operations at GECAS with responsibility for new aircraft acquisitions, portfolio placement and pricing. He qualified as a chartered accountant with PwC in Ireland, where he spent four years in roles including audit, accounting, tax and insolvency, prior to joining GE in 1993. Mr. Manifold has a Bachelor of Business Studies degree from University of Limerick and is a Fellow of the Institute of Chartered Accountants Ireland since 2003.

## Compensation

### *Compensation of non-executive directors*

We currently pay each non-executive director an annual fee of €95,000 (€200,000 for the Chairman of our Board of Directors) and pay each of these directors an additional €4,000 per meeting attended in person or €1,000 per meeting attended by phone. In addition, we pay the chair of the Audit Committee an annual fee of €25,000 and each Audit Committee member an annual fee of €15,000 and a fee of €4,000 per committee meeting attended in person or €1,000 per committee meeting attended by phone. We further pay the non-executive chair of each of the Nomination and Compensation Committee, the ESG Committee, the Group Treasury and Accounting Committee and the Group Portfolio and Investment Committee an annual fee of €15,000 and each such committee member an annual fee of €10,000 and a fee of €4,000 per committee meeting attended in person or €1,000 per committee meeting attended by phone.

In addition, our non-executive directors receive an annual equity award as provided for in AerCap's remuneration policy for members of the Board of Directors and in accordance with the terms of the Equity Incentive Plan 2014. The size of the annual equity award to our non-executive directors increased, effective as of December 31, 2015, following a market compensation analysis conducted by an independent benefits advisory firm and in accordance with the terms of the Equity Incentive Plan 2014. The annual equity award may be supplemented by additional awards in line with AerCap's remuneration policy in order to meet the compensation goals of the Company. As of December 31, 2021, our non-executive directors held 193,252 restricted stock units and options to acquire a total of 1,803 AerCap ordinary shares (our non-executive directors did not hold any shares of restricted stock as of December 31, 2021); these equity awards have been granted under the AerCap equity incentive plans, as further described below. All members of the Board of Directors are reimbursed for reasonable costs and expenses incurred in attending meetings of our Board of Directors.

## ***Executive compensation***

The aviation leasing business is highly competitive. As the global leader in aviation leasing, we seek to attract and retain the most talented and successful officers to manage our business and to motivate them with appropriate incentives to execute our strategy and to promote and encourage continued superior performance over a prolonged period of time, in support of achieving the objectives of long-term value creation and appropriate risk-taking. We have designed our compensation plans to meet these objectives.

<b>Compensation goal</b>	<b>How goal is accomplished</b>
Attract and retain leading executive talent	<ul style="list-style-type: none"><li>• Design compensation elements to enable us to compete effectively for executive talent</li><li>• Selectively retain executives acquired through business transactions considering industry and functional knowledge, leadership abilities and fit with Company culture</li></ul>
Align executive pay with shareholder interests	<ul style="list-style-type: none"><li>• Perform market analysis to stay informed of compensation trends and practices</li><li>• Concentrate executive pay heavily in equity compensation</li><li>• Require robust equity ownership and retention</li><li>• Motivate senior executives with meaningful incentives to generate long-term returns</li></ul>
Pay for performance	<ul style="list-style-type: none"><li>• Pay annual bonuses based on performance against one-year budgeted target set by the Nomination and Compensation Committee</li><li>• Reward long-term growth and value creation</li><li>• Tie long-term incentive program awards to the achievement of multi-year earnings per share (“EPS”) targets set by the Nomination and Compensation Committee</li><li>• Reward high performers with above-target pay when predetermined goals are exceeded</li></ul>
Manage risk	<ul style="list-style-type: none"><li>• Prohibit hedging of Company securities and pledging of AerCap equity prior to vesting</li><li>• Emphasize long-term performance by designing equity award opportunities to minimize short-term focus and influence on compensation payouts</li><li>• Subject the executive director’s incentive compensation to clawback provisions under Dutch law</li></ul>

As of December 31, 2021, our Group Executive Committee members were Aengus Kelly, Peter Juhas and Peter Anderson. During the year ended December 31, 2021, we paid an aggregate of approximately \$13.0 million in cash (base salary and bonuses) and benefits as compensation to our Group Executive Committee members, including approximately \$0.4 million as part of their retirement and pension plans.

The compensation packages of our Group Executive Committee members (other than our Chief Executive Officer) and certain other officers, consisting of base salary, annual bonus and, for some officers, annual stock bonus, along with other benefits, are determined by the Nomination and Compensation Committee upon the recommendation of the Chief Executive Officer on an annual basis. In addition, upon the recommendation of the Chief Executive Officer, the Nomination and Compensation Committee may grant long-term equity incentive awards to our officers (other than our Chief Executive Officer) on a non-recurring basis under our equity incentive plans, as further outlined below. The compensation package of our Chief Executive Officer, consisting of base salary, annual bonus, annual stock bonus and a long-term equity incentive award, along with other benefits, is determined by the Board of Directors, upon the recommendation of the Nomination and Compensation Committee, in accordance with the remuneration policy approved by the General Meeting of Shareholders.

The amount of the annual bonus and, if applicable, the amount of the annual stock bonus granted to our Group Executive Committee members and other participating officers are determined by the Nomination and Compensation Committee (or, in the case of our Chief Executive Officer, the Board of Directors, upon the recommendation of the Nomination and Compensation Committee) based on the Company's performance relative to the U.S. GAAP EPS budget for the relevant year and the personal performance of the individual Group Executive Committee member or other officer involved. The Company's U.S. GAAP EPS budget and target bonus levels are typically determined before the beginning of the relevant year. The annual bonus amounts and the annual stock bonuses are paid or granted, as the case may be, in arrears. As a matter of policy, actual bonus amounts will be below target level in years that the EPS target is not met, unless specific circumstances require otherwise which, if any, will be disclosed in this annual report. The annual stock bonuses vest after three years or, if earlier, at the end of the officer's employment term.

Our long-term equity incentive program is designed to retain our most talented and successful officers and to incentivize continued superior performance, in accordance with the Company's long-term objectives, for the benefit of our shareholders and other stakeholders. The majority of the long-term equity awards have vesting periods ranging between three years and five years, and the vesting of 66.67% of each award is conditional upon the achievement of the Company's U.S. GAAP EPS budget over the multi-year vesting period, as determined by the Board of Directors at the beginning of the vesting period (33.33% of each award is subject to time-based vesting). The awards will cliff vest, subject to meeting the vesting conditions, at the end of the vesting period, i.e., there will be no vesting in the interim, and all shares will remain at risk until the end of the vesting period. If the EPS target is not met, then none or only a portion of the performance-based shares will vest, with the remaining performance-based shares being forfeited. None of the performance-based shares will vest if 84.5% or less of the EPS target is met, which indicates the stringency of the program. A portion of the performance-based shares will vest, as specified in the award agreements, if between 84.5% and 100% of the EPS target is met, and all performance-based shares will vest if the EPS target is met or exceeded. In the event of a change of control of the Company, the shares will immediately vest. We believe that the design of our long-term equity incentive program promotes and encourages continued superior performance over a prolonged period of time in support of achieving the objectives of long-term value creation and appropriate risk-taking.

The employment agreements with some of our Group Executive Committee members provide for severance payments on certain terminations. The amount of the pre-agreed severance is derived from calculations, based on the employee's age and years of service.

The Company is subject to the Netherlands' Clawback of Bonuses Act. Pursuant to this legislation, bonuses paid to the executive director (and other directors, as defined under the articles of association, provided they are in charge of day-to-day management) may be clawed back if awarded on the basis of incorrect information. In addition, any bonus that has been awarded to the executive director (and other directors, as defined under the articles of association, provided they are in charge of day-to-day management) may be reduced if, under the circumstances, payment of the bonus would be unacceptable. As of December 31, 2021, we did not have any directors other than the executive director who were in charge of day-to-day management.

### *AerCap equity incentive plans*

Under our equity incentive plans, we have granted restricted stock units, restricted stock and, previously, stock options to directors, officers and employees to attract and retain them on competitive terms, and to incentivize superior performance with a view to creating long-term value for the benefit of the Company, its shareholders and other stakeholders.

The table below indicates the equity awards the Company granted to our Group Executive Committee members and their equity awards that vested in 2021:

	2021 Granted	2021 Vested
Aengus Kelly	3,522,591 (a)	18,345 (c)
Peter Juhas	450,000 (b)	—
Peter Anderson	—	140,400 (d)

- (a) Grant of 3,022,591 shares of restricted stock, of which 6,830 were withheld to pay taxes incurred by Mr. Kelly in connection with the grant. All other taxes in connection with these awards were funded by Mr. Kelly through a transfer of 624,000 shares from Mr. Kelly to the Company. Grant of 500,000 RSUs that will only vest subject to achievement of certain share price targets; payroll tax will be withheld and deducted from the shares to be delivered at vesting.
- (b) Grant of 375,000 shares of restricted stock, of which 143,563 were withheld to pay taxes incurred by Mr. Juhas in connection with the grant. Grant of 75,000 RSUs that will only vest subject to achievement of a certain share price; payroll tax will be withheld and deducted from the shares to be delivered at vesting.
- (c) Vesting of 18,345 shares of restricted stock.
- (d) Vesting of 140,400 shares of restricted stock.

The table below indicates the years in which equity awards held by our Group Executive Committee members as of December 31, 2021 are due to vest, subject to meeting the applicable vesting criteria. The awards may comprise restricted stock and restricted stock units, as specified in the paragraph below regarding share ownership:

	2022	2023	2024	2025	2026
Aengus Kelly	859,960	684,812	—	2,000,000	1,500,000
Peter Juhas	188,264	—	—	151,625	150,812
Peter Anderson	20,000	—	—	313,953	—

We require our Group Executive Committee members to own Company ordinary shares having a value equal to at least five times their annual base salary (ten times in the case of the Chief Executive Officer), in order to further align their interests with the long-term interests of our shareholders. This threshold amount includes ordinary shares owned outright, vested stock-based equity awards, time-based restricted stock and time-based restricted stock units, whether or not vested, and any stock-based equity that the executive has elected to defer. New Group Executive Committee members have a five-year grace period to meet this threshold. In addition, each Group Executive Committee member is required to hold, post vesting, 25% of the net ordinary shares (50% for our Chief Executive Officer) (after satisfaction of any exercise price or tax withholding obligations), delivered to him or her pursuant to Company equity awards since January 1, 2007, for so long as such member remains employed by the Company (or, if earlier, until such member reaches 65 years of age). Sales of Company ordinary shares are conducted with a view to avoiding undue impact on the Company's ordinary share price and in compliance with laws and regulations. Each member must consult with the Chairman before executing any sale of the Company's ordinary shares.

Our policies prohibit our directors, officers and employees from trading in Company securities on the basis of material non-public information, or engaging in hedging and other "short" transactions involving Company securities. In addition, our directors, officers and employees are prohibited from pledging equity incentive awards prior to vesting.

Refer to Note 19—*Share-based compensation* to our Consolidated Financial Statements included in this annual report for more details on our equity incentive plans.

## Board Practices

### General

Our Board of Directors currently consists of ten directors, nine of whom are non-executive directors.

As a foreign private issuer, as defined by the rules promulgated under the Exchange Act, we are not required to have a majority independent Board of Directors under applicable NYSE rules. Under the Dutch Corporate Governance Code (the “Dutch Code”), for a non-executive director to be considered “independent,” he or she (and his or her spouse and immediate relatives) may not, among other things, (i) in the five years prior to his or her appointment, have been an employee or executive director of us or any public company affiliated with us; (ii) in the year prior to his or her appointment, have had an important business relationship with us or any public company affiliated with us; (iii) receive any financial compensation from us other than for the performance of his or her duties as a director or other than in the ordinary course of business; (iv) hold 10% or more of our ordinary shares (including ordinary shares subject to any shareholder’s agreement); (v) be a member of the management or Supervisory Board of a company owning 10% or more of our ordinary shares; (vi) in the year prior to his or her appointment, have temporarily managed our day-to-day affairs while the executive director was unable to discharge his or her duties; or (vii) be a member of the management board of a company in which a member of the management board of the company which he supervises is a supervisory board member. The Dutch Code contains principles and best practices for Dutch companies with listed shares, and requires companies to either comply with the best practice provisions of the Dutch Code or to explain why they deviate from these best practice provisions. One of our non-executive directors was appointed to the Board by GE in connection with the GECAS Transaction and the shareholder agreement between AerCap and GE—refer to Note 4—*GECAS Transaction* to our Consolidated Financial Statements included in this annual report. Additionally, pursuant to the shareholder agreement between AerCap and GE, for as long as GE and its wholly owned subsidiaries collectively beneficially own at least 10% of our outstanding shares, GE will be entitled to designate a second director for appointment to AerCap’s Board of Directors. One of our non-executive directors (out of a total of nine) has served in excess of 12 years in deviation of the best practice provisions in the Dutch Code. However, we believe that the current composition of the Board enables it to operate effectively and independently, considering that the non-executive directors are carefully selected based upon their combined experience and expertise. The average tenure of our non-executive directors as of December 31, 2021, was 6.8 years.

The directors are appointed by the general meeting of the shareholders. Our directors may be appointed by the vote of a majority of votes cast at a general meeting of shareholders provided that our Board of Directors has proposed the appointment. Without a Board of Directors proposal, directors may also be appointed by the vote of a majority of the votes cast at a general meeting of shareholders if the majority represents at least one-third of our issued capital.

Shareholders may remove or suspend a director by the vote of a majority of the votes cast at a general meeting of shareholders, provided that our Board of Directors has proposed the removal. Our shareholders may also remove or suspend a director, without there being a proposal by the Board of Directors, by the vote of a majority of the votes cast at a general meeting of shareholders if the majority represents at least one-third of our issued capital.

Under our articles of association, the rules for the Board of Directors and the board committees, and Dutch corporate law, the members of the Board of Directors are collectively responsible for the management, general and financial affairs, policy, and strategy of our company.

The executive director is our Chief Executive Officer, who is primarily responsible for managing our day-to-day affairs as well as other responsibilities that have been delegated to the executive director in accordance with our articles of association and our internal rules for the Board of Directors. The non-executive directors supervise the Chief Executive Officer and our general affairs and provide general advice to our Chief Executive Officer. In performing their duties, the non-executive directors are guided by the interests of the Company and shall, within the boundaries set by relevant Dutch law, take into account the relevant interests of our shareholders and other stakeholders in AerCap. The internal affairs of the Board of Directors are governed by our rules for the Board of Directors.

The Chairman of the Board is responsible for ensuring, among other things, that (i) each director receives all information about matters that he or she may deem useful or necessary in connection with the proper performance of his or her duties; (ii) each director has sufficient time for consultation and decision making; and (iii) the Board of Directors and the board committees are properly constituted and functioning.

Each director has the right to cast one vote and may be represented at a meeting of the Board of Directors by a fellow director. The Board of Directors may pass resolutions only if a quorum of four directors, including our Chief Executive Officer and the Chairman or, in his absence, an alternative non-executive director who has been charged by the Board of Directors to act as chairman, are present at the meeting. Resolutions must be passed by a majority of the votes cast. If there is a tie, the matter will be decided by the Chairman of the meeting. Subject to Dutch law, resolutions of the Board of Directors may be passed in writing by a majority of the directors in office. Pursuant to Dutch laws and the Board Rules, a director may not participate in discussions or the decision making process on a transaction or subject in relation to which he or she has a conflict of interest with us. Resolutions to enter into such transactions must be approved by our Board of Directors, excluding such interested director or directors.

In 2021, the Board of Directors met on 19 occasions. Throughout the year, the Chairman of the Board and individual non-executive directors were in close contact with our Chief Executive Officer and the other Group Executive Committee members. During its meetings and contacts with the Chief Executive Officer and the other Group Executive Committee members, the Board discussed such topics as the GECAS Transaction, AerCap's annual reports and annual accounts for the financial year 2020, topics for the AGM 2021, the impacts of the Covid-19 pandemic, the situation involving the grounding of the Boeing 737 MAX aircraft, secured and unsecured financing transactions and AerCap's liquidity position, AerCap's hedging policies, the utilization and optimization of AerCap's portfolio of aircraft, global and regional macroeconomic, monetary and political developments and impact on the industry, AerCap key customer developments, competitive landscape, aircraft valuations, AerCap's backlog of new technology orders with aircraft and engine manufacturers, AerCap shareholder value, AerCap key shareholder developments, capital allocation strategies and share repurchases, AerCap's corporate and tax structure, reports from the various Board committees, budgeting and financial planning, environmental, social and governance ("ESG") related topics, remuneration and compensation, directors' and officers' succession planning, cyber security, regulatory compliance, culture and values, the impact of remote working environments, sustainability and community, governance, risk management and control and an assessment of the Board's own functioning.

### ***Composition of the Board***

The members of our Board of Directors are from diverse professional backgrounds and combine a broad spectrum of experience and expertise with a reputation for integrity. The Board of Directors as a whole possesses a wide range of core competencies, professional backgrounds and skill sets, as outlined in the Board profile, which is determined by the Board each year. The Board Profile, which is available on the website of the Company, sets out the Board's policy in relation to Board composition and diversity, and associated targets. The highlights of this policy include that the Board of Directors shall aim for a diverse composition, in line with the global nature and identity of the Company and its business, in terms of such factors as nationality, background, gender and age. We are committed to advancing female representation on our Board of Directors, as we believe that greater diversity of the Board of Directors will have a positive impact. Candidate directors are primarily selected on the basis of core competencies, professional backgrounds and skill sets as outlined in the Board profile. The Board of Directors comprises at least one financial expert.

### ***Committees of the Board of Directors***

As described above, the Chief Executive Officer is primarily responsible for managing our day-to-day affairs as well as other duties that have been delegated to the executive director in accordance with our articles of association and our internal rules for the Board of Directors. The Board of Directors has established a Group Executive Committee, a Group Portfolio and Investment Committee, a Group Treasury and Accounting Committee, an Audit Committee, a Nomination and Compensation Committee and an ESG Committee.

#### ***Group Executive Committee***

We maintain a Group Executive Committee, which is tasked with assisting the Chief Executive Officer with the operational management of the Company, subject to the Chief Executive Officer's ultimate responsibility. It is chaired by our Chief Executive Officer and is comprised of officers appointed by the Nomination and Compensation Committee. As of December 31, 2021, the members of our Group Executive Committee were Aengus Kelly, Peter Juhas and Peter Anderson. The members of the Group Executive Committee assist the Chief Executive Officer in performing his duties and as such have managerial and policy making functions within the Company in their respective areas of responsibility. Members of the Group Executive Committee regularly attend Board meetings.



### *Group Portfolio and Investment Committee*

Our Group Portfolio and Investment Committee is entrusted with the authority to consent to transactions relating to the acquisition and disposal of aircraft, engines and financial assets that are in excess of \$250 million but less than \$600 million, among others. It is chaired by our Chief Financial Officer and is comprised of non-executive directors and officers appointed by the Nomination and Compensation Committee. As of December 31, 2021, the members of our Group Portfolio and Investment Committee were Peter Juhas, Aengus Kelly, Robert (Bob) Warden, Bart Lighthart and Rita Forst.

### *Group Treasury and Accounting Committee*

Our Group Treasury and Accounting Committee is entrusted with the authority to consent to debt funding in excess of \$250 million but less than \$600 million per transaction, among others. It is chaired by our Chief Financial Officer and is comprised of non-executive directors and officers appointed by the Nomination and Compensation Committee. As of December 31, 2021, the members of our Group Treasury and Accounting Committee were Peter Juhas, Aengus Kelly, Paul Dacier, Brian Canniffe and Robert (Bob) Warden.

### *Audit Committee*

Our Audit Committee assists the Board of Directors in fulfilling its responsibilities relating to the integrity of our financial statements, our risk management and internal control arrangements, our compliance with legal and regulatory requirements, the performance, qualifications and independence of our external auditors, and the performance of the internal audit function, among others. The Audit Committee is comprised of non-executive directors who are “independent” as defined by Rule 10A-3 under the Exchange Act. At least one of them shall have the necessary financial qualifications. As of December 31, 2021, the members of our Audit Committee were James (Jim) Lawrence (Chairman), Julian (Brad) Branch, Richard (Michael) Gradon, and Michael Walsh.

In 2021, the Audit Committee met on seven occasions. Throughout the year, the members of the Audit Committee were in close contact with our Chief Executive Officer, our Chief Financial Officer, our internal auditors and our external auditors. Principal items discussed and reviewed during these Audit Committee meetings and with our Chief Executive Officer and our Chief Financial Officer included the annual and quarterly financial statements and disclosures, the GECAS Transaction and related integration considerations, including certain auditor independence matters and the related comprehensive process to select and appoint a new external auditor (refer to “Item 16F—Change in Registrant’s Certifying Accountant” for additional information), internal auditors’ reports, external auditors’ reports, external auditors’ independence and rotation, activities and results in respect of our continued compliance with the Sarbanes-Oxley Act, the external auditors’ audit plan for 2021, approval of other services rendered by the external auditors, internal audit reports, the internal auditors’ audit plan for 2022, the impacts of the Covid-19 pandemic, the Company’s compliance, risk management, integrity and fraud policies, the expenses incurred by the Company’s most senior officers in carrying out their duties, the Company’s tax planning policies, key transformation projects including IT and cybersecurity projects, the functioning of the Audit Committee, the Audit Committee charter and the Audit Committee cycle. The Audit Committee had separate sessions with the external auditors and with the internal auditors without management being present.

### *Nomination and Compensation Committee*

Our Nomination and Compensation Committee selects and recruits candidates for the positions of Chief Executive Officer, non-executive director and Chairman of the Board of Directors and recommends their remuneration, bonuses and other terms of employment or engagement to the Board of Directors. In addition, our Nomination and Compensation Committee approves the remuneration, bonuses and other terms of employment of the Group Executive Committee and certain other officers and appoints members of the Group Executive Committee, the Group Portfolio and Investment Committee, the Group Treasury and Accounting Committee and recommends candidates for the Audit Committee and plans the succession within the Board of Directors and committees. It is chaired by the Chairman of our Board of Directors and is further comprised of up to four non-executive directors appointed by the Board of Directors. As of December 31, 2021, the members of our Nomination and Compensation Committee were Paul Dacier (Chairman), Michael Walsh, Jennifer VanBelle, Robert (Bob) Warden and Stacey Cartwright.

In 2021, the Nomination and Compensation Committee met on five occasions. At these meetings it discussed and approved succession planning and compensation related occurrences and developments within the framework of the Board and Committee Rules and our remuneration policy. In addition, various resolutions were adopted outside of these meetings.

None of our Nomination and Compensation Committee members or our officers has a relationship that would constitute an interlocking relationship with officers or directors of another entity or insider participation in compensation decisions.

## ESG Committee

In December 2021, our Board of Directors established an ESG Committee, which aims to enhance AerCap's governance of ESG-related risks and opportunities and reflects AerCap's aspiration to be a leader in this space. The committee comprises three board-level independent directors and members of the AerCap senior leadership team. These individuals have relevant experience in areas such as governance, sustainability, energy efficiency, charitable outreach, financial reporting and reputational risk management. This approach is designed to provide dedicated oversight to ESG issues at the highest level. As of December 31, 2021, the members of our ESG Committee were Stacey Cartwright (Chair), Julian (Brad) Branch, Rita Forst, Peter Juhas, Tom Slattery and Joseph McGinley.

## Share ownership

The following table presents beneficial ownership of our shares which are held by our directors and Group Executive Committee members as of December 31, 2021:

	Ordinary shares (unrestricted)	Restricted stock (a)	Restricted stock units (a) (b)	Ordinary shares underlying options (c)	Fully diluted ownership percentage (d)
<b>Directors:</b>					
Paul Dacier (Chairman)	11,118	—	26,700	1,803	*
Aengus Kelly (e)	1,018,386	4,544,772	500,000	—	2.3%
Julian (Brad) Branch	5,000	—	31,016	—	*
Stacey Cartwright	—	—	24,451	—	*
Rita Forst	1,500	—	24,451	—	*
Richard (Michael) Gradon	3,656	—	23,987	—	*
James (Jim) Lawrence	208,454	—	20,000	—	*
Michael Walsh	6,897	—	20,000	—	*
Robert (Bob) Warden	13,742	—	22,647	—	*
Jennifer VanBelle	—	—	—	—	*
<b>Total Directors</b>	<b>1,268,753</b>	<b>4,544,772</b>	<b>693,252</b>	<b>1,803</b>	
<b>Group Executive Committee (GEC) Members:</b>					
Peter Juhas	49,849	405,780	84,921	—	*
Peter Anderson	70,183	313,953	20,000	—	*
<b>Total Directors and GEC Members</b>	<b>1,388,785</b>	<b>5,264,505</b>	<b>798,173</b>	<b>1,803</b>	

\*Less than 1.0%.

- (a) All restricted stock and restricted stock units are subject to time-based, performance-based or market vesting conditions. Of these restricted stock and restricted stock units, subject to the vesting conditions, 4,311 will vest on January 1, 2022, 45,889 will vest on March 11, 2022, 20,039 will vest on April 30, 2022 (or the date of the AGM in 2022, whichever is the earlier), 842,105 will vest on May 1, 2022 (or the date of the AGM in 2022, whichever is the earlier), 20,000 will vest on June 30, 2022, 242,737 will vest on September 13, 2022, 3,608 will vest on January 1, 2023, 14,419 will vest on March 9, 2023, 5,294 will vest on April 30, 2023 (or the date of the AGM in 2023, whichever is the earlier), 670,393 will vest on May 1, 2023 (or the date of the AGM in 2023, whichever is the earlier), 160,000 will vest on December 17, 2023, 313,953 will vest on March 31, 2025, 2,151,625 will vest on April 30, 2025 and 1,650,812 will vest on April 30, 2026.
- (b) Payroll tax will be withheld and deducted from the ordinary shares to be delivered at the vesting of restricted stock units, as applicable.
- (c) The remaining 1,803 options expire on December 31, 2022 and carry a strike price of \$13.72 per option.
- (d) Percentage amount assumes the vesting and exercise of all time-based and performance-based equity awards at target in this table, and no vesting or exercise of any other equity awards.
- (e) Mr. Kelly is our Chief Executive Officer and the Executive Director of the Board.

All of our ordinary shares have the same voting rights.

The address for all of our directors and officers is c/o AerCap Holdings N.V., AerCap House, 65 St. Stephen's Green, Dublin, D02 YX20, Ireland.

## Employees

The following table presents the number of employees relating to our aviation leasing business at each of our principal geographic locations as of December 31, 2021, 2020 and 2019:

Location	As of December 31,		
	2021	2020	2019
Dublin	226	200	206
Shannon	253	79	79
United States	141	44	51
Singapore	65	44	44
Other (a)	51	10	10
<b>Total (b)</b>	<b>736</b>	<b>377</b>	<b>390</b>

(a) Includes employees located in the Netherlands, China, France, the United Kingdom, the United Arab Emirates, Hong Kong, Italy, Luxembourg and Russia.

(b) Includes six part-time employees as of December 31, 2021 and one part-time employee as of December 31, 2020 and 2019, respectively.

None of our employees are covered by a collective bargaining agreement, and we believe that we maintain excellent employee relations.

## Item 7. Major Shareholders and Related Party Transactions

### Major shareholders

Beneficial holders of 5% or more of our issued and outstanding ordinary shares as of December 31, 2021, based on available public filings, include: General Electric Company at 45.4% (111,500,000 shares) and Wellington Management Company, LLP at 7.6% (18,583,219 shares).

We do not register the jurisdiction of all record holders as this information is not always available. Specifically, the number of record holders in the United States, or in many regions outside the United States, is not known to the Company and cannot be ascertained from public filings. All of our ordinary shares have the same voting rights.

### Related party transactions

Refer to Note 4—*GECAS Transaction*, Note 10—*Associated companies*, Note 28—*Variable interest entities* and Note 29—*Related party transactions* to our Consolidated Financial Statements included in this annual report for further details of transactions and loans between the Company and its related parties.

### ***Shareholders' Agreement, Registration Rights Agreement and Noteholder Agreement with GE Capital US Holdings, Inc. and GE***

AerCap completed the acquisition of GECAS from GE on November 1, 2021. Under the terms of the transaction agreement, GE received 111.5 million newly issued AerCap ordinary shares, approximately \$23 billion of cash and \$1 billion of AerCap senior notes. As a condition to the closing of the GECAS Transaction, AerCap and GE entered into a shareholders' agreement (the "Shareholders' Agreement"), a registration rights agreement (the "Registration Rights Agreement") and a noteholder agreement (the "Noteholder Agreement").

### ***Board Nomination Rights***

For as long as GE and its subsidiaries own at least 10% of our issued and outstanding ordinary shares, GE will be entitled to designate two directors for election to our Board of Directors, and for as long as GE owns any of the shares, GE will be entitled to designate one director for election to our Board of Directors. Subject to the provisions of the Shareholders' Agreement, the Board of Directors will propose the GE-designated directors for appointment by the AGM. One GE-designated director will resign if GE's aggregate ownership decreases below 10% of our outstanding shares and the second will resign if GE ceases to own any shares.

### ***Restrictions on voting of shares***

In general, GE may vote shares constituting up to 24.9% of shares able to vote (taking into consideration such voting restriction) and must abstain from voting the remainder of its shares. The voting restriction will not apply to, and GE may vote all of its ordinary shares, in connection with:

- i. any transaction requiring approval of the general meeting under article 2:107a of the Dutch Civil Code, other than change of control transactions not approved by our Board of Directors;
- ii. any merger or sale of substantially all of the assets of AerCap or other change of control transactions involving AerCap, in each case approved by our Board of Directors;
- iii. any amendment or series of related amendments to AerCap's organizational documents that would have a materially adverse and disproportionate effect on GE relative to AerCap's other shareholders;
- iv. any proposal at a general meeting to limit or exclude GE's pre-emptive rights; and
- v. the appointment or dismissal of directors nominated by GE.

Until GE holds less than 10% of our issued and outstanding ordinary shares, GE must abstain from voting any of its shares in connection with the election or removal of any director nominees not approved by our Board of Directors and any change of control transaction not approved by our Board of Directors. Once GE holds less than 10% of our issued and outstanding ordinary shares, GE may vote all of its shares in connection with the election or removal of any director nominees not approved by our Board of Directors and any change of control transaction not approved by our Board of Directors.

### ***Foundation structure***

In the unforeseen event that GE would challenge the enforceability of the voting restrictions in the Shareholders' Agreement, subject to certain conditions we would be entitled to require GE to use its reasonable best efforts to transfer its shares to a Dutch foundation ("*stichting*"), in exchange for which GE will receive a corresponding number of registered depository receipts from the foundation which will provide GE with the economic benefits of its shares, while the voting rights will remain with the foundation. The foundation would be subject to the same voting agreement as GE, and GE would be able to instruct the foundation how to vote on the specific matters on which GE would be entitled to vote under the voting agreement provisions of the Shareholders' Agreement. The members of the board of the foundation would be appointed by us.

### ***Lock-up period***

The ordinary shares issued to GE pursuant to the GECAS Transaction are subject to a lock-up period that will expire in stages over a nine to 15 month period following the completion of the GECAS Transaction on November 1, 2021, as follows: (i) GE may sell up to 1/3 of its AerCap ordinary shares beginning on the date that is nine months following the completion of the GECAS Transaction; (ii) 2/3 of its AerCap ordinary shares beginning on the date that is 12 months following the completion of the GECAS Transaction; and (iii) any or all of its AerCap ordinary shares beginning on the date that is 15 months following the completion of the GECAS Transaction.

### ***Restrictions on transfer of shares***

GE may not transfer more than 9.9% of the outstanding shares to any one transferee (or, to GE's knowledge, any transferees that form a group), except in a bona fide broadly distributed underwritten public offering, and, for so long as it beneficially owns more than 5% of the outstanding shares, may not transfer any of the shares in connection with any tender offer, exchange offer or other acquisition not supported by our Board of Directors. Restrictions on the transfer of GE's shares will not apply to transfers to us or wholly owned subsidiaries of GE (subject to certain requirements), or to transfers in connection with a merger or acquisition approved by our Board of Directors. Change of control transactions, mergers of equals or similar business combinations involving GE, and subject to certain conditions, bona fide sales, spin offs or other divestitures of whole business units or divisions of GE or its affiliates, will be considered transfers for purposes of the above restrictions.

### ***Standstill provisions***

Until the date that is six months after the first business day on which GE owns less than 10% of the issued and outstanding ordinary shares, GE will be subject to customary standstill provisions.

### ***Preemptive rights***

If we issue equity securities for cash in an amount equal to or greater than 20% of our share capital, GE will have customary preemptive rights, except to the extent such rights are limited as a matter of applicable mandatory law, to purchase the portion of the issued shares required to maintain its ownership percentage in us.

### ***Share repurchases***

If we offer to repurchase shares from other shareholders, GE is entitled to cause us to repurchase its shares pro rata.

### ***Registration rights***

The Registration Rights Agreement and Noteholder Agreement allow GE to demand registration for the resale of the 111.5 million ordinary shares and \$1 billion of AerCap senior notes, respectively, in certain circumstances.

### ***Specific performance***

The parties have agreed that they will be entitled to seek an injunction or injunctions to prevent breaches of the Shareholder Agreement, the Registration Rights Agreement and the Noteholder Agreement and to enforce specifically the terms and provisions of the Shareholder Agreement, the Registration Rights Agreement and the Noteholder Agreement without proof of damages or otherwise in addition to any other remedy to which they are entitled.

### ***Governing law, consent to jurisdiction and dispute resolution***

The Shareholder Agreement is governed by Netherlands law while the Noteholder Agreement and Registration Rights Agreement are governed by Delaware law. The Shareholder Agreement provides that all disputes will be settled in the courts of Amsterdam, The Netherlands. The Noteholder Agreement and Registration Rights Agreement provide that all disputes will be brought and resolved in the Court of Chancery of the State of Delaware (or, only if such court declines to accept jurisdiction over a particular matter, then in the United States District Court for the District of Delaware or, if jurisdiction is not then available in the United States District Court for the District of Delaware (but only in such event), then in any Delaware state court sitting in New Castle County).

## **Item 8. Financial Information**

### **Consolidated statements and other financial information**

Please refer to pages F-1 through F-76 of this annual report.

### **Significant changes**

Please refer to Note 32—*Subsequent events* to our Consolidated Financial Statements included in this annual report for a discussion of significant changes.

## **Item 9. The Offer and Listing**

### **Offer and listing details**

Not applicable.

### **Markets**

AerCap's ordinary shares are traded on the NYSE under the ticker symbol AER.

AerCap's 5.875% Fixed-Rate Reset Junior Subordinated Notes due 2079 are traded on the NYSE under the ticker symbol AER79.

## **Item 10. Additional Information**

### **Memorandum and articles of association**

Set forth below is a summary description of our ordinary shares and related material provisions of our articles of association and of Book 2 of the Dutch Civil Code (“*Boek 2 van het Burgerlijk Wetboek*”), which governs the rights of holders of our ordinary shares. Please refer to “Item 6—Directors, Senior Management and Employees” for a discussion of Netherlands laws and our internal rules concerning directors’ power to vote on proposals in which they are materially interested.

#### ***Ordinary share capital***

Pursuant to our articles of association, our ordinary shares may only be held in registered form. All of our ordinary shares are registered in a register kept by us or on our behalf by our transfer agent. Transfer of registered shares requires a written deed of transfer and the acknowledgment by AerCap, subject to provisions stemming from private international law. Our ordinary shares are, in general, freely transferable.

#### ***Regulatory obligations regarding certain share transactions***

Cash Manager Limited, which is a subsidiary of AerCap, is subject to regulation by the Central Bank of Ireland. As a result, the acquisition or disposal directly or indirectly of interests in AerCap shares or similar interests may be subject to regulatory requirements involving the Central Bank of Ireland as set out below. The following disclosure is for information purposes only and AerCap cannot provide Irish legal advice to actual or potential investors. Actual or potential investors in AerCap must obtain their own legal advice in relation to their position.

Under the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) (the “MiFID II Regulations”), a person or a group of persons acting in concert proposing to acquire a direct or indirect holding of ordinary shares or other similar interests in AerCap must give the Central Bank of Ireland prior written notice of such proposed acquisition if the acquisition would directly or indirectly (i) represent 10% or more of the capital or voting rights in AerCap; (ii) result in the proportion of capital or voting rights in AerCap held by such person or persons reaching or exceeding 10%, 20%, 33% or 50% of the capital or voting rights in AerCap; or (iii) in the opinion of the Central Bank of Ireland, make it possible for that person or those persons to control or exercise a significant influence over the management of Cash Manager Limited. Any such proposed acquisition shall not proceed until (a) the Central Bank of Ireland has informed such proposed acquirer or acquirers that it approves such acquisition or (b) the period prescribed in Regulation 21 of the MiFID II Regulations has elapsed without the Central Bank of Ireland having given notice in writing that it opposes such acquisition. It is important in this regard to note that the validity as a matter of Irish law of affected transactions, if completed without prior notification to, or assessment by, the Central Bank of Ireland will not be recognized in Ireland. Corresponding provisions apply to the disposal of direct and indirect shareholdings in AerCap except that, in such case, no approval is required, but prior notice of the disposal must be given to the Central Bank of Ireland. Cash Manager Limited is required under the MiFID II Regulations to notify the Central Bank of Ireland of relevant acquisitions and/or disposals of which it becomes aware.

### *Issuance of ordinary shares*

The General Meeting of Shareholders can resolve upon the issuance of ordinary shares or the granting of rights to subscribe for ordinary shares, but only upon a proposal by the Board of Directors specifying the price and further terms and conditions. The General Meeting of Shareholders may designate our Board of Directors as the authorized corporate body for this purpose. Such designation may be for any period of up to five years and must specify the maximum number of ordinary shares that may be issued.

At the AGM held in 2021, our shareholders approved the GECAS Transaction, including the issuance of 111.5 million AerCap ordinary shares upon completion of the transaction. At the same meeting, our shareholders resolved to authorize the Board of Directors, for a period of 18 months, to issue ordinary shares or grant rights to subscribe for ordinary shares

- (i) up to ten percent of the Company's issued share capital; and
- (ii) up to an additional ten percent of the Company's issued share capital, provided that the shares that may be issued and rights that may be granted pursuant to this second authorization may only be used for mergers and/or the acquisition of a business or a company.

These resolutions together, excluding the resolutions solely related to the GECAS Transaction, authorize the Board of Directors to issue ordinary shares, and grant rights to subscribe for such shares, up to a maximum of 20% of the Company's issued share capital, subject to the conditions described in these resolutions.

Pursuant to the articles of association, an increase in the Company's authorized share capital was approved at the AGM held in 2021. As of December 31, 2021, we had 450,000,000 authorized ordinary shares, par value €0.01 per share, of which 250,347,345 and 245,395,448 were issued and outstanding, respectively.

On the Closing Date we issued 111.5 million ordinary shares in capital of AerCap to GE in connection with the GECAS Transaction.

### ***Preemptive rights***

Unless limited or excluded by the General Meeting of Shareholders or Board of Directors as described below, holders of ordinary shares have a pro rata preemptive right to subscribe for ordinary shares that we issue, except for ordinary shares issued for non-cash consideration (contribution in kind) or ordinary shares issued to our employees.

The General Meeting of Shareholders may limit or exclude preemptive rights and also designate our Board of Directors as the authorized corporate body for this purpose. At the AGM held in 2021, our shareholders resolved to authorize the Board of Directors to limit or exclude preemptive rights in respect of any issuance of shares or granting of rights to subscribe for shares pursuant to the authorizations described above in the paragraph “Issuance of ordinary shares,” which authorization is valid for a period of 18 months.

### ***Repurchase of our ordinary shares***

We may acquire our ordinary shares, subject to certain provisions of the laws of the Netherlands and of our articles of association, if the following conditions are met:

- the General Meeting of Shareholders has authorized our Board of Directors to acquire the ordinary shares, which authorization may be valid for no more than 18 months;
- our equity, after deduction of the price of acquisition, is not less than the sum of the paid-in and called-up portion of the share capital and the reserves that the laws of the Netherlands or our articles of association require us to maintain; and
- we would not hold after such purchase, or hold as pledgee, ordinary shares with an aggregate par value exceeding such part of our issued share capital as set by law from time to time.

At the AGM held in 2021, our shareholders resolved to authorize the Board of Directors for a period of 18 months *(i)* to repurchase ordinary shares up to ten percent of the Company’s issued share capital; and *(ii)* to repurchase ordinary shares up to an additional ten percent of the Company’s issued share capital, subject to the condition that the number of ordinary shares which the Company may at any time hold in its own capital will not exceed ten percent of the Company’s issued share capital, and certain other conditions described in these resolutions.

### ***Capital reduction and cancellation***

The General Meeting of Shareholders may reduce our issued share capital either by cancelling ordinary shares held in treasury or by amending our articles of association to reduce the par value of the ordinary shares. A resolution to reduce our capital requires the approval of at least an absolute majority of the votes cast and, if less than one half of the share capital is represented at a meeting at which a vote is taken, the approval of at least two-thirds of the votes cast.

At the AGM held in 2021, our shareholders resolved to cancel the Company’s ordinary shares that may be acquired under the repurchase authorizations described above or otherwise, subject to determination by our Board of Directors or our Chief Executive Officer, of the exact number of ordinary shares to be cancelled. During 2021, we cancelled no ordinary shares.



### **General Meetings of Shareholders**

Our articles of association determine how our AGM and any extraordinary General Meeting of Shareholders are convoked. At least one AGM must be held every year. Shareholders can exercise their voting rights by submitting their proxy forms or equivalent means prior to a set date in accordance with the procedures indicated in the notice and agenda of the applicable general meeting of shareholders. Shareholders may exercise their meeting rights in person after notifying us prior to a set date and providing us with appropriate evidence of ownership of the shares and authority to vote prior to a set date in accordance with the procedures indicated in the notice and agenda of the applicable general meeting of shareholders.

The rights of shareholders may only be changed by amending our articles of association. A resolution to amend our articles of association is valid if the Board of Directors makes a proposal amending the articles of association and such proposal is adopted by a simple majority of votes cast.

The following resolutions require a two-thirds majority vote if less than half of the issued share capital is present or represented at the General Meeting of Shareholders:

- capital reduction;
- exclusion or restriction of preemptive rights, or designation of the Board of Directors as the authorized corporate body for this purpose; and
- legal merger or legal demerger within the meaning of Title 7 of Book 2 of the Dutch Civil Code.

If a proposal to amend the articles of association will be considered at the meeting, we will make available a copy of that proposal, in which the proposed amendments will be stated verbatim.

An agreement of AerCap to enter into (i) a statutory merger whereby AerCap is the acquiring entity; or (ii) a legal demerger, with certain limited exceptions, must be approved by the shareholders.

The AGM was held on May 12, 2021. The AGM approved the GECAS Transaction as proposed, approved the re-appointment of the CEO, adopted the 2020 annual accounts and voted for all other items which required a vote.

### **Voting rights**

Each ordinary share represents the right to cast one vote at a General Meeting of Shareholders. All resolutions must be passed with an absolute majority of the votes validly cast, unless otherwise stated in the Articles of Association or under Dutch law. We are not allowed to exercise voting rights for ordinary shares we hold directly or indirectly.

Any major change in the identity or character of AerCap or its business must be approved by our General Meeting of Shareholders, including:

- the sale or transfer of substantially all our business or assets;
- the commencement or termination of certain major joint ventures and our participation as a general partner with full liability in a limited partnership (“*commanditaire vennootschap*”) or general partnership (“*vennootschap onder firma*”); and
- the acquisition or disposal by us of a participating interest in a company’s share capital, the value of which amounts to at least one third of the value of our assets.

### **Liquidation rights**

If we are dissolved or wound up, the assets remaining after payment of our liabilities will be first applied to pay back the amounts paid up on the ordinary shares. Any remaining assets will be distributed among our shareholders, in proportion to the par value of their shareholdings. All distributions referred to in this paragraph shall be made in accordance with the relevant provisions of the laws of the Netherlands.

### ***Dutch statutory squeeze-out proceedings***

If a person or a company or two or more group companies within the meaning of Article 2:24b of the Dutch Civil Code acting in concert hold 95% or more of a Dutch public limited liability company's issued share capital by par value for their own account, the laws of the Netherlands permit that person or company or those group companies acting in concert to acquire the remaining ordinary shares in the company by initiating statutory squeeze-out proceedings against the holders of the remaining shares. The price to be paid for such shares will be determined by the Enterprise Chamber of the Amsterdam Court of Appeal.

### ***Choice of law and exclusive jurisdiction***

Our articles of association provide that the legal relationship among or between us, any of our current or former directors, and any of our current or former holders of our shares and derivatives thereof, including but not limited to (i) actions under statute; (ii) actions under the articles of association, including actions for breach thereof; and (iii) actions in tort, shall be governed in each case exclusively by the laws of the Netherlands, unless such legal relationship does not pertain to or arise out of the capacities above. Any dispute, suit, claim, pre-trial action or other legal proceeding, including summary or injunctive proceedings, by and between those persons pertaining to or arising out of their capacities listed above shall be exclusively submitted to the courts of the Netherlands.

### ***Adoption of annual accounts and discharge of management liability***

Each year, our Board of Directors must prepare annual accounts within five months after the end of our financial year (subject to extension of that term by our General Meeting of Shareholders). The annual accounts must be made available for inspection by shareholders at our offices from the moment that our annual General Meeting of Shareholders is convened. The annual accounts must be accompanied by an auditor's certificate, a report of the Board of Directors and certain other mandatory information. The shareholders shall appoint an auditor, as referred to in Article 393 of Book 2 of the Dutch Civil Code, to audit the annual accounts. The annual accounts are adopted by our shareholders.

The adoption of the annual accounts by our shareholders does not include the release of the members of our Board of Directors from liability for acts reflected in those documents. Any such release from liability requires a separate shareholders' resolution.

### ***Registrar and transfer agent***

A register of holders of the ordinary shares will be maintained by Broadridge in the United States who also serves as our transfer agent. The telephone number of Broadridge is 1-800-733-1121.

### ***Risk management and control framework***

Our management is responsible for designing, implementing and operating an adequate functioning internal risk management and control framework. The purpose of this framework is to identify and manage the strategic, operational, financial and compliance risks to which we are exposed, to promote effectiveness and efficiency of our operations, to promote reliable financial reporting and to promote compliance with laws and regulations. Supervision is exercised by our Audit Committee, as described in "Item 6. Directors, Senior Management and Employees—Board Practices—Committees of the Board of Directors—Audit Committee." Our internal risk management and control framework is based on the COSO framework developed by the Committee of Sponsoring Organizations of the Treadway Commission (2013). The COSO framework aims to provide reasonable assurance regarding effectiveness and efficiency of an entity's operations, reliability of financial reporting, prevention of fraud and compliance with laws and regulations.

Our internal risk management and control framework has the following key components:

#### ***Planning and control cycle***

The planning and control cycle consists of an annual budget and business plan prepared by management and approved by our Board of Directors, quarterly forecasts, operational reviews and financial reporting.

### ***Risk management and internal controls***

We have developed policies and procedures for all areas of our operations, both financial and non-financial, that constitutes a broad system of internal control. This system of internal control has been developed through a risk-based approach and enhanced with a view to achieving and maintaining full compliance with the requirements of Section 404 of the Sarbanes-Oxley Act. Our system of internal control is embedded in our standard business practices and is validated through audits performed by our internal auditors and through management testing of Sarbanes-Oxley Act controls, which is performed with the assistance of external advisors. In addition, senior management personnel and finance managers of our main operating subsidiaries annually sign a detailed letter of representation with regard to financial reporting, internal controls and ethical principles. Employees working in our finance or accounting functions are subject to a separate Finance Code of Ethics.

### ***Code of Conduct and Whistleblower Policy***

Our Code of Conduct is applicable to all our employees, including the Chief Executive Officer and Chief Financial Officer. It is designed to promote honest and ethical conduct and timely and accurate disclosure in our periodic financial results. Our Whistleblower Policy provides for the reporting, if so wished on an anonymous basis, of alleged violations of the Code of Conduct, alleged irregularities of a financial nature by our employees, directors or other stakeholders, alleged violations of our compliance procedures and other alleged irregularities without any fear of reprisal against the individual that reports the violation or irregularity.

### ***Compliance procedures***

We have various procedures and programs in place designed to ensure compliance with relevant laws and regulations, including anti-insider trading procedures, anti-bribery procedures, anti-fraud procedures, economic sanctions and export control compliance procedures, anti-money laundering procedures, ITAR-related compliance procedures, anti-trust procedures and protection of personal data procedures. Our compliance programs are maintained and supervised by the Chief Compliance Officer, and they include annual training in key compliance areas and annual certifications. The procedures are subject to regular audits by, or on behalf of, the internal audit function.

### ***Internal auditors***

We have an internal audit function in place to provide assurance to the Audit Committee, on behalf of the Board of Directors, and to AerCap's executive officers, with respect to AerCap's key processes. The internal audit function independently and objectively carries out audit assignments in accordance with the annual internal audit plan, as approved by the Audit Committee. The head of the internal audit function reports, in line with professional standards of the Institute of Internal Auditors, to the Audit Committee (functional reporting line) and to our Chief Executive Officer (administrative reporting line). The work of the internal audit department is fully endorsed by the Audit Committee and AerCap's executive officers and is considered a valuable part of AerCap's system of control and risk management.

### ***Disclosure controls and procedures***

The Disclosure Committee assists our Chief Executive Officer and Chief Financial Officer in overseeing our financial and non-financial disclosure activities and to ensure compliance with applicable disclosure requirements arising under U.S. and Dutch law and regulatory requirements. The Disclosure Committee obtains information for its recommendations from the operational and financial reviews, letters of representation which include a risk and internal controls self-assessment, input from the documentation and assessment of our internal controls over financial reporting and input from risk management activities during the year along with various business reports. The Disclosure Committee comprises various members of senior management.

## **External auditors**

Our external auditor is responsible for auditing the financial statements. Following the recommendation by the Audit Committee and upon proposal by the Board of Directors, the General Meeting of Shareholders appoints each year the auditor to audit the financial statements of the current financial year. The external auditor reports to our Board of Directors and the Audit Committee of our Board of Directors. The external auditor is present at the meetings of the Audit Committee when our quarterly and annual results are discussed.

At the request of the Board of Directors and the Audit Committee, the Chief Financial Officer and the Internal Audit department review, in advance, each service to be provided by the auditor to identify any possible breaches of the auditor's independence. The Audit Committee pre-approves every engagement of our external auditor. In accordance with applicable regulations, the partner of the external audit firm and senior engagement team members in charge of the audit activities are subject to rotation requirements.

In 2021, the Audit Committee, working with the management of AerCap, selected a successor auditor in 2021 due to certain independence matters arising in connection with the GECAS Transaction. Refer to "Item 16F—Change in Registrant's Certifying Accountant" for additional information.

## **Material contracts**

We have entered into several credit facilities and other financing arrangements to fund our acquisition of our aircraft. Refer to Note 15—*Debt* to our Consolidated Financial Statements included in this annual report for more information regarding our credit facilities and financing arrangements.

## **Exchange controls**

There are no limits under the laws of the Netherlands or in our articles of association on non-residents of the Netherlands holding or voting our ordinary shares. Currently, there are no exchange controls under the laws of the Netherlands on the conduct of our operations or affecting the remittance of dividends.

## **Taxation**

AerCap Holdings N.V. is a Dutch incorporated company which is centrally managed and controlled from Ireland. It is tax resident in Ireland under Irish domestic law and as a result of the application of the double taxation treaty between Ireland and the Netherlands.

### ***Irish tax considerations***

The following is a general summary of certain Irish tax consequences applicable to both Irish tax resident and non-Irish residents as a result of the holding and disposal of ordinary shares (or other securities where the payments made on the securities are within the scope of DWT (as defined below)) where and while we are considered a resident of Ireland for the purposes of Irish tax. This summary is based on existing Irish law and our understanding of the practices of the Irish Revenue Commissioners as of the date of this annual report. Legislative, administrative or judicial changes may modify the tax consequences described below. The discussion below is included for general information purposes only.

Please note that this summary does not constitute tax advice and is intended only as a general guide. Furthermore, this information applies only to our shares that are held as capital assets and does not apply to all categories of shareholders, such as dealers in securities, trustees, insurance companies, collective investment schemes or shareholders who have, or who are deemed to have, acquired their shares by virtue of an office or employment.

This summary is not exhaustive and shareholders should consult their own tax advisors as to the tax consequences of acquiring, holding and disposing our ordinary shares in their particular circumstances.

### *Dividend withholding tax*

Irish dividend withholding tax (“DWT”), which is currently at a rate of 25%, will arise in respect of dividends or other distributions (including deemed distributions) that we pay unless an exemption applies. A deemed distribution for these purposes could include, among other things, a payment made on the redemption, repayment or purchase by a company of its own shares, except for such payments made by a quoted company in certain circumstances. Where DWT does arise in respect of dividends, the Company is responsible for deducting DWT at source and forwarding the relevant payment to the Irish Revenue Commissioners.

An exemption from DWT is available on dividend payments made to certain non-Irish tax resident shareholders (“Exempt Non-Resident Shareholders”). Exempt Non-Resident Shareholders must be resident in a country with which Ireland has a double tax treaty (a “Relevant Territory”), which includes the United States and member states of the EU, other than Ireland. Exempt Non-Resident Shareholders include:

- individual shareholders (that are not corporate shareholders) who are not tax resident in Ireland and who are resident for the purposes of tax in a Relevant Territory;
- corporate shareholders resident for the purposes of tax in a Relevant Territory and which are not controlled (directly or indirectly) by Irish tax residents;
- corporate shareholders that are not resident in Ireland for the purposes of tax, which are under the direct or indirect control of persons who are resident for the purposes of tax in a Relevant Territory and are not under the ultimate control of persons not resident in a Relevant Territory; or
- corporate shareholders, that are not resident for tax purposes in Ireland, the principal class of shares of which (or of its 75% parent or where wholly owned by two or more companies, each such company) is substantially and regularly traded on a stock exchange in Ireland, a recognized stock exchange in a Relevant Territory or on such other stock exchange approved by the Irish Minister for Finance (which includes the New York Stock Exchange),

and provided that, in all cases noted above (but subject to the exception in the paragraph below regarding “U.S. resident shareholders”), the Exempt Non-Resident Shareholder has provided a relevant DWT declaration, as prescribed by the Irish Revenue Commissioners, to his or her broker before the record date for the dividend, and the relevant information is further transmitted to the Company (in the case of shares held through the Depository Trust Company (“DTC”)) or to our transfer agent (in the case of shares held outside of the DTC).

#### *U.S. resident shareholders*

A simplified DWT exemption procedure exists for U.S. resident shareholders who hold their shares in the Company through the DTC, pursuant to a confirmation obtained from the Irish Revenue Commissioners. The simplified procedures provide that such shareholders are not required to complete the Irish Revenue Commissioners’ DWT declaration form but can still avail of the exemption from DWT provided the address of the beneficial owner of the shares in the records of the broker is in the United States. We strongly recommend that such shareholders ensure that their information has been properly recorded by their brokers. In order for this simplified procedure to apply, the dividends must be paid via a “qualifying intermediary” as discussed further below. The confirmation from the Irish Revenue Commissioners is operative for a period of 5 years up to the end of 2024.

Dividends paid in respect of shares (and payments on other securities subject to DWT) in an Irish resident company that are owned by residents of the United States and held outside of the DTC should not be subject to DWT provided that the shareholder has completed the relevant DWT declaration form and this declaration form remains valid. Such shareholders must provide the relevant DWT declaration form to our transfer agent at least seven business days before the record date for the first dividend payment to which they are entitled.

If a U.S. resident shareholder receives a dividend subject to DWT, that shareholder should generally be able to make an application for a refund of DWT from the Irish Revenue Commissioners, subject to certain time limits.

### *Distributions to a qualifying intermediary*

A distribution made by the Company to a “qualifying intermediary” (for example a bank or stockbroking firm) approved by the Irish Revenue Commissioners is exempt from DWT if the ultimate beneficial owner is an Exempt Non-Resident Shareholder. In such instances, the qualifying intermediary is required to identify the person who is beneficially entitled to the distribution and to ensure that the prescribed declarations are in place in advance of the dividend payment, or in the case of U.S. residents which hold our shares (or other relevant securities) through the DTC, that the address of the beneficial owner of the shares (or other securities) is in the United States. The Company must apply DWT to a distribution unless it has been notified by the qualifying intermediary that the distribution to be received by the qualifying intermediary is for the benefit of an Exempt Non-Resident Shareholder.

Prior to paying any dividend, the Company intends to put in place an agreement with an entity which is recognized by the Irish Revenue Commissioners as a “qualifying intermediary,” such that any dividends paid by the Company will be paid via a qualifying intermediary.

### *Other non-resident persons*

Shareholders that do not fall within one of the categories mentioned above may fall within other exemptions from DWT. If a shareholder is exempt from DWT but receives a dividend subject to DWT, that shareholder may be able to claim a refund of DWT from the Irish Revenue Commissioners subject to certain time limits.

### *Irish resident shareholders*

Irish tax resident or ordinarily resident individual shareholders will generally be subject to DWT in respect of dividends or distributions received from an Irish resident company (with some limited exemptions). Irish tax resident individual shareholders will be allowed a tax credit for the amount of DWT suffered on the dividend against their Irish income tax charge on the dividend income. Irish tax resident corporate shareholders will generally be entitled to claim an exemption from DWT.

Irish tax resident or ordinarily resident shareholders that are entitled to receive dividends without DWT must complete the relevant DWT declaration form, as prescribed by the Irish Revenue Commissioners, and provide the declaration form to their brokers before the record date for the first dividend to which they are entitled (in the case of shares held through the DTC), or to our transfer agent at least seven business days before such record date (in the case of shares held outside of the DTC).

Irish tax resident or ordinarily resident individual shareholders who are not entitled to an exemption from DWT and who are subject to Irish tax should consult their own tax adviser.

## *Irish income tax on dividends*

### *Non-Irish resident shareholders*

A shareholder who is not resident or ordinarily resident for tax purposes in Ireland and who is entitled to an exemption from DWT, generally has no liability to Irish income tax on a dividend from an Irish resident company unless that shareholder holds the shares through a branch or agency which carries on a trade in Ireland.

A shareholder who is not resident or ordinarily resident for tax purposes in Ireland and who is not entitled to an exemption from DWT, generally has no additional liability to Irish income tax unless that shareholder holds the shares through a branch or agency which carries on a trade in Ireland. The shareholder's liability to Irish tax on the dividend is effectively limited to the amount of DWT already deducted by the Company.

### *Irish resident shareholders*

Irish tax resident or ordinarily resident individual shareholders may be subject to Irish income tax and income charges such as pay related social insurance ("PRSI") and the Universal Social Charge ("USC") on the gross amount of any dividends received from the Company, with a credit allowed for any DWT suffered on the dividend. Such shareholders should consult their own tax adviser. Irish tax resident corporate shareholders should generally not be subject to Irish corporation tax on dividends from the Company.

## *Irish stamp duty*

Irish stamp duty will generally not be payable on transactions for cash in the Company's shares, unless the transfer of the shares is related to either immovable property situated in Ireland or any interest in such property or to shares or marketable securities of an Irish incorporated company. In such cases a 1% stamp duty charge will arise for the acquirer based on the transfer consideration for the shares.

## *Irish tax on chargeable gains*

### *Non-residents of Ireland*

A disposal of our shares by a shareholder who is not resident or ordinarily resident for tax purposes in Ireland should not give rise to Irish tax on any chargeable gain realized on such disposal unless such shares are used, held or acquired for the purposes of a trade carried on by such shareholder through a branch or agency in Ireland.

### *Irish resident individuals/companies*

A disposal of our shares by an Irish tax resident or ordinarily resident shareholder may, depending on the circumstances (including the availability of exemptions and reliefs), give rise to a chargeable gain or allowable loss for that shareholder. Any such gain or loss must be calculated in euro. The rate of capital gains tax in Ireland is currently 33%. Depending on the individual circumstances, unutilized capital losses from other sources may be available to reduce gains realized on the disposal of our shares.

A holder of our shares who is an Irish tax resident individual and becomes temporarily non-resident in Ireland may, under Irish anti-avoidance legislation, be liable to Irish tax on any chargeable gain realized on a disposal during the period in which such individual is non-resident.

## *Irish capital acquisitions tax*

On a gift or inheritance of our shares, Irish capital acquisitions tax ("CAT"), will arise where either the disponent and/or the recipient is tax resident or ordinary resident in Ireland. Special rules with regard to residence apply where an individual is not domiciled in Ireland. Where both the disponent and the recipient are not Irish tax resident or ordinary resident, Irish CAT may still arise on a gift or inheritance of shares in the Company, if they are deemed to be situated in Ireland at the time. The current rate of Irish CAT for gifts and inheritances is 33% and there are various thresholds which apply before CAT becomes applicable.

The estate tax convention between Ireland and the United States generally provides for Irish CAT paid on inheritances in Ireland to be credited, in whole or in part, against tax payable in the United States, in the case where an inheritance of shares is subject to both Irish CAT and U.S. Federal Estate Tax. The estate tax convention does not apply to Irish CAT paid on gifts.

## ***U.S. tax considerations***

Subject to the limitations and qualifications stated herein, this discussion sets forth the material U.S. federal income tax consequences of the purchase, ownership and disposition of the ordinary shares. The discussion of the holders' tax consequences addresses only those persons that hold those ordinary shares as capital assets for U.S. federal income tax purposes and does not address the tax consequences to any special class of holder, including, without limitation, holders of (directly, indirectly or constructively) 10% or more of our ordinary shares (as measured by vote or value), dealers in securities or currencies, banks, tax-exempt organizations, life insurance companies, financial institutions, broker dealers, regulated investment companies, real estate investment trusts, traders in securities that elect the mark-to-market method of accounting for their securities holdings, persons that hold securities that are a hedge or that are hedged against currency or interest rate risks or that are part of a straddle, conversion or "integrated" transaction, certain U.S. expatriates, partnerships or other entities classified as partnerships for U.S. federal income tax purposes, persons required to accelerate the recognition of any item of gross income with respect to the ordinary shares as a result of such income being recognized on an applicable financing statement and U.S. Holders whose functional currency for U.S. federal income tax purposes is not the U.S. dollar. This discussion does not address the effect of the U.S. federal alternative minimum tax or any state, local or foreign tax laws on a holder of ordinary shares. The discussion is based on the Code, its legislative history, existing and proposed regulations thereunder, published rulings and court decisions, all as currently in effect and all subject to change at any time, possibly with retroactive effect.

For purposes of this discussion, a "U.S. Holder" means a beneficial owner of ordinary shares that is for U.S. federal income tax purposes an individual citizen or resident of the U.S.; a U.S. corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States or any political subdivision thereof; a trust if the trust (i) is subject to the primary supervision of a U.S. court and one or more U.S. persons are able to control all substantial decisions of the trust; or (ii) has elected to be treated as a U.S. person; or an estate the income of which is subject to U.S. federal income tax regardless of its source. A "non-U.S. Holder" is a beneficial owner of our ordinary shares that is neither a U.S. Holder nor a partnership for U.S. federal income tax purposes.

If an entity or arrangement that is treated as a partnership for U.S. federal income tax purposes holds the shares, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and activities of the partnership. Partnerships holding shares and partners therein should consult their own tax advisors as to the particular U.S. federal income tax consequences of acquiring, owning and disposing of the shares.

### ***Cash dividends and other distributions***

A U.S. Holder of ordinary shares generally will be required to treat distributions received with respect to such ordinary shares (including any amounts withheld) as dividend income to the extent of AerCap's current or accumulated earnings and profits (computed using U.S. federal income tax principles), with the excess treated as a non-taxable return of capital to the extent of the holder's adjusted tax basis in the ordinary shares and, thereafter, as capital gain, subject to the PFIC rules discussed below. Dividends paid to a U.S. Holder that is a corporation are not eligible for the dividends received deduction generally available to corporations. Current tax law provides for a maximum 20% U.S. tax rate on the dividend income of a non-corporate U.S. Holder with respect to dividends paid by a domestic corporation or "qualified foreign corporation" if certain holding period requirements are met. A qualified foreign corporation generally includes a foreign corporation (other than a PFIC) if (i) its ordinary shares are readily tradable on an established securities market in the United States; or (ii) it is eligible for benefits under a comprehensive U.S. income tax treaty. The ordinary shares are expected to be readily traded on the NYSE. As a result, assuming we are not treated as a PFIC, we should be treated as a qualified foreign corporation with respect to dividends paid on our ordinary shares and, therefore, dividends paid to a non-corporate U.S. Holder with respect to ordinary shares for which the requisite holding period is satisfied should be taxed at a maximum federal tax rate of 20%.

Distributions to U.S. Holders of additional ordinary shares or preemptive rights with respect to ordinary shares that are made as part of a *pro rata* distribution to all of our shareholders generally will not be subject to U.S. federal income tax, but in other circumstances may constitute a taxable dividend.

Distributions paid in a currency other than U.S. dollars will be included in a U.S. Holder's gross income in a U.S. dollar amount based on the spot exchange rate in effect on the date of actual or constructive receipt whether or not the payment is converted into U.S. dollars at that time. The U.S. Holder will have a tax basis in such currency equal to such U.S. dollar amount, and any gain or loss recognized upon a subsequent sale or conversion of the foreign currency for a different U.S. dollar amount will be U.S. source ordinary income or loss. If the dividend is converted into U.S. dollars on the date of receipt, a U.S. Holder generally should not be required to recognize foreign currency gain or loss in respect of the dividend income.



Subject to applicable limitations that may vary depending upon the circumstances, foreign taxes withheld from dividends on ordinary shares, to the extent the taxes do not exceed those taxes that would have been withheld had the holder been eligible for and actually claimed the benefits of any reduction in such taxes under applicable law or tax treaty, will be creditable against the U.S. Holder's federal income tax liability. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. The rules governing foreign tax credits are complex and, therefore, prospective purchasers of ordinary shares should consult their own tax advisors regarding the availability of foreign tax credits in their particular circumstances. Instead of claiming a credit, a U.S. Holder may, at his election, deduct such otherwise creditable foreign taxes in computing his taxable income, subject to generally applicable limitations under U.S. law.

A non-U.S. Holder generally will not be subject to U.S. federal income or withholding tax on dividends paid with respect to ordinary shares unless such income is effectively connected with the conduct by the non-U.S. Holder of a trade or business within the United States.

#### *Sale or disposition of ordinary shares*

A U.S. Holder generally will recognize gain or loss on the taxable sale or exchange of the ordinary shares in an amount equal to the difference between the U.S. dollar amount realized on such sale or exchange (determined in the case of shares sold or exchanged for currencies other than U.S. dollars by reference to the spot exchange rate in effect on the date of the sale or exchange or, if the ordinary shares sold or exchanged are traded on an established securities market and the U.S. Holder is a cash basis taxpayer or an electing accrual basis taxpayer, the spot exchange rate in effect on the settlement date) and the U.S. Holder's adjusted tax basis in the ordinary shares determined in U.S. dollars. The initial tax basis of the ordinary shares to a U.S. Holder will be the U.S. Holder's U.S. dollar purchase price for the shares (determined by reference to the spot exchange rate in effect on the date of the purchase, or if the shares purchased are traded on an established securities market and the U.S. Holder is a cash basis taxpayer or an electing accrual basis taxpayer, the spot exchange rate in effect on the settlement date). Assuming that AerCap is not a PFIC and has not been treated as a PFIC during your holding period for our ordinary shares, such gain or loss will be capital gain or loss and will be long-term gain or loss if the ordinary shares have been held for more than one year. Under current law, the maximum long-term capital gain rate for an individual U.S. Holder is 20%. The deductibility of capital losses is subject to limitations. Capital gain or loss, if any, recognized by a U.S. Holder generally will be treated as U.S. source income or loss for U.S. foreign tax credit purposes.

A non-U.S. Holder of ordinary shares will not be subject to United States income or withholding tax on gain from the sale or other disposition of ordinary shares unless (i) such gain is effectively connected with the conduct of a trade or business within the United States; or (ii) the non-U.S. Holder is an individual who is present in the United States for at least 183 days during the taxable year of the disposition and certain other conditions are met.

#### *Potential application of PFIC provisions*

We do not believe we will be classified as a PFIC for 2021. We cannot yet make a determination as to whether we will be classified as a PFIC for 2022 or subsequent years. In general, a non-U.S. corporation will be classified as a PFIC for U.S. federal income tax purposes in any taxable year in which, after applying certain look-through rules, either (i) at least 75% of its gross income is "passive income;" or (ii) at least 50% of the average value of its gross assets is attributable to assets that produce "passive income" or are held for the production of "passive income." Passive income for this purpose generally includes dividends, interest, royalties, rents and gains from commodities, foreign currency and securities transactions. Certain exceptions are provided, however, for rental income derived in the active conduct of a business.

The determination as to whether a foreign corporation is a PFIC is a complex determination that is based on all of the relevant facts and circumstances and that depends on the classification of various assets and income under applicable rules. It is unclear how some of these rules apply to us. Further, this determination must be tested annually at the end of the taxable year and, while we intend to conduct our affairs in a manner that will reduce the likelihood of our becoming a PFIC, our circumstances may change or our business plan may result in our engaging in activities that could cause us to become a PFIC. Accordingly, there can be no assurance that we will not be classified as a PFIC for the current taxable year or any future taxable year.

If we are or become a PFIC in a taxable year in which we pay a dividend or the prior taxable year, the dividend rate discussed above with respect to dividends paid to non-corporate holders would not apply. If we are a PFIC, subject to the discussion of the mark-to-market election and the qualified electing fund (“QEF”) election below, a U.S. Holder of ordinary shares will be subject to additional tax and an interest charge on “excess distributions” received with respect to the ordinary shares or gains realized on the disposition of such ordinary shares. Such a U.S. Holder will have an excess distribution if distributions during any tax year exceed 125% of the average amount received during the three preceding tax years (or, if shorter, the U.S. Holder’s holding period). A U.S. Holder may realize gain on an ordinary share not only through a sale or other disposition, but also by pledging the ordinary share as security for a loan or entering into certain constructive disposition transactions. To compute the tax on an excess distribution or any gain, (i) the excess distribution or gain is allocated ratably over the U.S. Holder’s holding period; (ii) the amount allocated to the current tax year and amounts allocated to any year before the first year in which we are a PFIC is taxed as ordinary income in the current tax year; and (iii) the amount allocated to each previous tax year (other than any year before the first year in which we are a PFIC) is taxed at the highest applicable marginal rate in effect for that year and an interest charge is imposed to recover the deemed benefit from the deferred payment of the tax. These rules effectively prevent a U.S. Holder from treating the gain realized on the disposition of an ordinary share as capital gain.

If we are a PFIC and our ordinary shares are “regularly traded” on a “qualified exchange,” a U.S. Holder may make a mark-to-market election, which may mitigate the adverse tax consequences resulting from AerCap’s PFIC status. The ordinary shares will be treated as “regularly traded” in any calendar year during which more than a *de minimis* quantity of ordinary shares are traded on a qualified exchange on at least 15 days during each calendar quarter. The NYSE, on which the ordinary shares are expected to be regularly traded, is a qualified exchange for U.S. federal income tax purposes.

If a U.S. Holder makes the mark-to-market election, for each year in which we are a PFIC the holder generally will include as ordinary income the excess, if any, of the fair market value of the ordinary shares at the end of the taxable year over their adjusted basis, and will be permitted an ordinary loss in respect of the excess, if any, of the adjusted basis of the ordinary shares over their fair market value at the end of the taxable year (but only to the extent of the net amount of previously included income as a result of the mark-to-market election). If a U.S. Holder makes the election, his basis in the ordinary shares will be adjusted to reflect any such income or loss amounts. Any gain recognized on the sale or other disposition of ordinary shares, for which the mark-to-market election has been made, will generally be treated as ordinary income.

Alternatively, if we become a PFIC in any year, a U.S. Holder of ordinary shares may wish to avoid the adverse tax consequences resulting from our PFIC status by making a QEF election with respect to our ordinary shares in such year. If a U.S. Holder makes a QEF election, the holder will be required to include in gross income each year (i) as ordinary income, its *pro rata* share of our earnings and profits in excess of net capital gains; and (ii) as long-term capital gains, its *pro rata* share of our net capital gains, in each case, whether or not cash distributions are actually made. The amounts recognized by a U.S. Holder making a QEF election generally are treated as income from sources outside the U.S. If, however, U.S. Holders hold at least half of the ordinary shares, a percentage of our income equal to the proportion of our income that we receive from U.S. sources will be U.S. source income for the U.S. Holders of ordinary shares. Because a U.S. Holder of shares in a PFIC that makes a QEF election is taxed currently on its *pro rata* share of our income, the amounts recognized will not be subject to tax when they are distributed to the U.S. Holder. An electing U.S. Holder’s basis in the ordinary shares will be increased by any amounts included in income currently as described above and decreased by any amounts not subjected to tax at the time of distribution. If we are or become a PFIC, a U.S. Holder would make a QEF election in respect of its ordinary shares by attaching a properly completed Internal Revenue Service (“IRS”) Form 8621 in respect of such shares to the holder’s timely filed U.S. federal income tax return. For any taxable year that we determine that we are a PFIC, we will (i) provide notice of our status as a PFIC as soon as practicable following such taxable year; and (ii) comply with all reporting requirements necessary for U.S. Holders to make QEF elections, including providing to shareholders upon request the information necessary for such an election.

Although a U.S. Holder normally is not permitted to make a retroactive QEF election, a retroactive election (a “retroactive QEF election”) may be made for a taxable year of the U.S. Holder (the “retroactive election year”) if the U.S. Holder (i) reasonably believed that, as of the date the QEF election was due, the foreign corporation was not a PFIC for its taxable year that ended during the retroactive election year; and (ii) to the extent provided for in applicable Treasury Regulations, filed a protective statement with respect to the foreign corporation, applicable to the retroactive election year, in which the U.S. Holder described the basis for its reasonable belief and extended the period of limitation on the assessment of taxes for all taxable years of the shareholder to which the protective statement applies. If required to be filed to preserve the U.S. Holder’s ability to make a retroactive QEF election, the protective statement must be filed by the due date of the investor’s return (including extensions) for the first taxable year to which the statement is to apply. U.S. Holders should consult their own tax advisors regarding the advisability of filing a protective statement.

As discussed above, if we are a PFIC, a U.S. Holder of ordinary shares that makes a QEF election (including a proper retroactive QEF election) will be required to include in income currently its pro rata share of our earnings and profits whether or not we actually distribute earnings. The use of earnings to fund reserves or pay down debt or to fund other investments could result in a U.S. Holder of ordinary shares recognizing income in excess of amounts it actually receives. In addition, our income from an investment for U.S. federal income tax purposes may exceed the amount we actually receive. If we are a PFIC and a U.S. Holder makes a valid QEF election in respect of its ordinary shares, such holder may be able to elect to defer payment, subject to an interest charge for the deferral period, of the tax on income recognized on account of the QEF election. Prospective purchasers of ordinary shares should consult their own tax advisors about the advisability of making a QEF election, protective QEF election and deferred payment election.

Special rules apply to determine the foreign tax credit with respect to withholding taxes imposed on distributions on shares in a PFIC. If a U.S. Holder owns ordinary shares during any year in which we are a PFIC, such holder must file IRS Form 8621.

We urge prospective purchasers of ordinary shares to consult their own tax advisors concerning the tax considerations relevant to an investment in a PFIC, including the availability and consequences of making the mark-to-market election and QEF election discussed above.

#### *Additional tax on net investment income*

Certain U.S. Holders that are individuals, trusts or estates may be subject to a 3.8% tax, in addition to otherwise applicable U.S. federal income tax, on the lesser of (i) the U.S. Holder's "net investment income" (or undistributed "net investment income," in the case of a trust or estate) for the relevant taxable year; and (ii) the excess of the U.S. Holder's modified adjusted gross income (or adjusted gross income, in the case of a trust or estate) for the relevant taxable year above a certain threshold (which in the case of an individual ranges from \$125,000 to \$250,000, depending on the individual's circumstances). A U.S. Holder's "net investment income" generally includes, among other things, dividend income on and capital gain from the disposition of shares, subject to certain exceptions. If you are a U.S. Holder that is an individual, trust or estate, you should consult their own tax advisors regarding the applicability of this tax to the ordinary shares.

#### *Information reporting and backup withholding*

Information reporting to the IRS generally will be required with respect to payments on the ordinary shares and proceeds of the sale of the ordinary shares paid to holders that are U.S. taxpayers, other than certain corporations and other exempt recipients. A 24% "backup" withholding tax may apply to those payments if such a holder fails to provide a taxpayer identification number to the paying agent and to certify that no loss of exemption from backup withholding has occurred. Holders that are not subject to U.S. taxation may be required to comply with applicable certification procedures to establish that they are not U.S. taxpayers in order to avoid the application of such information reporting requirements and backup withholding. The amounts withheld under the backup withholding rules are not an additional tax and may be refunded, or credited against the holder's U.S. federal income tax liability, if any, provided the required information is timely furnished to the IRS.

***The above discussion is a general summary. It does not cover all tax matters that may be of importance to particular investors. All prospective investors are strongly urged to consult their own tax advisors about the tax consequences of an investment in our ordinary shares.***

#### **Dividends**

Dividends may in principle only be paid out of profit as shown in the adopted annual accounts. In accordance with the articles of association and Book 2 of the Dutch Civil Code, we may only declare dividends insofar as our shareholders' equity exceeds the amount of the paid up and called portion of the issued share capital plus the reserves that must be maintained in accordance with the provisions of the laws of the Netherlands or our articles of association. We may not make any distribution of profits on ordinary shares that we hold and have not done so in the past. Our Board of Directors determines whether and how much of the profits it will reserve. Any remaining profits shall be distributed to the shareholders pro rata to the number of shares held by each shareholder.

All calculations to determine the amounts available for dividends will be based on our annual Dutch GAAP statutory accounts, which may be different from our Consolidated Financial Statements under U.S. GAAP, such as those included in this annual report. Our statutory accounts have to date been prepared, and will continue to be prepared, under Dutch GAAP and are deposited with the Commercial Register of the Dutch Trade Register. Our net loss attributable to equity holders of AerCap Holdings N.V. for the year ended December 31, 2020 and our total AerCap Holdings N.V. shareholders' equity as of December 31, 2020 as set forth in our annual statutory accounts were \$809.8 million and \$7,852.2 million, respectively. We are dependent on dividends or other advances from our operating subsidiaries to fund any dividends we may pay on our ordinary shares.

### **Documents on display**

The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. You can review our SEC filings, including this annual report, by accessing the SEC's Internet website at [www.sec.gov](http://www.sec.gov). Our website is located at [www.aercap.com](http://www.aercap.com). Information contained on our website does not constitute a part of this annual report. In addition, you may inspect material we file at the offices of the New York Stock Exchange at 20 Broad Street, New York, New York 10005.

### **Item 11. Quantitative and Qualitative Disclosures About Market Risk**

Our primary market risk exposure is interest rate risk associated with short- and long-term borrowings bearing variable interest rates and lease payments under leases tied to floating interest rates. To manage this interest rate exposure, from time to time, we enter into interest rate swap and cap agreements. We are also exposed to foreign currency risk, which can adversely affect our operating profits. To manage this risk, from time to time, we enter into forward exchange contracts.

The following discussion should be read in conjunction with Note 12—*Derivative financial instruments* and Note 15—*Debt* to our Consolidated Financial Statements included in this annual report, which provide further information on our debt and derivative financial instruments.

#### **Interest rate risk**

Interest rate risk is the exposure to changes in the level of interest rates and the spread between different interest rates. Interest rate risk is highly sensitive to many factors, including government monetary policies, global economic factors and other factors beyond our control.

We enter into leases with rents that are based on fixed and variable interest rates, and we fund our operations primarily with a mixture of fixed and floating rate debt. Interest rate exposure arises when there is a mismatch between terms of the associated debt and interest-earning assets, primarily between floating rate debt and fixed rate leases. We manage this exposure primarily through the use of interest rate caps and interest rate swaps using a cash flow-based risk management model. This model takes the expected cash flows generated by our assets and liabilities and then calculates by how much the value of these cash flows will change for a given movement in interest rates.

The principal amount of our outstanding floating rate debt was approximately \$9.5 billion, or approximately 19% of the total principal amount of our outstanding indebtedness as of December 31, 2021. If interest rates were to increase by 1%, we would expect a decrease in pre-tax income of approximately \$40 million per year. This pre-tax income decrease would include an increase in interest expense, partially offset by benefits of interest rate derivatives currently in effect, leases that are based on variable interest rates and interest-earning cash balances. A decrease in interest rates would result in an increase in pre-tax income. This pre-tax income increase would include a decrease in interest expense, partially offset by a decrease in the interest revenue and lease revenue. This sensitivity analysis is limited by several factors, and should not be viewed as a forecast.

The following tables present the average notional amounts and weighted average interest rates which are contracted for the specified year for our derivative financial instruments that are sensitive to changes in interest rates, including our interest rate caps and swaps, as of December 31, 2021. Notional amounts are used to calculate the contractual payments to be exchanged under the contract. Under our interest rate caps, we will receive the excess, if any, of LIBOR, reset monthly or quarterly on an actual/360 adjusted basis, over the strike rate of the relevant cap. For our interest rate swaps, pay rates are based on the fixed rate which we are contracted to pay to our swap counterparty.

	2022	2023	2024	2025	2026	Thereafter	Fair value
(U.S. Dollars in millions)							
<b>Interest rate caps</b>							
Average notional amounts	\$2,784.1	\$1,900.4	\$1,185.0	\$ 102.9	\$ —	\$ —	\$ 16.9
Weighted average strike rate	1.8%	1.9%	1.0%	1.1%	—	—	

	2022	2023	2024	2025	2026	Thereafter	Fair value
(U.S. Dollars in millions)							
<b>Interest rate swaps</b>							
Average notional amounts	\$2,453.1	\$ 694.3	\$ —	\$ —	\$ —	\$ —	\$ (71.2)
Weighted average pay rate	2.8%	3.0%	—	—	—	—	

The variable benchmark interest rates associated with these instruments ranged from one- to six-month U.S. dollar LIBOR.

Our Board of Directors is responsible for reviewing our overall interest rate management policies. Our counterparty risk is monitored on an ongoing basis, but is mitigated by the fact that the majority of our interest rate derivative counterparties are required to collateralize in the event of their downgrade by the rating agencies below a certain level.

#### Foreign currency risk and foreign operations

Our functional currency is U.S. dollars. The functional currency for domestic and substantially all foreign operations is the U.S. dollar. Foreign currency transaction gains and losses are not significant to the Company's operations. Foreign exchange risk arises from our and our lessees' operations in multiple jurisdictions. All of our aircraft purchase agreements are negotiated in U.S. dollars, we currently receive substantially all of our revenue in U.S. dollars and we pay our expenses primarily in U.S. dollars. We currently have a limited number of leases and helicopter purchase agreements denominated in foreign currencies, maintain part of our cash in foreign currencies, pay taxes in foreign currencies, and incur some of our expenses in foreign currencies, primarily the euro. A decrease in the U.S. dollar in relation to foreign currencies increases our lease revenue received from foreign currency-denominated leases and our expenses paid in foreign currencies. An increase in the U.S. dollar in relation to foreign currencies decreases our lease revenue received from foreign currency denominated leases and our expenses paid in foreign currencies. Because we currently receive most of our revenues in U.S. dollars and pay most of our expenses in U.S. dollars, a change in foreign exchange rates would not have a material impact on our results of operations or cash flows. We do not have any restrictions or repatriation issues associated with our foreign cash accounts.

#### Inflation

Inflation generally affects our lease revenue and costs, including selling, general and administrative expenses and other expenses. We do not believe that our financial results have been, or will be in the near future, materially and adversely affected by inflation.

#### Item 12. Description of Securities Other than Equity Securities

Not applicable.

## PART II

### Item 13. Defaults, Dividend Arrearages and Delinquencies

None.

### Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

Not applicable.

### Item 15. Controls and Procedures

#### Disclosure controls and procedures

Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in this report is recorded, processed, summarized and reported on a timely basis. Our management and the members of our Disclosure Committee, have evaluated, as of December 31, 2021, our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2021, our disclosure controls and procedures are effective. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to AerCap's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

#### Management's annual report on internal control over financial reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or because the degree of compliance with policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2021. The assessment was based on criteria established in the framework Internal Control—Integrated Framework, issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission in 2013. Based on this assessment, management concluded that our internal control over financial reporting was effective as of December 31, 2021.

The Company excluded GECAS from our assessment of internal control over financial reporting as of December 31, 2021 because it was acquired by the Company in a business combination during 2021. Total assets and total revenues of GECAS, represent 44% and 8%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2021.

#### Attestation report of the registered public accounting firm

KPMG, the independent registered public accounting firm that audited our 2021 Consolidated Financial Statements included in this annual report, audited the effectiveness of our internal controls over financial reporting as of December 31, 2021 under the standards of the Public Company Accounting Oversight Board (United States). Their audit report may be found on page F-2.

#### Changes in internal control over financial reporting

There were no changes in AerCap's internal controls over financial reporting during the year of 2021 that materially affected, or were reasonably likely to materially affect, the internal controls over financial reporting.

### Item 16A. Audit Committee Financial Expert

Our Board of Directors has determined that James (Jim) Lawrence and Julian (Brad) Branch are "audit committee financial experts," as that term is defined by SEC rules. All members of the Audit Committee are "independent," as that term is defined under applicable NYSE listing standards.

**Item 16B. Code of Ethics**

Our Board of Directors has adopted our Code of Conduct, a code that applies to the members of our Board of Directors, including its Chairman, our officers and employees. This code is publicly available on our website at [www.aercap.com](http://www.aercap.com).

**Item 16C. Principal Accountant Fees and Services**

Our auditors charged the following fees for professional services rendered for the years ended December 31, 2021 and 2020:

	Year Ended December 31,	
	2021	2020
	(U.S. Dollars in thousands)	
Audit fees	\$ 8,985	\$ 5,931
Tax fees	5,072	542
All other fees	2,826	3
<b>Total</b>	<b>\$ 16,883</b>	<b>\$ 6,476</b>

**Audit Fees**

Audit fees are defined as the standard audit work that needs to be performed each year in order to issue opinions on our consolidated financial statements and to issue reports on our local statutory financial statements. Also included are services that can only be provided by our auditors, such as auditing of non-recurring transactions and implementation of new accounting policies, reviews of quarterly financial results, consents and comfort letters and any other audit services required for SEC or other regulatory filings.

**Tax Fees**

Tax fees relate to the aggregated fees for services rendered on tax compliance.

**All Other Fees**

All other fees primarily relate to advisory and integration projects.

**Policy on Pre-Approval of Audit and Non-Audit Services of Independent Auditors**

The Audit Committee's policy is to pre-approve all audit and non-audit services provided by our auditors. These services may include audit services, audit related services, tax services and other services, as described above. Pre-approval is detailed as to the particular service or categories of services, and is subject to a specific budget. Our management and our auditors' report to the Audit Committee regarding the extent of services provided in accordance with this pre-approval and the fees for the services performed to date on an annual basis. The Audit Committee may also pre-approve additional services on a case-by-case basis. All tax fees were approved by the Audit Committee.

**Item 16D. Exemptions from the Listing Standards for Audit Committees**

Not applicable.

**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

None.

## Item 16F. Change in Registrant’s Certifying Accountant

### (a) Previous Independent Registered Public Accounting Firm

The Irish member firm (“PwC Ireland”) of PricewaterhouseCoopers International (“PwC IL”) served as the independent registered public accounting firm for AerCap from April 30, 2018 until November 1, 2021. As described further in Note 4—*GECAS Transaction* to our Consolidated Financial Statements included in this annual report, pursuant to the transaction agreement dated March 9, 2021, GE, AerCap and certain of their affiliates agreed to the GECAS Transaction whereby AerCap acquired the entities and assets that represented GECAS in exchange for cash and shares in AerCap. The GECAS Transaction closed on November 1, 2021.

Due to GE’s significant influence over AerCap and the continuing services member firms of PwC IL provide to GE globally, the Audit Committee of AerCap (the “Audit Committee”) and PwC Ireland concluded that upon the completion of the GECAS Transaction, PwC Ireland would no longer be independent from AerCap under applicable SEC and Public Company Accounting Oversight Board (“PCAOB”) independence rules. As a result, on November 1, 2021, PwC Ireland resigned from its role as AerCap’s independent registered public accounting firm.

The reports of PwC Ireland on the consolidated financial statements of AerCap for the fiscal years ended December 31, 2020 and 2019 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle.

During the fiscal years ended December 31, 2020 and 2019 and the subsequent interim period through November 1, 2021 (the “Prior Period”), there were no disagreements between AerCap and PwC Ireland on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which disagreements, if not resolved to the satisfaction of PwC Ireland, would have caused PwC Ireland to make reference to the subject matter of the disagreements in their reports on the consolidated financial statements of AerCap for such years.

During the fiscal years ended December 31, 2020 and 2019 and the subsequent interim period through November 1, 2021, there were no “reportable events” as set forth in Item 16F(a)(1)(v)(A)-(D) of Form 20-F.

AerCap provided PwC Ireland with a copy of the foregoing disclosure in connection with this Annual Report on Form 20-F, and requested that they furnish us with a letter addressed to the SEC stating whether they agree with such disclosure and, if not, stating the respects in which they do not agree. A copy of PwC Ireland’s letter dated March 30, 2022, in which they stated that they agree with such disclosure, is incorporated by reference as Exhibit 15.3.

### (b) New Independent Registered Public Accounting Firm

The Audit Committee, working with the management of AerCap, conducted a comprehensive Request for Proposal process (the “RFP Process”) to select a successor auditor. Following a detailed review and assessment of the RFP Process submissions by the Audit Committee and direct interactions with the potential audit teams through audit tender presentations, the Audit Committee selected the Irish member firm (“KPMG Ireland”) of KPMG IL as the audit firm in the best position to deliver a high-quality audit of AerCap. In contemplation of its appointment as independent registered public accounting firm, KPMG IL completed an evaluation of its independence under applicable SEC and PCAOB rules. KPMG IL identified certain services provided by KPMG IL member firms to AerCap and its affiliates during fiscal year 2021 prior to KPMG Ireland’s engagement as independent registered public accounting firm that under Rule 2-01 would be deemed prohibited services for fiscal year 2021 (each, a “Pre-Engagement Prohibited Service”).

These Pre-Engagement Prohibited Services comprised:

i. Certain payroll services (the “Payroll Services”). The Payroll Services consisted of monthly payroll processing (such as the production of payslips and payroll submissions to taxing authorities) and the calculation of the tax implications of a share-based compensation plan. The Payroll Services did not involve calculation of accruals, the preparation or processing of journal entries or any impermissible valuation services.

ii. A loan staff engagement with a KPMG IL manager from its management consulting department seconded to AerCap’s finance team to perform certain bookkeeping services. The loan staff was acting as the most junior member of AerCap’s finance team and the individual’s work was overseen by a number of AerCap managers and senior managers, including individuals with financial reporting oversight responsibility.

iii. Immigration and legal services for certain AerCap employees. None of the deliverables under these services were subject to audit procedures performed by KPMG IL as part of its audit of AerCap, and the services had no impact on the internal control over financial reporting of AerCap.



iv. A pre-receivership advisory engagement in connection with the enforcement of a charge over two flight simulators. This service was not subject to audit procedures performed by KPMG Ireland as part of its audit of AerCap, and the service had no impact on the internal control over financial reporting of AerCap.

During the Prior Period, AerCap did not consult with KPMG International (“KPMG IL”) regarding the application of any accounting principles to any transaction completed or proposed or the type of audit opinion that might be rendered on AerCap’s financial statements.

Each of the Audit Committee and KPMG IL has determined that, notwithstanding the Pre-Engagement Prohibited Services, a reasonable investor with knowledge of all relevant facts and circumstances would conclude that KPMG Ireland is capable of exercising objective and impartial judgment on all issues encompassed within the audit of AerCap for fiscal year 2021 and all related audit and testing procedures performed by KPMG Ireland with respect to AerCap for fiscal year 2021. Therefore, the Audit Committee approved the decision to appoint KPMG Ireland as AerCap’s independent public accounting firm for fiscal year 2021 and beyond, and KPMG Ireland was initially engaged on October 7, 2021 and became AerCap’s principal accountant effective on PwC Ireland’s resignation on November 1, 2021. Each of the Audit Committee and KPMG Ireland has reached the conclusion that KPMG Ireland is capable of exercising objective and impartial judgment for the following reasons, among others:

i. All Pre-Engagement Prohibited Services were terminated prior to KPMG Ireland being appointed AerCap’s auditor and were not provided during the professional engagement period for AerCap’s fiscal year 2021 audit.

ii. There was no overlap in personnel between KPMG IL employees conducting the audit for fiscal year 2021 and KPMG IL employees who provided Pre-Engagement Prohibited Services.

iii. Certain Pre-Engagement Prohibited Services were transitioned to third parties prior to KPMG Ireland’s engagement, meaning KPMG Ireland was at an arm’s length to the primary firm responsible for the relevant services during the professional engagement period. In particular, the new service provider for Payroll Services has recalculated the payroll expenses processed by KPMG IL for fiscal year 2021.

iv. Inputs into AerCap’s financial statements obtained through Pre-Engagement Prohibited Services for which KPMG Ireland was potentially auditing its own work product were immaterial to AerCap’s financial statements.

v. The aggregate fees paid to KPMG IL by AerCap for the Pre-Engagement Prohibited Services for fiscal year 2021 totaled only \$683,200, less than the fees KPMG IL would receive in connection with audit fees, and such fees were neither significant to KPMG Ireland nor AerCap (as well as any of their relevant affiliates).

vi. Additionally, with respect to the Payroll Services:

a. The calculations involved in KPMG IL’s work in completing the Payroll Services were routine and generally mechanical in nature and based on methodologies and rules set by local tax authorities.

b. The payroll services do not relate to a critical audit matter for KPMG Ireland.

c. KPMG Ireland relied on original employment contracts and other AerCap documents for its audit procedures with respect to payroll expenses and not on the output of KPMG IL’s Payroll Services.

After considering all relevant facts and circumstances, the Audit Committee concurred with KPMG Ireland’s conclusion that, for the reasons described above, the Pre-Engagement Prohibited Services would not impair KPMG Ireland’s objectivity and impartiality with respect to the audit of the Company’s consolidated financial statements for the fiscal year ended December 31, 2021.

## **Item 16G. Corporate Governance**

The NYSE requires U.S. domestic entities with shares listed on the exchange to comply with its corporate governance standards. As we are a foreign private issuer, however, the NYSE only requires us to comply with certain NYSE rules relating to audit committees and periodic certifications to the NYSE as long as we comply with home country corporate governance standards (in our case, Dutch corporate governance standards). The NYSE requires that we disclose to investors any significant ways in which our corporate governance practices differ from those followed by U.S. domestic companies under NYSE requirements.

Among these differences, shareholder approval is required by the NYSE prior to the issuance of ordinary shares:

- to a director, officer or substantial security holder of the Company (or their affiliates or entities in which they have a substantial interest) in excess of one percent of either the number of ordinary shares or the voting power outstanding before the issuance, with certain exceptions;
- that will have voting power or number equal to or in excess of 20% of either the voting power or the number of shares, respectively, outstanding before the issuance, with certain exceptions; or
- that will result in a change of control of the issuer.

Under Dutch rules, shareholders can delegate authority to issue ordinary shares to the Board of Directors at the AGM. In the past, our shareholders have delegated authority to issue ordinary shares to our Board at our AGM.

In some situations, NYSE rules are more stringent, and in others the Dutch rules are. Other significant differences include:

- NYSE rules require shareholder approval for changes to equity compensation plans, but under Dutch rules, shareholder approval is only required for changes to equity compensation plans for members of the Board of Directors;
- under Dutch corporate governance rules, the audit and remuneration committees may not be chaired by the Chairman of the Board;
- under Dutch rules, auditors must be appointed by the general meeting of shareholders, but NYSE rules require only that they be appointed by the audit committee;
- both NYSE and Dutch rules require that a majority of the Board of Directors be independent, but the definition of independence under each set of rules is not identical. For example, Dutch rules require a longer “look-back” period for former directors; and
- Dutch rules permit deviation from the rules if the deviations are explained in accordance with the rules, but NYSE rules do not allow such deviations.

## **Item 16H. Mine Safety Disclosure**

Not applicable.

## **Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

### PART III

#### Item 17. Financial Statements

Not applicable.

#### Item 18. Financial Statements

Please refer to pages F-1 through F-76 of this annual report.

#### Item 19. Exhibits

We have filed the following documents as exhibits to this annual report:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
1.1	<a href="#"><u>Articles of Association</u></a>
2.1	<a href="#"><u>AerCap Holdings N.V. 2006 Equity Incentive Plan (including form of Stock Option Agreement) (filed as an exhibit to our Registration Statement on Form F-1, File No. 333-138381 and incorporated herein by reference)</u></a>
2.2	<a href="#"><u>Amended and Restated Facility Agreement, dated as of December 14, 2012, among the Banks and Financial Institutions named therein as ECA Lenders, Crédit Agricole Corporate and Investment Bank, as ECA Agent, National Agent, and Security Trustee, Citibank International PLC, as ECA Agent and National Agent, Jetstream Aircraft Leasing Limited, as Principal Borrower, ALS 3 Limited and Airstream Aircraft Leasing Limited, as Borrowers, AerCap Ireland Limited and AerCap A330 Holdings Limited, as Principal AerCap Obligors, the companies named there in as Lessees and Lessee Parents, Citibank, N.A., as Administrative Agent, and AerCap Holdings, N.V. (filed as an exhibit to our Form 20-F for the year ended December 31, 2014 and incorporated herein by reference)</u></a>
2.3	<a href="#"><u>Deed of Amendment, dated as of April 9, 2014, relating to the Amended and Restated Facility Agreement, dated as of December 14, 2012, among the Banks and Financial Institutions named therein as ECA Lenders, Crédit Agricole Corporate and Investment Bank, as ECA Agent, National Agent, and Security Trustee, Citibank International PLC, as ECA Agent and National Agent, Jetstream Aircraft Leasing Limited, as Principal Borrower, ALS 3 Limited and Airstream Aircraft Leasing Limited, as Borrowers, AerCap Ireland Limited and AerCap A330 Holdings Limited, as Principal AerCap Obligors, the companies named there in as Lessees and Lessee Parents, Citibank, N.A., as Administrative Agent, and AerCap Holdings, N.V. (filed as an exhibit to our Form 20-F for the year ended December 31, 2014 and incorporated herein by reference)</u></a>
2.4	<a href="#"><u>AerCap Holdings N.V. 2012 Equity Incentive Plan (filed as an exhibit to our Registration Statement on Form S-8, File No. 333-180323 and incorporated herein by reference)</u></a>
2.5	<a href="#"><u>Third Amended and Restated Credit Agreement, dated as of May 10, 2013, among the Service Providers and Financial Institutions named therein, Credit Suisse AG, New York Branch, Deutsche Bank Trust Company Americas, AerFunding 1 Limited and AerCap Ireland Limited (filed as an exhibit to our Form 20-F for the year ended December 31, 2013 and incorporated herein by reference)</u></a>
2.6	<a href="#"><u>Seventh Amended and Restated Credit Agreement, dated as of February 25, 2022, among the Service Providers and Financial Institutions named therein, Credit Suisse AG, New York Branch, Deutsche Bank Trust Company Americas, AerFunding 1 Limited and AerCap Ireland Limited</u></a>
2.7	<a href="#"><u>Third Amended and Restated Revolving Credit Agreement, dated as of October 22, 2019, among AerCap Holdings N.V., AerCap Ireland Capital Designated Activity Company, AerCap Aviation Solutions B.V., AerCap Ireland Limited, AerCap Global Aviation Trust, AerCap U.S. Global Aviation LLC, International Lease Finance Corporation, the lending institutions party thereto and Citibank, N.A., as administrative agent</u></a>
2.8	<a href="#"><u>Registration Rights Agreement, dated as of June 9, 2015, between AerCap Global Aviation Trust, American International Group, Inc. and the Guarantors party thereto (filed as an exhibit to our Form 20-F for the year ended December 31, 2015 and incorporated herein by reference)</u></a>
2.9	<a href="#"><u>Indenture, dated as of May 14, 2014, among AerCap Ireland Capital Limited, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 20-F for the year ended December 31, 2014 and incorporated herein by reference)</u></a>
2.10	<a href="#"><u>Fifth Supplemental Indenture, dated as of September 29, 2014, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Limited, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 20-F for the year ended December 31, 2014 and incorporated herein by reference)</u></a>

Exhibit Number	Description of Exhibit
2.11	<a href="#"><u>Seventh Supplemental Indenture, dated as of June 25, 2015, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Limited, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on June 25, 2015 and incorporated herein by reference)</u></a>
2.12	<a href="#"><u>Tenth Supplemental Indenture, dated as of January 26, 2017, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on January 26, 2017 and incorporated herein by reference)</u></a>
2.13	<a href="#"><u>Eleventh Supplemental Indenture, dated as of January 26, 2017, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on January 26, 2017 and incorporated herein by reference)</u></a>
2.14	<a href="#"><u>Twelfth Supplemental Indenture, dated as of July 21, 2017, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on July 21, 2017 and incorporated herein by reference)</u></a>
2.15	<a href="#"><u>Thirteenth Supplemental Indenture, dated as of November 21, 2017, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on November 21, 2017 and incorporated herein by reference)</u></a>
2.16	<a href="#"><u>Fourteenth Supplemental Indenture, dated as of January 23, 2018, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on January 23, 2018 and incorporated herein by reference)</u></a>
2.17	<a href="#"><u>Fifteenth Supplemental Indenture, dated as of January 23, 2018, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on January 23, 2018 and incorporated herein by reference)</u></a>
2.18	<a href="#"><u>Sixteenth Supplemental Indenture, dated as of June 12, 2018, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on June 12, 2018 and incorporated herein by reference)</u></a>
2.19	<a href="#"><u>Seventeenth Supplemental Indenture, dated as of August 21, 2018, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on August 21, 2018 and incorporated herein by reference)</u></a>
2.20	<a href="#"><u>Nineteenth Supplemental Indenture, dated as of January 16, 2019, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on January 16, 2019 and incorporated herein by reference)</u></a>
2.21	<a href="#"><u>Twentieth Supplemental Indenture, dated as of April 3, 2019, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on April 4, 2019 and incorporated herein by reference)</u></a>
2.22	<a href="#"><u>Twenty-First Supplemental Indenture, dated as of August 14, 2019, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on August 14, 2019 and incorporated herein by reference)</u></a>
2.23	<a href="#"><u>Twenty-Second Supplemental Indenture, dated as of June 8, 2020, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on June 8, 2020 and incorporated herein by reference)</u></a>

Exhibit Number	Description of Exhibit
2.24	<a href="#"><u>Twenty-Third Supplemental Indenture, dated as of July 2, 2020, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on July 2, 2020 and incorporated herein by reference)</u></a>
2.25	<a href="#"><u>Twenty-Fourth Supplemental Indenture, dated as of September 25, 2020, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on September 28, 2020 and incorporated herein by reference)</u></a>
2.26	<a href="#"><u>Twenty-Fifth Supplemental Indenture, dated as of September 25, 2020, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on September 28, 2020 and incorporated herein by reference)</u></a>
2.27	<a href="#"><u>Twenty-Sixth Supplemental Indenture, dated as of January 13, 2021, to the Indenture, dated as of May 14, 2014, by and among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on January 13, 2021 and incorporated herein by reference)</u></a>
2.28	<a href="#"><u>Indenture, dated as of October 1, 2019, among AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Registration Statement No. 333-234028 and incorporated herein by reference)</u></a>
2.29	<a href="#"><u>First Supplemental Indenture, dated as of October 10, 2019, to the Indenture, dated as of October 1, 2019, among AerCap Holdings N.V., the Guarantors party thereto and Wilmington Trust, National Association, as Trustee (filed as an exhibit to our Form 6-K on October 10, 2019 and incorporated herein by reference)</u></a>
2.30	<a href="#"><u>Indenture, dated as of October 29, 2021, among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as Trustee (filed as an exhibit to our Form 6-K on October 29, 2021 and incorporated herein by reference)</u></a>
2.31	<a href="#"><u>First Supplemental Indenture relating to the Fixed Rate Notes, dated as of October 29, 2021, among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as Trustee (filed as an exhibit to our Form 6-K on October 29, 2021 and incorporated herein by reference)</u></a>
2.32	<a href="#"><u>Second Supplemental Indenture relating to the Floating Rate Notes, dated as of October 29, 2021, among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as Trustee (filed as an exhibit to our Form 6-K on October 29, 2021 and incorporated herein by reference)</u></a>
2.33	<a href="#"><u>Third Supplemental Indenture relating to the 1.899% Senior Notes due 2025, dated as of November 1, 2021, among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as Trustee (filed as an exhibit to our Form 6-K on November 1, 2021 and incorporated herein by reference)</u></a>
2.34	<a href="#"><u>Indenture, dated as of August 1, 2006, between ILFC and Deutsche Bank Trust Company Americas, as Trustee (filed as Exhibit 4.1 to the ILFC Registration Statement No. 333-136681 and incorporated herein by reference)</u></a>
2.35	<a href="#"><u>Fourth Supplemental Indenture, dated as of December 22, 2011, to the Indenture dated as of August 1, 2006, between ILFC and Deutsche Bank Trust Company Americas, as Trustee (filed as an exhibit to the ILFC Form 8-K filed on December 22, 2011 and incorporated herein by reference)</u></a>
2.36	<a href="#"><u>Sixth Supplemental Indenture, dated as of August 21, 2012, to the Indenture dated August 1, 2006, between ILFC and Deutsche Bank Trust Company Americas, as Trustee (filed as an exhibit to the ILFC Form 8-K filed on August 21, 2012 and incorporated herein by reference)</u></a>
2.37	<a href="#"><u>Ninth Supplemental Indenture, dated as of May 14, 2014, to the Indenture dated August 1, 2006, between ILFC and Deutsche Bank Trust Company Americas, as Trustee (filed as an exhibit to the ILFC Form 8-K filed on May 15, 2014 and incorporated herein by reference)</u></a>
2.38	<a href="#"><u>Officers' Certificate, dated as of December 22, 2011, establishing the terms of the 8.625% senior notes due 2022 (filed as an exhibit to the ILFC Form 8-K filed on December 22, 2011 and incorporated herein by reference)</u></a>
2.39	<a href="#"><u>Officers' Certificate, dated as of August 21, 2012, establishing the terms of the 5.875% senior notes due 2022 (filed as an exhibit to the ILFC Form 8-K filed on August 21, 2012 and incorporated herein by reference)</u></a>

Exhibit Number	Description of Exhibit
2.40	<a href="#"><u>Junior Subordinated Indenture, dated as of December 21, 2005, by and between ILFC and Deutsche Bank Trust Company Americas, as Trustee (filed as an exhibit to the ILFC Form 8-K filed on July 26, 2013 and incorporated herein by reference)</u></a>
2.41	<a href="#"><u>First Supplemental Indenture, dated as of July 25, 2013, to the Junior Subordinated Indenture, dated as of December 21, 2005, by and between ILFC and Deutsche Bank Trust Company Americas, as Trustee (filed as an exhibit to the ILFC Form 8-K filed on July 26, 2013 and incorporated herein by reference)</u></a>
2.42	<a href="#"><u>Second Supplemental Indenture, dated as of July 25, 2013, to the Junior Subordinated Indenture, dated as of December 21, 2005, by and between ILFC and Deutsche Bank Trust Company Americas, as Trustee (filed as an exhibit to the ILFC Form 8-K filed on July 26, 2013 and incorporated herein by reference)</u></a>
2.43	<a href="#"><u>Third Supplemental Indenture, dated as of May 14, 2014, to the Junior Subordinated Indenture, dated as of December 21, 2005, by and between ILFC, AerCap Global Aviation Trust and Deutsche Bank Trust Company Americas, as Trustee (filed as an exhibit to the ILFC Form 8-K filed on May 15, 2014 and incorporated herein by reference)</u></a>
2.44	<a href="#"><u>Amended and Restated 5.90% Junior Subordinated Debenture due 2065 (filed as an exhibit to the ILFC Form 8-K filed on July 26, 2013 and incorporated herein by reference)</u></a>
2.45	<a href="#"><u>Amended and Restated 6.25% Junior Subordinated Debenture due 2065 (filed as an exhibit to the ILFC Form 8-K filed on July 26, 2013 and incorporated herein by reference)</u></a>
2.46	<a href="#"><u>Term Loan Credit Agreement, dated as of March 6, 2014, among Delos Finance S.À.R.L., as borrower, ILFC, Hyperion Aircraft Limited, Delos Aircraft Limited, Apollo Aircraft Inc., and Artemis (Delos) Limited as obligors, the lenders identified therein, and Deutsche Bank AG New York Branch, as administrative agent and collateral agent (portions of this exhibit have been omitted pursuant to a request for confidential treatment) (filed as an exhibit to the ILFC Form 10-Q for the quarter ended March 31, 2014 and incorporated herein by reference)</u></a>
2.47	<a href="#"><u>First Amendment to Term Loan Credit Agreement, dated as of April 3, 2014, among Delos Finance S.À.R.L., as borrower, ILFC, Hyperion Aircraft Limited, Delos Aircraft Limited, Apollo Aircraft Inc., Artemis (Delos) Limited, AerCap Global Aviation Trust, the acceding obligors identified therein, and Deutsche Bank AG New York Branch, as collateral agent and administrative agent (filed as an exhibit to the ILFC Form 10-Q for the quarter ended March 31, 2014 and incorporated herein by reference)</u></a>
2.48	<a href="#"><u>Second Amendment to Term Loan Credit Agreement, dated as of January 19, 2017, among Delos Finance S.A.R.L., as borrower, ILFC, Hyperion Aircraft Limited, Delos Aircraft Limited, Apollo Aircraft Inc., Artemis (Delos) Limited, AerCap Global Aviation Trust, the Additional Obligors identified therein, and Deutsche Bank AG New York Branch, as collateral agent and administrative agent (filed as an exhibit to our Form 20-F for the year ended December 31, 2016 and incorporated herein by reference)</u></a>
2.49	<a href="#"><u>Third Amendment to Term Loan Credit Agreement, dated as of August 9, 2017, among Delos Finance S.À.R.L., as borrower, ILFC, Hyperion Aircraft Limited, Delos Aircraft Limited, Apollo Aircraft Inc., Artemis (Delos) Limited, AerCap Global Aviation Trust, the Additional Obligors identified therein, and Deutsche Bank AG New York Branch, as collateral agent and administrative agent (filed as an exhibit to our Form 20-F for the year ended December 31, 2017 and incorporated herein by reference)</u></a>
2.50	<a href="#"><u>Fourth Amendment to Term Loan Credit Agreement, dated as of March 7, 2018, among Delos Finance S.À.R.L., as borrower, ILFC, Hyperion Aircraft Limited, Delos Aircraft Limited, Artemis (Delos) Limited, AerCap Global Aviation Trust, the Additional Obligors identified therein, and Deutsche Bank AG New York Branch, as collateral agent and administrative agent</u></a>
2.51	<a href="#"><u>Term Loan Security Agreement, dated as of March 6, 2014, among Hyperion Aircraft Limited, Delos Aircraft Limited, Delos Finance S.A.R.L., Artemis (Delos) Limited, Apollo Aircraft Inc., and the additional grantors referred to therein as grantors, and Deutsche Bank AG New York Branch, as collateral agent (filed as an exhibit to the ILFC Form 10-Q for the quarter ended March 31, 2014 and incorporated herein by reference)</u></a>
2.52	<a href="#"><u>Term Loan Credit Agreement, dated as of November 5, 2021, among Setanta Aircraft Leasing DAC, as borrower, AerCap Holdings N.V., AerCap Ireland Limited, Setanta Aviation Holdings Limited, Culann Aircraft Leasing Limited, Dagda Aircraft Leasing Limited, the Owner Subsidiaries identified therein and the Intermediate Lessees identified therein, as Obligors, the lenders identified therein, and Citibank N.A., as administrative agent and collateral agent (portions of this exhibit have been omitted pursuant to a request for confidential treatment)</u></a>
2.53	<a href="#"><u>Term Loan Security Agreement, dated as of November 5, 2021, among Setanta Aircraft Leasing Designated Activity Company, Setanta Aviation Holdings Limited, Culann Aircraft Leasing Limited, Dagda Aircraft Leasing Limited, and the additional grantors referred to therein as grantors, and Citibank, N.A., as collateral agent</u></a>
2.54	<a href="#"><u>AerCap Holdings N.V. 2014 Equity Incentive Plan (filed as an exhibit to our Registration Statement on Form S-8, File No. 333-194638 and incorporated herein by reference)</u></a>

Exhibit Number	Description of Exhibit
2.55	The Company agrees to furnish to the SEC upon request a copy of each instrument with respect to issues of long-term debt of the Company and its subsidiaries, the authorized principal amount of which does not exceed 10% of the consolidated assets of the Company and its subsidiaries
2.56	<a href="#">Description of Certain Registrant Securities</a>
4.1	<a href="#">Aircraft Purchase Agreement, dated as of December 30, 2005, between Airbus S.A.S. and AerVenture Limited (filed as an exhibit to our Registration Statement on Form F-1, File No. 333-138381 and incorporated herein by reference)</a>
4.2	<a href="#">Agreement and Plan of Amalgamation, dated as of September 17, 2009, among AerCap Holdings N.V., Genesis Lease Limited and AerCap International Bermuda Limited (filed as an exhibit to our Form 6-K on September 18, 2009 and incorporated herein by reference)</a>
4.3	<a href="#">Framework Deed, dated as of May 28, 2013, between AerCap Holdings N.V. and LATAM Airlines Group S.A. (portions of which have been omitted pursuant to a request for confidential treatment) (filed as an exhibit to our Form 20-F for the year ended December 31, 2013 and incorporated herein by reference)</a>
4.4	<a href="#">Share Repurchase Agreement, dated as of June 1, 2015, among AIG Capital Corporation, American International Group, Inc., the guarantors named therein, AerCap Holdings N.V. and AerCap Global Aviation Trust (filed as an exhibit to American International Group, Inc.'s Form 8-K on June 4, 2015 and incorporated herein by reference)</a>
4.5	<a href="#">Transaction Agreement, dated as of March 9, 2021, by and among GE Ireland USD Holdings ULC, GE Financial Holdings ULC, GE Capital US Holdings, Inc., General Electric Company, AerCap Holdings N.V., AerCap US Aviation LLC and AerCap Aviation Leasing Limited (filed as an exhibit to our Form 6-K on March 12, 2021 and incorporated herein by reference)</a>
4.6	<a href="#">Amendment No. 1 to Transaction Agreement, dated as of November 1, 2021, by and among GE Ireland USD Holdings ULC, GE Financial Holdings ULC, GE Capital US Holdings, GE, the Issuer, AerCap US Aviation LLC, AerCap Ireland Capital DAC and AerCap Aviation Leasing Limited (incorporated by reference to Exhibit 4 to Schedule 13D (File No 005-82221) filed by AerCap Holdings N.V. with the Securities and Exchange Commission on November 10, 2021)</a>
4.7	<a href="#">Shareholders' Agreement, dated as of November 1, 2021, by and between the Issuer, GE Capital US Holdings and GE (incorporated by reference to Exhibit 4 to Schedule 13D (File No 005-82221) filed by AerCap Holdings N.V. with the Securities and Exchange Commission on November 10, 2021)</a>
4.8	<a href="#">Registration Rights Agreement, dated as of November 1, 2021, by and between the Issuer and GE (incorporated by reference to Exhibit 4 to Schedule 13D (File No 005-82221) filed by AerCap Holdings N.V. with the Securities and Exchange Commission on November 10, 2021)</a>
4.9	<a href="#">Noteholder Agreement, dated as of November 1, 2021, by and between the Issuer, AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, AerCap Aviation Solutions B.V., AerCap Ireland Limited, AerCap U.S. Global Aviation LLC, International Lease Finance Corporation and GE Capital US Holdings (incorporated by reference to Exhibit 4 to Schedule 13D (File No 005-82221) filed by AerCap Holdings N.V. with the Securities and Exchange Commission on November 10, 2021)</a>
8.1	<a href="#">List of Subsidiaries of AerCap Holdings N.V.</a>
12.1	<a href="#">Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
12.2	<a href="#">Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
13.1	<a href="#">Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
15.1	<a href="#">Consent of PricewaterhouseCoopers, an independent registered public accounting firm</a>
15.2	<a href="#">Consent of KPMG, an independent registered public accounting firm</a>
15.3	<a href="#">Letter from PricewaterhouseCoopers, an independent registered public accounting firm, dated March 30, 2022</a>
17.1	<a href="#">Subsidiary Issuers of Registered Guaranteed Securities</a>

**Exhibit  
Number****Description of Exhibit**

---

- 101 The following financial information formatted in Inline eXtensible Business Reporting Language (iXBRL):
- (1) Consolidated Balance Sheets as of December 31, 2021 and 2020
  - (2) Consolidated Income Statements for the Years Ended December 31, 2021, 2020 and 2019
  - (3) Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2021, 2020 and 2019
  - (4) Consolidated Statements of Cash Flows for the Years Ended December 31, 2021, 2020 and 2019
  - (5) Consolidated Statements of Equity for the Years Ended December 31, 2021, 2020 and 2019
  - (6) Notes to the Consolidated Financial Statements, tagged as blocks of text and including detailed tags
- 104 The cover page from the Company's annual report on Form 20-F for the year ended December 31, 2021, formatted in Inline XBRL (included in Exhibit 101)





## INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

### **AerCap Holdings N.V. Consolidated Financial Statements**

#### Reports of Independent Registered Public Accounting Firms

*(2021 Auditor Name: KPMG, Auditor location: Dublin, Ireland, Audit Firm ID: 1116)*

F-2

#### Consolidated Balance Sheets As of December 31, 2021 and 2020

F-6

#### Consolidated Income Statements For the Years Ended December 31, 2021, 2020 and 2019

F-7

#### Consolidated Statements of Comprehensive Income For the Years Ended December 31, 2021, 2020 and 2019

F-8

#### Consolidated Statements of Cash Flows For the Years Ended December 31, 2021, 2020 and 2019

F-9

#### Consolidated Statements of Equity For the Years Ended December 31, 2021, 2020 and 2019

F-12

#### Notes to the Consolidated Financial Statements

F-12

## REPORTS OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

### *Report of Independent Registered Public Accounting Firm*

To the Stockholders and Board of Directors  
AerCap Holdings N.V.

#### *Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting*

We have audited the accompanying consolidated balance sheet of AerCap Holdings N.V., and subsidiaries (the Company) as of December 31, 2021, the related consolidated income statement, statement of comprehensive income, statement of cash flows, and statement of equity for the year ended December 31, 2021, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2021, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2021, and the results of its operations and its cash flows for the year ended December 31, 2021, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021 based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

The Company acquired GE Capital Aviation Services (GECAS) on November 1, 2021 and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2021, GECAS's internal control over financial reporting associated with 44% of total assets and 8% of total revenues included in the consolidated financial statements of the Company as of and for the year ended December 31, 2021. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of GECAS.

#### *Basis for Opinions*

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in management's annual report on internal control over financial reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### *Critical Audit Matters*

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

#### *Evaluation of the fair value of acquired flight equipment held for operating leases and maintenance rights assets*

As discussed in Note 4 to the consolidated financial statements, the Company completed the acquisition of GECAS on November 1, 2021. The Company estimated the fair value of the flight equipment held for operating leases acquired to be \$23.1 billion, and the fair value of the maintenance rights assets acquired to be \$2.8 billion, as of the date of the acquisition.

We identified the evaluation of the fair value of acquired flight equipment held for operating leases and maintenance rights assets as a critical audit matter. It required especially subjective auditor judgement, including involvement of valuation professionals with specialized skills and knowledge, to assess certain significant assumptions in the valuation model. Significant assumptions included the follow-on lease assumptions, residual values of flight equipment held for operating leases, maintenance cash flow forecasts, and discount rates. Changes in these assumptions could have a significant impact on the fair value of flight equipment held for operating leases and maintenance rights assets acquired.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's purchase price allocation process, including controls over the development of the significant assumptions.

We evaluated the reasonableness of the Company's follow-on lease assumptions by comparing these to (i) actual lease rates recently contracted by the Company for the leasing of similar flight equipment and (ii) current industry market data. We compared the residual values of flight equipment held for operating leases to third party appraiser values, expected sale prices and market data. We compared maintenance cash flow forecasts to external appraiser and original equipment manufacturer data and assessed the reasonableness of aircraft utilization against historical actual usage rates.

We also involved valuation professionals with specialized skills and knowledge who assisted in evaluating the discount rate by comparing it against discount rates that were independently developed using data of comparable entities and the cost of capital of the Company.

*Assessment of impairment of flight equipment held for operating leases subject to impairment*

As discussed in Note 6 to the consolidated financial statements, the Company had US\$57.8 billion of flight equipment held for operating leases as of December 31, 2021. When events or changes in circumstances indicate that flight equipment held for operating leases may be impaired, an evaluation is performed. If the sum of the expected undiscounted future cash flows is less than the carrying amount of the asset group, an impairment loss is recognized. The Company recognized an impairment charge of US\$128.4 million for the year ended December 31, 2021.

We identified the assessment of impairment of flight equipment held for operating leases as a critical audit matter. It required especially subjective auditor judgement, including involvement of valuation professionals with specialized skills and knowledge, to assess certain significant assumptions in the impairment model. Significant assumptions included the follow-on lease assumptions, residual values of flight equipment held for operating leases, maintenance cash flow forecasts, and discount rates. Changes in these assumptions could have a significant impact on any impairment charge recognized on flight equipment held for operating leases.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the Company's impairment process, including controls over the development of the significant assumptions.

We evaluated the reasonableness of the follow-on lease assumptions by comparing these to (i) actual lease rates recently contracted by the Company for the leasing of similar flight equipment and (ii) current industry market data. We compared the residual values of flight equipment held for operating leases to third party appraiser values, expected sale prices and market data. We compared maintenance cash flows forecasts to external appraiser and original equipment manufacturer data and assessed the reasonableness of aircraft utilization against historical actual usage rates.

We also involved valuation professionals with specialized skills and knowledge who assisted in evaluating the discount rate by comparing it against discount rates that were independently developed using data of comparable entities and the cost of capital of the Company.

KPMG

We have served as the Company's auditor since 2021.

Dublin, Ireland

March 30, 2022

## ***Report of Independent Registered Public Accounting Firm***

To the Board of Directors and Shareholders of AerCap Holdings N.V.

### ***Opinion on the Financial Statements***

We have audited the consolidated balance sheet of AerCap Holdings N.V. and its subsidiaries (the “Company”) as of December 31, 2020, and the related consolidated statements of income, of comprehensive income, of equity and of cash flows for each of the two years in the period ended December 31, 2020, including the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2020 in conformity with accounting principles generally accepted in the United States of America.

### ***Basis for Opinion***

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers

Dublin, Ireland

March 2, 2021

We served as the Company’s auditor from 2018 to 2021.

**AerCap Holdings N.V. and Subsidiaries**  
**Consolidated Balance Sheets**  
**As of December 31, 2021 and 2020**

	Note	As of December 31,	
		2021	2020
(U.S. Dollars in thousands, except share data)			
<b>Assets</b>			
Cash and cash equivalents	5	\$ 1,728,794	\$ 1,248,772
Restricted cash	5	185,959	246,518
Trade receivables		181,455	170,675
Flight equipment held for operating leases, net	6	57,825,056	35,156,450
Investment in finance leases, net	7	1,929,220	878,451
Flight equipment held for sale	8	304,362	—
Prepayments on flight equipment	30	4,586,848	2,111,659
Maintenance rights and lease premium, net	9	4,444,520	649,914
Other intangibles, net	9	208,879	224,634
Deferred tax assets	16	121,571	131,532
Associated companies	10	705,087	122,654
Other assets	11	2,348,017	1,106,780
<b>Total Assets</b>		<b>\$ 74,569,768</b>	<b>\$ 42,048,039</b>
<b>Liabilities and Equity</b>			
Accounts payable, accrued expenses and other liabilities	13	\$ 1,958,096	\$ 1,109,325
Accrued maintenance liability	14	2,900,651	1,750,395
Lessee deposit liability		773,753	600,321
Debt	15	50,204,678	28,742,081
Deferred tax liabilities	16	2,085,230	913,431
Commitments and contingencies	30		
<i>Total Liabilities</i>		57,922,408	33,115,553
Ordinary share capital, €0.01 par value, 450,000,000 and 350,000,000 ordinary shares authorized as of December 31, 2021 and 2020 respectively; 250,347,345 and 138,847,345 ordinary shares issued and 245,395,448 and 130,398,538 ordinary shares outstanding (including 5,822,811 and 2,552,346 shares of unvested restricted stock) as of December 31, 2021 and 2020, respectively	18, 27	3,024	1,721
Additional paid-in capital		8,522,694	2,078,125
Treasury shares, at cost (4,951,897 and 8,448,807 ordinary shares as of December 31, 2021 and 2020, respectively)		(285,901)	(459,994)
Accumulated other comprehensive loss		(79,335)	(155,085)
Accumulated retained earnings		8,410,261	7,399,703
<i>Total AerCap Holdings N.V. shareholders' equity</i>		16,570,743	8,864,470
Non-controlling interest		76,617	68,016
<i>Total Equity</i>		16,647,360	8,932,486
<b>Total Liabilities and Equity</b>		<b>\$ 74,569,768</b>	<b>\$ 42,048,039</b>
<b>Supplemental balance sheet information—amounts related to assets and liabilities of consolidated VIEs for which creditors do not have recourse to our general credit:</b>			
Restricted cash		\$ 94,721	\$ 163,596
Flight equipment held for operating leases and held for sale		3,411,087	4,339,176
Other assets		100,638	97,417
Accrued maintenance liability		\$ 132,996	\$ 115,079
Debt		1,113,876	2,454,187
Other liabilities		86,894	109,606

The accompanying notes are an integral part of these Consolidated Financial Statements.

**AerCap Holdings N.V. and Subsidiaries**  
**Consolidated Income Statements**  
**For the Years Ended December 31, 2021, 2020 and 2019**

	Note	Year Ended December 31,		
		2021	2020	2019
(U.S. Dollars in thousands, except share and per share data)				
<b>Revenues and other income</b>				
Lease revenue:				
Basic lease rents	21, 24	\$ 3,891,089	\$ 3,761,611	\$ 4,281,260
Maintenance rents and other receipts		520,914	559,395	401,006
Total lease revenue		4,412,003	4,321,006	4,682,266
Net gain on sale of assets		89,428	89,618	188,835
Other income	23	722,574	83,005	66,239
<b>Total Revenues and other income</b>		<b>5,224,005</b>	<b>4,493,629</b>	<b>4,937,340</b>
<b>Expenses</b>				
Depreciation and amortization	6, 9	1,737,925	1,645,373	1,676,121
Asset impairment	25	128,409	1,086,983	70,149
Interest expense		1,230,466	1,248,225	1,295,020
Loss on debt extinguishment	15	9,713	118,460	—
Leasing expenses		319,022	323,535	287,950
Selling, general and administrative expenses	19, 20, 22	317,888	242,161	267,458
Transaction and integration-related expenses	4	334,966	—	—
<b>Total Expenses</b>		<b>4,078,389</b>	<b>4,664,737</b>	<b>3,596,698</b>
Gain (loss) on investment at fair value		2,301	(143,510)	—
<b>Income (loss) before income taxes and income of investments accounted for under the equity method</b>		<b>1,147,917</b>	<b>(314,618)</b>	<b>1,340,642</b>
Income tax (expense) benefit	16	(162,537)	17,231	(167,714)
Equity in net earnings of investments accounted for under the equity method		24,051	2,464	(6,151)
<b>Net income (loss)</b>		<b>\$ 1,009,431</b>	<b>\$ (294,923)</b>	<b>\$ 1,166,777</b>
Net income attributable to non-controlling interest		(8,924)	(3,643)	(21,083)
<b>Net income (loss) attributable to AerCap Holdings N.V.</b>		<b>\$ 1,000,507</b>	<b>\$ (298,566)</b>	<b>\$ 1,145,694</b>
Basic earnings (loss) per share	27	\$ 6.83	\$ (2.34)	\$ 8.51
Diluted earnings (loss) per share	27	\$ 6.71	\$ (2.34)	\$ 8.43
Weighted average shares outstanding—basic		146,421,188	127,743,828	134,570,169
Weighted average shares outstanding—diluted		149,005,981	127,743,828	135,898,139

The accompanying notes are an integral part of these Consolidated Financial Statements.



**AerCap Holdings N.V. and Subsidiaries**  
**Consolidated Statements of Comprehensive Income**  
**For the Years Ended December 31, 2021, 2020 and 2019**

	Year Ended December 31,		
	2021	2020	2019
	(U.S. Dollars in thousands)		
<b>Net income (loss)</b>	<b>\$ 1,009,431</b>	<b>\$ (294,923)</b>	<b>\$ 1,166,777</b>
Other comprehensive loss:			
Net gain (loss) on derivatives (Note 12), net of tax of \$(11,679), \$8,402 and \$12,845, respectively	81,751	(58,814)	(89,918)
Actuarial gain (loss) on pension obligations, net of tax of \$(1,327), \$348 and \$265, respectively	9,285	(2,684)	(1,845)
Foreign currency translation adjustments	(15,286)	—	—
Total other comprehensive loss	75,750	(61,498)	(91,763)
<b>Comprehensive income (loss)</b>	<b>1,085,181</b>	<b>(356,421)</b>	<b>1,075,014</b>
Comprehensive income attributable to non-controlling interest	(8,924)	(3,643)	(21,083)
<b>Total comprehensive income (loss) attributable to AerCap Holdings N.V.</b>	<b>\$ 1,076,257</b>	<b>\$ (360,064)</b>	<b>\$ 1,053,931</b>

The accompanying notes are an integral part of these Consolidated Financial Statements.

**AerCap Holdings N.V. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**For the Years Ended December 31, 2021, 2020 and 2019**

	Year Ended December 31,		
	2021	2020	2019
	(U.S. Dollars in thousands)		
Net income (loss)	\$ 1,009,431	\$ (294,923)	\$ 1,166,777
<b>Adjustments to reconcile net income (loss) to net cash provided by operating activities:</b>			
Depreciation and amortization	1,737,925	1,645,373	1,676,121
Asset impairment	128,409	1,086,983	70,149
Amortization of debt issuance costs, debt discount, debt premium and lease premium	113,981	64,970	79,645
Amortization of fair value adjustments on debt	(16,977)	(47,279)	(79,098)
Maintenance rights write-off (a)	138,780	133,015	244,748
Maintenance liability release to income	(273,146)	(344,210)	(207,849)
Net gain on sale of assets	(89,428)	(89,618)	(188,835)
Deferred tax (benefit) expense	(5,905)	(20,882)	162,498
Share-based compensation	96,087	69,187	69,410
Collections of finance leases	124,325	68,128	98,365
(Gain) loss on investment at fair value	(2,301)	143,510	—
Loss on debt extinguishment	9,713	118,460	—
Transaction and integration-related expenses	186,474	—	—
Other	61,212	252,350	96,117
<b>Changes in operating assets and liabilities:</b>			
Trade receivables	232,119	(128,188)	(8,751)
Other assets	112,790	(400,316)	(73,646)
Accounts payable, accrued expenses and other liabilities	130,333	(126,177)	31
<b>Net cash provided by operating activities</b>	<b>3,693,822</b>	<b>2,130,383</b>	<b>3,105,682</b>
Purchase of flight equipment	(1,703,395)	(778,547)	(3,359,092)
Proceeds from sale or disposal of assets	796,613	471,437	1,773,766
Prepayments on flight equipment	(86,386)	(405,178)	(1,369,400)
Acquisition of GECAS, net of cash acquired	(22,493,195)	—	—
Other	27,427	—	(17)
<b>Net cash used in investing activities</b>	<b>(23,458,936)</b>	<b>(712,288)</b>	<b>(2,954,743)</b>
Issuance of debt	26,496,660	10,946,333	6,539,310
Repayment of debt	(5,973,508)	(11,560,015)	(6,504,830)
Debt issuance and extinguishment costs paid, net of debt premium received	(422,260)	(253,806)	(36,592)
Maintenance payments received	448,516	345,699	736,423
Maintenance payments returned	(209,087)	(412,492)	(352,032)
Security deposits received	210,781	137,130	232,219
Security deposits returned	(290,758)	(297,469)	(233,222)
Dividend paid to non-controlling interest holders and others	(323)	(2,935)	(6,341)
Repurchase of shares and tax withholdings on share-based compensation	(76,220)	(127,777)	(639,941)
<b>Net cash provided by (used in) financing activities</b>	<b>20,183,801</b>	<b>(1,225,332)</b>	<b>(265,006)</b>
Net increase (decrease) in cash, cash equivalents and restricted cash	418,687	192,763	(114,067)
Effect of exchange rate changes	776	2,180	(621)
Cash, cash equivalents and restricted cash at beginning of period	1,495,290	1,300,347	1,415,035
<b>Cash, cash equivalents and restricted cash at end of period</b>	<b>\$ 1,914,753</b>	<b>\$ 1,495,290</b>	<b>\$ 1,300,347</b>

The accompanying notes are an integral part of these Consolidated Financial Statements.

**AerCap Holdings N.V. and Subsidiaries**  
**Consolidated Statements of Cash Flows (Continued)**  
**For the Years Ended December 31, 2021, 2020 and 2019**

	Year Ended December 31,		
	2021	2020	2019
	(U.S. Dollars in thousands)		
<b>Supplemental cash flow information:</b>			
Interest paid, net of amounts capitalized	\$ 1,109,948	\$ 1,196,467	\$ 1,270,532
Income taxes paid (refunded), net	4,928	(3,862)	2,352
<hr/>			
(a) Maintenance rights write-off consisted of the following:			
End-of-lease ("EOL") and Maintenance Reserved ("MR") contract maintenance rights expense	\$ 7,048	\$ 45,655	\$ 76,611
MR contract maintenance rights write-off offset by maintenance liability release	17,260	35,897	19,848
EOL contract maintenance rights write-off offset by EOL compensation received	114,472	51,463	148,289
<b>Maintenance rights write-off</b>	<b><u>\$ 138,780</u></b>	<b><u>\$ 133,015</u></b>	<b><u>\$ 244,748</u></b>

The accompanying notes are an integral part of these Consolidated Financial Statements.

**AerCap Holdings N.V. and Subsidiaries**  
**Consolidated Statements of Cash Flows (Continued)**  
**For the Years Ended December 31, 2021, 2020 and 2019**

*Non-Cash Investing and Financing Activities*

**Year ended December 31, 2021:**

Flight equipment held for operating leases in the amount of \$12.5 million, net, was reclassified to investment in finance leases, net.

Flight equipment held for operating leases in the amount of \$397.6 million was reclassified to flight equipment held for sale.

Accrued maintenance liability in the amount of \$20.4 million was settled with buyers upon sale or disposal of assets.

In November 2021, debt and shareholder's equity increased by \$1 billion and \$6.6 billion respectively due to non-cash consideration in the GECAS Transaction. Refer to Note 4—*GECAS Transaction* for further details.

**Year ended December 31, 2020:**

Flight equipment held for operating leases in the amount of \$46.6 million, net, was reclassified to investment in finance leases, net.

Flight equipment held for operating leases in the amount of \$83.5 million was reclassified to flight equipment held for sale.

Accrued maintenance liability in the amount of \$95.0 million was settled with buyers upon sale or disposal of assets.

In May 2020, other assets and accounts payable, accrued expenses and other liabilities each increased by \$185.7 million due to the Norwegian Air Shuttle ASA ("NAS") recapitalization.

**Year ended December 31, 2019:**

Flight equipment held for operating leases in the amount of \$143.4 million was reclassified to investment in finance leases, net.

Flight equipment held for operating leases in the amount of \$1.6 billion was reclassified to flight equipment held for sale.

Accrued maintenance liability in the amount of \$249.2 million was settled with buyers upon sale or disposal of assets.

The accompanying notes are an integral part of these Consolidated Financial Statements.

**AerCap Holdings N.V. and Subsidiaries**  
**Consolidated Statements of Equity**  
**For the Years Ended December 31, 2021, 2020 and 2019**

	Number of ordinary shares issued	Ordinary share capital	Additional paid-in capital	Treasury shares	Accumulated other comprehensive income (loss)	Accumulated retained earnings	AerCap Holdings N.V. shareholders' equity	Non- controlling interest	Total equity
(U.S. Dollars in thousands, except share data)									
<b>Balance as of December 31, 2018</b>	<b>151,847,345</b>	<b>\$ 1,866</b>	<b>\$2,712,417</b>	<b>\$ (476,085)</b>	<b>\$ (1,824)</b>	<b>\$6,591,674</b>	<b>\$8,828,048</b>	<b>\$ 52,566</b>	<b>\$8,880,614</b>
Dividends paid	—	—	—	—	—	—	—	(6,341)	(6,341)
Repurchase of shares	—	—	—	(607,343)	—	—	(607,343)	—	(607,343)
Share cancellation	(10,000,000)	(112)	(503,005)	503,117	—	—	—	—	—
Share-based compensation	—	—	69,410	—	—	—	69,410	—	69,410
Ordinary shares issued, net of tax withholdings	—	—	(69,360)	42,970	—	(2,759)	(29,149)	—	(29,149)
Total comprehensive income (loss)	—	—	—	—	(91,763)	1,145,694	1,053,931	21,083	1,075,014
<b>Balance as of December 31, 2019</b>	<b>141,847,345</b>	<b>\$ 1,754</b>	<b>\$2,209,462</b>	<b>\$ (537,341)</b>	<b>\$ (93,587)</b>	<b>\$7,734,609</b>	<b>\$9,314,897</b>	<b>\$ 67,308</b>	<b>\$9,382,205</b>
Dividends paid	—	—	—	—	—	—	—	(2,935)	(2,935)
Repurchase of shares	—	—	—	(117,302)	—	—	(117,302)	—	(117,302)
Share cancellation	(3,000,000)	(33)	(149,203)	149,236	—	—	—	—	—
Share-based compensation	—	—	69,187	—	—	—	69,187	—	69,187
Ordinary shares issued, net of tax withholdings	—	—	(51,321)	45,413	—	(10,562)	(16,470)	—	(16,470)
Cumulative effect due to adoption of new accounting standard	—	—	—	—	—	(25,778)	(25,778)	—	(25,778)
Total comprehensive income (loss)	—	—	—	—	(61,498)	(298,566)	(360,064)	3,643	(356,421)
<b>Balance as of December 31, 2020</b>	<b>138,847,345</b>	<b>\$ 1,721</b>	<b>\$2,078,125</b>	<b>\$ (459,994)</b>	<b>\$ (155,085)</b>	<b>\$7,399,703</b>	<b>\$8,864,470</b>	<b>\$ 68,016</b>	<b>\$8,932,486</b>
GECAS Transaction	111,500,000	1,303	6,581,657	—	—	—	6,582,960	—	6,582,960
Dividends paid	—	—	—	—	—	—	—	(323)	(323)
Repurchase of shares	—	—	—	(35,406)	—	—	(35,406)	—	(35,406)
Share-based compensation	—	—	96,087	—	—	—	96,087	—	96,087
Ordinary shares issued, net of tax withholdings	—	—	(233,175)	209,499	—	10,051	(13,625)	—	(13,625)
Total comprehensive income (loss)	—	—	—	—	75,750	1,000,507	1,076,257	8,924	1,085,181
<b>Balance as of December 31, 2021</b>	<b>250,347,345</b>	<b>\$ 3,024</b>	<b>\$8,522,694</b>	<b>\$ (285,901)</b>	<b>\$ (79,335)</b>	<b>\$8,410,261</b>	<b>\$16,570,743</b>	<b>\$ 76,617</b>	<b>\$16,647,360</b>

The accompanying notes are an integral part of these Consolidated Financial Statements.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 1. General

##### The Company

AerCap Holdings N.V., together with its subsidiaries (“AerCap,” “we,” “us” or the “Company”), is the global leader in aviation leasing with 2,369 aircraft owned, managed or on order, over 900 engines (including engines owned by our Shannon Engine Support joint venture), over 300 owned helicopters, and total assets of \$74.6 billion as of December 31, 2021. Our ordinary shares are listed on the New York Stock Exchange under the ticker symbol AER. Our headquarters is located in Dublin, and we have offices in Shannon, Miami, Singapore, Amsterdam, Shanghai, Abu Dhabi and other locations. We also have representative offices at the world’s largest aircraft manufacturers, The Boeing Company (“Boeing”) in Seattle and Airbus S.A.S (“Airbus”) in Toulouse.

The Consolidated Financial Statements presented herein include the accounts of AerCap Holdings N.V. and its subsidiaries. AerCap Holdings N.V. was incorporated in the Netherlands as a public limited liability company (“*naamloze vennootschap*” or “*N.V.*”) on July 10, 2006.

##### GECAS Transaction

AerCap completed the acquisition of GE Capital Aviation Services (“GECAS”) from General Electric (“GE”) (the “GECAS Transaction”) on November 1, 2021. Under the terms of the transaction agreement, GE received 111.5 million newly issued AerCap shares, approximately \$23 billion of cash and \$1 billion of AerCap senior notes. Immediately following the completion of the GECAS Transaction, GE held approximately 46% of AerCap’s issued and outstanding ordinary shares. In connection with the GECAS Transaction, GE appointed one member to join the Board of Directors of AerCap, bringing the number of directors serving on AerCap’s Board of Directors to ten. Additionally, pursuant to the shareholder agreement between AerCap and GE, for as long as GE and its wholly owned subsidiaries, collectively, beneficially own at least 10% of our outstanding shares, GE will be entitled to designate a second director for appointment to AerCap’s Board of Directors. The GE shares are subject to a lock-up period which will expire in stages from nine to 15 months after November 1, 2021 (the “Closing Date”). GE has entered into agreements with AerCap regarding voting restrictions, standstill provisions and certain registration rights. Refer to Note 4—*GECAS Transaction* for further details.

#### 2. Basis of presentation

##### General

Our Consolidated Financial Statements are presented in accordance with Accounting Principles Generally Accepted in the United States of America (“U.S. GAAP”).

We consolidate all companies in which we have effective control and all VIEs for which we are deemed the Primary Beneficiary (“PB”) under Accounting Standards Codification (“ASC”) 810. All intercompany balances and transactions with consolidated subsidiaries are eliminated. The results of consolidated entities are included from the effective date of control or, in the case of VIEs, from the date that we are or become the PB. The results of subsidiaries sold or otherwise deconsolidated are excluded from the date that we cease to control the subsidiary or, in the case of VIEs, when we cease to be the PB.

Our Consolidated Financial Statements are stated in U.S. dollars, which is our functional currency.

Due to rounding, numbers presented throughout this document may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements (Continued)

(U.S. dollar amounts in thousands or as otherwise stated, except share and per share data)

#### 2. Basis of presentation (continued)

##### Use of estimates

The preparation of Consolidated Financial Statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The use of estimates is or could be a significant factor affecting acquisition accounting in a business combination, the reported carrying values of flight equipment, intangible assets, investment in finance leases, net, investments, trade receivables and notes receivable, deferred tax assets, income tax accruals and maintenance liabilities. Actual results may differ from our estimates under different conditions, sometimes materially.

##### Risk and Uncertainties

In the normal course of business, we encounter several significant types of economic risk, including credit risk, market risk and risks associated with exposure to the aviation industry. Credit risk is the risk of a lessee's inability or unwillingness to make contractually required payments and to fulfill its other contractual obligations. Market risk reflects the change in the value of financings due to changes in interest rate spreads or other market factors, including the value of collateral underlying financings. Risks associated with exposure to the aviation industry include the risk of a downturn in the commercial aviation industry, which could adversely impact lessee ability to make payments, increase the risk of unscheduled lease terminations and depress lease rates and the value of the Company's flight equipment. The Covid-19 pandemic and responsive government actions have caused significant economic disruption and a dramatic reduction in commercial airline traffic, resulting in a broad adverse impact on air travel, the aviation industry and demand for commercial aircraft globally, all of which has impacted our results of operations. The continued impact of the Covid-19 pandemic on our business will depend, among other things, on the rate of recovery in air travel and the aviation industry, including the future demand for commercial aircraft; and global economic conditions. We face significant competition and our business may be adversely affected if market participants change as a result of restructuring or bankruptcies, mergers and acquisitions, or new entities entering or exiting the industry. We are exposed to geopolitical, economic and legal risks associated with the international operations of our business and those of our lessees, including many of the economic and political risks associated with emerging markets. We are exposed to concentrated political and economic risks in certain geographical regions in which our lessees are concentrated. We expect the Russian invasion of Ukraine and the impact of resulting sanctions by the United States, the European Union, the United Kingdom and other countries to adversely affect our business and financial condition, results and cash flows. Refer to Note 32—*Subsequent Events* for further details.

##### Reclassification of Prior Year Presentation

Certain prior year amounts have been reclassified to conform with the current year presentation.

An adjustment has been made to the Consolidated Balance Sheet as of December 31, 2020 to reclassify equity method investments from Other Assets to Associated Companies. Refer to Note 10—*Associated companies*.

This change in classification had no effect on the Consolidated Income Statements and does not affect previously reported cash flows from operating activities in the Consolidated Statements of Cash Flows.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements (Continued)

(U.S. dollar amounts in thousands or as otherwise stated, except share and per share data)

#### 3. Summary of significant accounting policies

##### Cash and cash equivalents

Cash and cash equivalents include cash and highly liquid investments with original maturities of three months or less.

##### Restricted cash

Restricted cash includes cash held by banks that is subject to withdrawal restrictions. Such amounts are typically restricted under secured debt agreements and can be used only to maintain the aircraft securing the debt and to provide debt service payments of principal and interest.

##### Trade receivables

Trade receivables represent unpaid, current lessee rental obligations under existing lease contracts.

##### Flight equipment held for operating leases, net

Flight equipment held for operating leases is stated at cost less accumulated depreciation and impairment. Flight equipment is depreciated to its estimated residual value on a straight-line basis over the useful life of the asset. The costs of improvements to flight equipment are normally recorded as leasing expenses unless the improvement increases the long-term value of the flight equipment. In that case, the capitalized improvement cost is depreciated over the estimated remaining useful life of the asset.

	Useful Life (a)	Residual Value (b)
Passenger aircraft	25 years	15%
Freighter aircraft	35 years	15%
Helicopters	30 years	20%
Engines	20 years	60%

(a) Useful life may be determined to be a different period depending on the disposition strategy.

(b) Estimated industry price, except where more relevant information indicates that a different residual value is more appropriate.

We periodically review the estimated useful lives and residual values of our flight equipment based on our industry knowledge, external factors, such as current market conditions, and changes in our disposition strategies, to determine if they are appropriate, and record adjustments to depreciation rates prospectively on an individual asset basis, as necessary.

We test flight equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. The quarterly impairment assessments are primarily triggered by potential sale transactions, early terminated leases, credit events impacting lessees or forecasted significant and permanent declines in the demand for asset types. The quantitative impairment test is performed at the lowest level for which identifiable cash flows are largely independent of other groups of assets, which is the individual asset, including the lease-related assets and liabilities of that asset, such as the maintenance rights assets, lease incentives, and maintenance liabilities (the "Asset Group"). If the sum of the expected undiscounted future cash flows is less than the Asset Group, an impairment loss is recognized. The loss is measured as the excess of the carrying value of the Asset Group over its estimated fair value.

Fair value reflects the present value of future cash flows expected to be generated from the assets, including its expected residual value, discounted at a rate commensurate with the associated risk. Future cash flows are assumed to occur under current market conditions and assume adequate time for a sale between a willing buyer and a willing seller. Expected future lease rates are based on all relevant information available, including current contracted rates for similar assets and industry trends.



## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements (Continued)

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 3. Summary of significant accounting policies (Continued)

On an annual basis, we also perform an assessment of all assets held for operating leases to identify potential impairment by reference to estimated future cash flows at the Asset Group level, and perform a quantitative impairment test. We apply significant judgment in assessing whether an impairment is necessary and in estimating significant assumptions including the future lease rates, maintenance cash flow forecasts, the residual value and the discount rate when performing quantitative impairment tests.

During the lease term, our leases require that the lessee maintain our flight equipment and either provide periodic maintenance rental payments during the lease or provide EOL compensation payments based on the maintenance usage of the flight equipment. In addition, upon lease expiry, the flight equipment undergoes inspection to verify compliance with lease return conditions. We believe that the requirement that the lessee compensate us for the maintenance usage of the flight equipment and our emphasis on maintenance and inspection helps preserve residual values and generally helps us to recover our investment in our leased flight equipment.

#### Capitalization of interest

We capitalize interest on prepayments of forward order flight equipment and add such amounts to prepayments on flight equipment. The amount of interest capitalized is the amount of interest costs which could have been avoided in the absence of such prepayments.

#### Investment in finance, sales-type and leveraged leases, net (“Investment in finance leases, net”)

Finance leases include direct financing leases, sales-type leases and leveraged leases. If a lease meets specific criteria under U.S. GAAP, we recognize the lease in investment in finance leases, net in our Consolidated Balance Sheets and de-recognize the asset from flight equipment held for operating lease. For sales-type leases, we recognize the difference between the asset carrying value and the amount recognized in investment in finance leases, net in net gain on sale of assets in our Consolidated Income Statements. The amounts recognized for finance and sales-type leases consist of lease receivables and the estimated unguaranteed residual value of the flight equipment on the lease termination date, less the unearned income and net of the allowance for credit losses. Expected unguaranteed residual values are based on our assessment of the values of the flight equipment and, if applicable, the estimated EOL payments expected at the expiration of the lease. The unearned income is recognized as lease revenue over the lease term, using the interest method to produce a constant yield over the life of the lease. Finance leases that are mainly financed at commencement with non-recourse borrowings and that meet certain criteria are accounted for as leveraged leases. Leveraged leases are recorded at the aggregate of rentals receivable, net of that portion of the rental applicable to principal and interest on the non-recourse debt, plus the estimated residual value of the leased asset less unearned income. Unearned income is recognized as lease interest income at a level rate of return on the leveraged lease net investment.

#### Definite-lived intangible assets

We recognize intangible assets acquired in a business combination at fair value on the date of acquisition. Amortization of definite-lived intangible assets is either event-driven or is at a rate based on the period over which we expect to derive economic benefits from such assets.

#### *Maintenance rights and lease premium, net*

Maintenance rights assets are recognized when we acquire flight equipment subject to existing leases. These assets represent the contractual right to receive the aircraft in a specified maintenance condition at the end of the lease under lease contracts with EOL payment provisions, or our right to receive the aircraft in better maintenance condition due to aircraft maintenance events performed by the lessee either through reimbursement of maintenance deposit rents held under lease contracts with maintenance reserve provisions, or through a lessor contribution to the lessee.

For leases with EOL maintenance provisions, upon lease termination, we recognize receipt of EOL cash compensation as lease revenue to the extent those receipts exceed the EOL maintenance rights asset, and we recognize leasing expenses when the EOL maintenance rights asset exceeds the EOL cash received. For leases with maintenance reserve payment provisions, we recognize maintenance rights expense at the time the lessee submits a reimbursement claim and provides the required documentation related to the cost of a qualifying maintenance event that relates to pre-acquisition usage.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements (Continued)

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 3. Summary of significant accounting policies (Continued)

Lease premium assets represent the value of an acquired lease where the contractual rental payments are above the market rate. We amortize the lease premium assets on a straight-line basis over the term of the lease as a reduction of lease revenue.

##### *Other definite-lived intangible assets, net*

Other definite-lived intangible assets primarily consist of customer relationships recorded at fair value when we acquired International Lease Finance Corporation (“ILFC”). Intangible assets are amortized over the period during which we expect to derive economic benefits from such assets. The amortization expense is recorded in depreciation and amortization. We evaluate definite-lived intangible assets for impairment when events or changes in circumstances indicate that the carrying value of the asset may not be recoverable.

##### **Associated companies**

Unconsolidated investments where we do not have a controlling financial interest, but over which we have significant influence, are accounted for using the equity method of accounting. Under the equity method of accounting, we recognize our share of earnings and losses based on our ownership percentage of such investments in equity in net earnings (losses) of investments accounted for under the equity method in our Consolidated Income Statements. The carrying amount of the equity method investment is included in Associated companies on our Consolidated Balance Sheets. Refer to Note 10—*Associated companies* for further details. Distributions received from equity method investees are classified using the cumulative earnings approach. Under this approach, distributions received are considered returns on investment and are classified as cash inflows from operating activities, unless the cumulative distributions received, less distributions received in prior periods that were determined to be returns of investment, exceed cumulative equity in earnings recognized. When such an excess occurs, the current-period distribution up to this excess is deemed to be a return of investment, and is classified as cash inflows from investing activities.

##### **Other assets**

Other assets consist of debt issuance costs, lease incentives, notes receivable, operating lease right-of-use (“ROU”) assets, derivative assets, other tangible fixed assets, straight-line rents, prepaid expenses, inventory, investments and other receivables.

##### *Lease incentives*

We capitalize amounts paid or value provided to lessees as lease incentives. We amortize lease incentives on a straight-line basis over the term of the related lease as a reduction of lease revenue.

##### *Notes receivable*

Notes receivable primarily arise from the restructuring and deferral of trade receivables from lessees experiencing financial difficulties.

##### *Loans*

Loans are classified as held for investment (“HFI”) when the Company has the intent and ability to hold the loan for the foreseeable future or until maturity. Loans classified as HFI are recorded at amortized cost. Loan origination fees and certain direct origination costs are deferred and recognized as adjustments to interest income over the contractual lives of the related loans. If we no longer have the intent and ability to hold a loan for the foreseeable future, then the loan is transferred to assets held for sale (“HFS”) at the lower of carrying value or estimated fair value less costs to sell. Once classified as HFS, the amount by which the carrying value exceeds fair value is recognized in our Consolidated Income Statements as an impairment loss.

In a purchase and leaseback transaction where the seller/lessee effectively retains control of the flight equipment asset, the purchase and leaseback is accounted for as a loan financing.

##### *Derivative financial instruments*

We use derivative financial instruments to manage our exposure to interest rate risks. Derivatives are carried in our Consolidated Balance Sheets at fair value.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements (Continued)

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 3. Summary of significant accounting policies (Continued)

When cash flow hedge accounting treatment is applied, the changes in fair values related to the effective portion of the derivatives are recorded in accumulated other comprehensive income (loss) (“AOCI”), and the ineffective portion is recognized immediately in interest expense. Amounts reflected in AOCI related to the effective portion are reclassified into interest expense in the same period or periods during which the hedged transaction affects interest expense.

We discontinue hedge accounting prospectively when (i) we determine that the derivative is no longer effective in offsetting changes in the fair value or cash flows of the hedged item; (ii) the derivative expires or is sold, terminated, or exercised; or (iii) management determines that designating the derivative as a hedging instrument is no longer appropriate. In all situations in which hedge accounting is discontinued and the derivative remains outstanding, we recognize the changes in the fair value in current-period earnings. The remaining balance in AOCI at the time we discontinue hedge accounting is not recognized in our Consolidated Income Statements unless it is probable that the forecasted cash flows will not occur. Such amounts are recognized in interest expense when the hedged transaction affects interest expense.

When cash flow hedge accounting treatment is not applied, the changes in fair values related to interest rate-related derivatives between periods are recognized in interest expense in our Consolidated Income Statements.

Net cash received or paid under derivative contracts is classified as operating cash flows in our Consolidated Statements of Cash Flows.

#### *Other tangible fixed assets*

Other tangible fixed assets consist primarily of leasehold improvements, computer equipment and office furniture, and are recorded at historical acquisition cost and depreciated at various rates over the asset’s estimated useful life on a straight-line basis. Depreciation expense on other tangible fixed assets is recorded in depreciation and amortization in our Consolidated Income Statements.

#### *Investments*

Equity securities without readily determinable fair values are carried at cost. For investments for which the equity method would otherwise be required, we may elect to account for our investment at fair value with all changes in fair value recognized in our Consolidated Income Statements. We have elected to account for our NAS Investment using the fair value option, where changes in fair value are recognized as a gain or loss in our Consolidated Income Statements.

#### **Fair value measurements**

Fair value is defined as the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. We measure the fair value of our derivatives and our equity investments which we have elected to account for at fair value on a recurring basis and measure the fair value of flight equipment, goodwill and definite-lived intangible assets on a non-recurring basis. Refer to Note 31—*Fair value measurements*. Assets acquired and liabilities assumed as part of the GECAS Transaction were measured at their fair values on the acquisition date. Refer to Note 4—*GECAS Transaction*.

#### **Income taxes**

Income tax expense is comprised of both current and deferred taxes. We recognize income tax expense in our Consolidated Income Statements, our Consolidated Statements of Comprehensive Income, and in our Consolidated Statements of Equity to the extent that it relates to items recognized directly in equity. We recognize the benefit of tax positions only to the extent that it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. We release tax effects from AOCI using a separate identification approach. We recognize interest and penalties related to underpayment of income taxes in income tax expense (benefit) in our Consolidated Income Statements and as a liability in accounts payable, accrued expenses and other liabilities in our Consolidated Balance Sheets.

## **AerCap Holdings N.V. and Subsidiaries**

### **Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

#### **3. Summary of significant accounting policies (Continued)**

##### **Deferred tax assets and liabilities**

We recognize deferred taxes resulting from temporary differences between the financial statement carrying amount and the tax basis of assets and liabilities using the liability method. The differences are calculated at nominal value using the enacted tax rate applicable at the time the temporary difference is expected to reverse. Deferred tax assets attributable to losses carried forward or deductible temporary differences are reduced by a valuation allowance if it is more likely than not that such losses will not be utilized to offset future taxable income.

##### **Accrued maintenance liability**

We use the expense as incurred model for planned major maintenance. Under this method, the estimated maintenance costs are expensed in the period incurred. In many instances, there is a short-term timing difference between when we incur the expense and the actual payment of this liability to the third-party maintenance provider. When these timing differences occur, we recognize an expense and accrue the corresponding liability in the Accrued maintenance liability line item on our Consolidated Balance Sheets.

When we lease a used aircraft, the maintenance condition of the aircraft generally will be less than 100% as a result of maintenance life usage by the prior lessee. For the next lessee of the used aircraft, we generally agree to reimburse the cost of the maintenance usage from the prior lessee, if and when the next lessee performs a qualifying maintenance event. These additional payments to our lessees related to prior lessee maintenance usage are generally referred to as “top-up” or lessor contribution payments which are considered to be a lessor cost and are expensed in the period incurred. These payments are in addition to our reimbursements of supplemental maintenance rents received from the current lessee during the lease period based on utilization.

In cases of a lessor contribution, where an aircraft is subject to lease, we consider the maintenance event to be incurred when the maintenance event is completed by the lessee and we confirm that the maintenance event qualifies for reimbursement under the lease provisions. In cases where the aircraft is not subject to lease and we are directing the maintenance activity, we consider the maintenance to be incurred over the period the maintenance activity is performed.

For all lease contracts acquired as part of the GECAS and ILFC transactions, we determined the fair value of our maintenance liability, including lessor maintenance contributions, using the present value of the expected cash outflows. The discounted amounts are accreted in subsequent periods to their respective nominal values up until the expected maintenance event dates using the effective interest method. The accretion amounts are recorded as increases to interest expense in our Consolidated Income Statements.

##### **Debt and deferred debt issuance costs**

Long-term debt is carried at the principal amount borrowed, including unamortized discounts and premiums, fair value adjustments and debt issuance costs, where applicable. We amortize the amount of discounts, premiums and fair value adjustments over the period the debt is outstanding using the effective interest method. The costs we incur for issuing debt are capitalized and amortized as an increase to interest expense over the life of the debt using the effective interest method. Debt issuance costs related to our line-of-credit arrangements that are undrawn are presented within other assets.

##### **Revenue recognition**

We lease flight equipment principally under operating leases and recognize basic lease rental income over the life of the lease. At lease inception, we review all necessary criteria to determine proper lease classification. We account for lease agreements that include uneven rental payments on a straight-line basis. The amount of the difference between basic lease rental revenue recognized and cash received is included in other assets, or in the event it is a liability, in accounts payable, accrued expenses and other liabilities.

Lease agreements where rent is based on floating interest rates are included in minimum lease payments based on the floating interest rate that existed at the commencement of the lease. Increases or decreases in lease payments that result from subsequent changes in the floating interest rate are considered contingent rentals and are recorded as increases or decreases in lease revenue in the period of the interest rate change.

## **AerCap Holdings N.V. and Subsidiaries**

### **Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

#### **3. Summary of significant accounting policies (Continued)**

Our lease contracts normally include default covenants, which generally obligate the lessee to pay us damages to put us in the position we would have been in had the lessee performed under the lease in full.

We periodically evaluate the collectability of our operating lease contracts to determine the appropriate revenue recognition and measurement model to apply to each lessee. Accrual-based revenue recognition ceases on an operating lease contract when the collection of the rental payments is no longer probable and thereafter rental revenues are recognized using a cash receipts basis (“Cash Accounting”). In the period when collection of lease payments is no longer probable, any difference between revenue amounts recognized to date under the accrual method and payments that have been collected from the lessee, including security deposit amounts held, is recognized as a current period adjustment to lease revenue. Subsequently, revenues are recognized based on the lesser of the straight-line rental income or the lease payments collected from the lessee until such time that collection is probable. We apply significant judgment in assessing at each reporting date whether operating rental payments are probable of collection by reference to the credit status of each lessee, including lessees in bankruptcy-type arrangements, the extent of overdue balances and other relevant factors. During the year ended December 31, 2021, we recognized a decrease in basic lease rents of \$296 million due to the application of Cash Accounting.

Revenue from investment in finance leases is recognized using the interest method to produce a constant yield over the life of the lease and is included in basic lease rents for investment in finance leases and other income for loans.

Most of our lease contracts require rental payments in advance. Rental payments received but unearned are recorded as deferred revenue in our Consolidated Balance Sheets.

Under our flight equipment leases, the lessee is responsible for maintenance, repairs and other operating expenses during the term of the lease. Under the provisions of many of our leases, the lessee is required to make payments of supplemental maintenance rents which are calculated with reference to the utilization of the airframe, engines and other major life-limited components during the lease. We record as lease revenue all supplemental maintenance rent receipts not expected to be reimbursed to the lessee. We estimate the total amount of maintenance reimbursements for the lease term and only record maintenance revenue after we have received sufficient maintenance rents to cover the total amount of estimated maintenance reimbursements during the remaining lease term.

In most lease contracts not requiring the payment of supplemental maintenance rents, and to the extent that the aircraft is redelivered in a different condition than at acceptance, we generally receive EOL cash compensation for the difference at redelivery. Upon lease termination, we recognize receipt of EOL cash compensation as lease revenue to the extent those receipts exceed the EOL maintenance rights asset, and we recognize leasing expenses when the EOL maintenance rights asset exceeds the EOL cash received.

The accrued maintenance liability existing at lease termination, if any, is recognized as lease revenue net of the MR contract maintenance rights asset. When flight equipment is sold, the portion of the accrued maintenance liability not specifically assigned to the buyer is released net of any maintenance rights asset balance and is included in net gain on sale of assets.

Other income consists of proceeds from claims sales, interest revenue, management fee revenue, insurance proceeds and income related to other miscellaneous activities. We recognize revenue from bankruptcy claim sales when collectability of sales proceeds is reasonably assured and contingencies, if any, are resolved. Interest revenue from notes receivable and other interest-bearing instruments is recognized using the effective yield method as interest accrues under the associated contracts. Management fee revenue is recognized as income as it accrues over the life of the contract. Income from the receipt of lease termination penalties is recorded at the time cash is received or when the lease is terminated, if revenue recognition criteria are met.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements (Continued)

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 3. Summary of significant accounting policies (Continued)

##### Net gain on sales of assets

We sell flight equipment in the normal course of our operations to manage our fleet and to realize the residual value of the assets at the end of their economic lives. These sales may include aircraft, engines or helicopters on lease to airlines as well as assets that are not on lease. In some cases, the terms and conditions of asset sale transactions may include continuing equity or debt investments in the asset, post-sale performance guarantees of asset cash flows or servicing arrangements. The presence of any of these terms and conditions requires us to determine whether control of the underlying asset has been transferred to the buyer, and whether we no longer have significant ownership risk in the asset, both of which are required for a sale and resulting gain or loss to be recognized.

##### Allowance for credit losses

We are exposed to credit losses on our investment in finance leases, net, and loans and notes receivable (collectively “Financing Receivables”). The credit exposure of our Financing Receivables reflects the risk that our customers fail to meet their payment obligations and the risk that the aircraft value in an investment in finance lease, net is less than the unguaranteed residual value.

We estimate the expected risk of loss of our Financing Receivables over the remaining life using a probability of default and net exposure analysis. The probability of default is estimated based on historical cumulative default data, adjusted for current conditions of similarly risk-rated counterparties over the contractual term. The net exposure is estimated based on the exposure, net of the estimated aircraft value in the instance of investment in finance leases, net, and other cash collateral, including security deposits and maintenance-related deposits, over the contractual term. We also estimate the expected risk of loss on the unguaranteed residual value based on the estimated value of the aircraft at the expiry of the finance lease.

Current expected credit loss provisions are classified as leasing expenses in our Consolidated Income Statements, with a corresponding allowance for credit loss amount reported as a reduction in the carrying amount of the related balance sheet amount. A write-off is recorded when all or part of the Financing Receivable is deemed uncollectable. Write-offs are charged against previously established allowances for credit losses. Partial or full recoveries of amounts previously written off are generally recognized as a reduction in the provision for credit losses. Refer to Note 26—*Allowance for credit losses* for further details.

##### Post-retirement benefit plans

We maintain defined benefit pension plans for some of our employees. We recognize net periodic pension costs associated with these plans in selling, general and administrative expenses and recognize the unfunded status of the plan, if any, in accounts payable, accrued expenses and other liabilities. The change in fair value of the funded pension liability that is not related to the net periodic pension cost is recorded in AOCI. The projection of benefit obligation and fair value of plan assets require the use of assumptions and estimates, including discount rates. Actual results could differ from those estimates. Furthermore, we maintain defined contribution plans for the employees who do not fall under the defined benefit pension plans. We recognize an expense for contributions to the defined contribution plans in selling, general and administrative expenses in the period in which the employee services are rendered, and to the extent not already paid, as a liability in accounts payable, accrued expenses and other liabilities.

##### Share-based compensation

Employees may receive AerCap share-based awards, consisting of restricted stock units or restricted stock. Share-based compensation expense is determined by reference to the fair value of the restricted stock units or restricted stock on the grant date and is recognized on a straight-line basis over the requisite service period. Share-based compensation expense is classified in selling, general and administrative expenses.

## **AerCap Holdings N.V. and Subsidiaries**

### **Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

#### **3. Summary of significant accounting policies (Continued)**

##### **Foreign currency**

Foreign currency transactions are translated into U.S. dollars at the exchange rate prevailing at the time of the transaction. Receivables or payables denominated in foreign currencies are remeasured into U.S. dollars at the exchange rate prevailing at the balance sheet date. All resulting exchange gains and losses are recorded in selling, general and administrative expenses in our Consolidated Income Statements. Foreign currency exchange gains or losses on our investment at fair value are recorded in gain (loss) on investment at fair value in our Consolidated Income Statements.

##### **Variable interest entities**

We consolidate VIEs in which we have determined that we are the PB. We use judgment when determining (i) whether an entity is a variable interest entity (“VIE”); (ii) who are the variable interest holders; (iii) the elements and degree of control that each variable interest holder has; and (iv) ultimately which party is the PB. When determining which party is the PB, we perform an analysis which considers (i) the design of the VIE; (ii) the capital structure of the VIE; (iii) the contractual relationships between the variable interest holders; (iv) the nature of the VIE’s operations; and (v) the purposes and interests of all parties involved, including related parties. While we consider these factors, our conclusion about whether to consolidate ultimately depends on the breadth of our decision-making ability and our ability to influence activities that significantly affect the economic performance of the VIE. We continually re-evaluate whether we are the PB for VIEs in which we hold a variable interest.

##### **Earnings per share**

Basic Earnings (Loss) Per Share (“EPS”) is computed by dividing income available to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period. For the purposes of calculating diluted EPS, the denominator includes both the weighted average number of ordinary shares outstanding during the period and the weighted average number of potentially dilutive ordinary shares, such as restricted stock units, restricted stock and stock options. In a period where a net loss is recognized, the denominator of the dilutive EPS calculation does not include potentially dilutive ordinary shares.

##### **Reportable segments**

We manage our business and analyze and report our results of operations on the basis of one business segment: leasing, financing, sales and management of commercial flight equipment.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**3. Summary of significant accounting policies (Continued)**

**Recent accounting standards adopted during the year ended December 31, 2020:**

*Allowance for credit losses*

In June 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update (“ASU”) 2016-13, Financial Instruments-Credit Losses (“ASC 326”). ASC 326 replaced the incurred loss methodology with an expected loss methodology referred to as the current expected credit loss (“CECL”) methodology. The CECL methodology utilizes a lifetime expected credit loss measurement objective for the recognition of credit losses for most financial assets measured at amortized cost and certain other instruments, including loan and other receivables and investment in finance and sales-type leases, net. Our investment in finance and sales-type leases, net and notes receivable are the primary financial assets within the scope of ASC 326. Our trade receivables related to aircraft operating leases are not within the scope of ASC 326.

On January 1, 2020, we adopted ASC 326 under a modified retrospective approach. The cumulative effect of measuring the allowance for credit losses under the CECL methodology, as a result of adopting ASC 326 on January 1, 2020, was an increase to the allowance for credit losses of \$30.3 million and a decrease to retained earnings of \$25.8 million, net of tax. Results for reporting periods after January 1, 2020 are presented under ASC 326, while prior period amounts continue to be reported in accordance with the previously applicable U.S. GAAP methodology.

*Accounting for lease concessions related to the effects of the Covid-19 pandemic*

In April 2020, the FASB issued an interpretive guidance Staff Q&A Accounting for lease concessions related to the effects of the Covid-19 pandemic (the “Q&A”). The Q&A is applicable to companies whose leases are affected by the economic disruptions caused by the Covid-19 pandemic. The Q&A provides that a company may elect to account for lease concessions as though those concessions existed regardless of whether the enforceable rights and obligations for the concessions explicitly exist in the contract. As a result, an entity is not required to analyze each contract to determine whether enforceable rights and obligations for concessions exist in the contract and can elect to apply or not apply the lease modification guidance in ASC 842, Leases, to those contracts. This election is available for concessions that result in the total payments required by the modified contract being substantially the same as or less than the total payments required by the original contract.

Effective beginning in the period ended March 31, 2020, we have elected to account for lease concessions related to the effects of the Covid-19 pandemic consistently with how those concessions would be accounted for under ASC 842 as though enforceable rights and obligations for those concessions existed (regardless of whether those enforceable rights and obligations for the concessions explicitly exist in the contract). This election is available for concessions related to the effects of the Covid-19 pandemic that do not result in a substantial increase in the rights of the lessor or the obligations of the lessee.



**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**3. Summary of significant accounting policies (Continued)**

**Future application of accounting standards:**

***Reference Rate Reform***

In March 2020, the FASB issued ASU 2020-04, Reference Rate Reform (Topic 848) Facilitation of the Effects of Reference Rate Reform on Financial Reporting (“ASC 848”). ASC 848 provided temporary optional expedients and exceptions to the U.S. GAAP guidance on contract modifications and hedge accounting to reduce the financial reporting burden in light of the market transition from London Interbank Offered Rates (“LIBOR”) and other reference interest rates to alternative reference rates.

Under ASC 848, companies can elect not to apply certain modification accounting requirements to contracts affected by reference rate reform if certain criteria are met. An entity that makes this election would not be required to remeasure the contracts at the modification date or reassess a previous accounting determination. The amendments of ASC 848 apply only to contracts, hedging relationships and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. The amendments in ASU 2020-04 are effective from March 12, 2020 through December 31, 2022 and can be adopted prospectively for any interim period that includes or is subsequent to March 12, 2020. We have not adopted ASC 848 for this annual period and are currently evaluating the impact that adopting the standard may have on our financial statements.

As of December 31, 2021, we had approximately \$7.9 billion of floating rate debt outstanding that used either one-month, three-month or six-month USD LIBOR as the applicable reference rate to calculate interest on such debt, of which \$6.0 billion is set to mature after June 30, 2023. As of December 31, 2021, we had approximately \$6.3 billion notional amount of floating rate derivatives outstanding that used either one-month, three-month or six-month USD LIBOR. Certain of our floating rate debt and derivatives contain LIBOR transition fall-back provisions and we expect to transition to the Secured Overnight Financing Rate (“SOFR”) on or before June 30, 2023.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements (Continued)

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 4. GECAS Transaction

AerCap completed the acquisition of 100% of GECAS, GE's commercial aviation lessor and financier, on the Closing Date. Under the terms of the transaction agreement, GE received 111.5 million newly issued AerCap shares, \$23 billion of cash and \$1 billion of AerCap senior notes. Immediately following the completion of the GECAS Transaction, GE held approximately 46% of our issued and outstanding ordinary shares. AerCap is now the global leader across all areas of aviation leasing.

The total consideration paid to GE had a value of \$30.2 billion based on AerCap's closing price per share of \$59.04 on October 29, 2021. On the Closing Date, immediately after completing the GECAS Transaction, all GECAS assets were transferred substantially as an entirety to AerCap, and AerCap assumed substantially all of the liabilities of GECAS.

In connection with the GECAS Transaction, on October 29, 2021, AerCap Global Aviation Trust ("AerCap Trust") and AerCap Ireland Capital Designated Activity Company ("AICDC") co-issued an aggregate principal amount of \$21 billion of senior unsecured notes (the "GECAS Acquisition Notes"). The proceeds from the issuance of the GECAS Acquisition Notes were used to fund a portion of the cash consideration to be paid in the GECAS Transaction, and to pay related fees and expenses, with any excess proceeds to be used for general corporate purposes. On November 1, 2021, AerCap Trust and AICDC also co-issued an aggregate principal amount of \$1 billion of 1.90% senior unsecured notes due 2025 to a subsidiary of GE in connection with the closing of the GECAS Transaction. Refer to Note 15—*Debt*.

Immediately following the completion of the GECAS Transaction, GE held approximately 46% of our issued and outstanding ordinary shares. The GE shares are subject to a lock-up period which will expire in stages from nine to 15 months after the Closing Date. GE has entered into agreements with AerCap regarding voting restrictions, standstill provisions and certain registration rights.

The consideration transferred to effect the GECAS Transaction consisted of the following:

Cash consideration	\$	22,583,992
111,500,000 AerCap ordinary shares issued multiplied by AerCap closing share price per share of \$59.04 on October 29, 2021		6,582,960
AerCap notes issued to GE		1,000,000
<b>Consideration transferred</b>	<b>\$</b>	<b>30,166,952</b>

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**4. GECAS Transaction (Continued)**

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the Closing Date:

	<b>Final Amounts Recognized as of the Closing Date</b>
Cash and cash equivalents	\$ 151,554
Restricted cash	4,850
Flight equipment held for operating leases, net	23,108,835
Investment in finance leases, net	1,165,382
Prepayments on flight equipment	2,990,414
Maintenance rights and lease premium, net (a)	3,984,212
Associated companies	555,212
Accrued maintenance liability	(1,234,857)
Deferred tax liabilities	(1,195,168)
Other assets and liabilities (b)	636,518
Estimate of fair value of net assets acquired	<b>\$ 30,166,952</b>
Consideration Transferred	<b>\$ 30,166,952</b>
Goodwill	<b>\$ —</b>

(a) Includes \$2.8 billion maintenance rights asset and \$1.2 billion lease premium asset, net.

(b) The fair value of the assets acquired includes current trade receivables of \$245 million. The gross amount due under the contracts is \$463 million.

AerCap reported transaction and integration-related expenses related to the GECAS Transaction as provided in the table below. These expenses are included in transaction and integration-related expenses in our Consolidated Income Statement.

	<b>Year ended December 31, 2021</b>
Banking fees	\$ 186,474
Professional fees and other expenses	105,417
Severance and other compensation expenses	43,075
	<b>\$ 334,966</b>

The acquired GECAS business contributed total revenues and other income of \$0.4 billion and net income of \$49 million to AerCap for the period beginning November 1, 2021, and ended December 31, 2021.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 4. GECAS Transaction (Continued)

The following unaudited pro forma summary presents consolidated information of AerCap as if the business combination had occurred on January 1, 2020:

	Year Ended December 31,	
	2021	2020
Total revenues and other income	\$ 7,866,898	\$ 8,062,582
Net income	1,935,570	11,845

The most significant pro forma adjustments were to reflect the (net of tax) impact of: (i) the amortization of lease premium as an adjustment to revenue; (ii) the expensing of the maintenance rights asset, which occurs when the lease ends for EOL contracts or when the lessee provides us with an invoice for reimbursement relating to the cost of a qualifying maintenance event that relates to pre-acquisition usage for MR contracts. The related pro forma adjustment was based on the estimated annual charge in the first full year after the acquisition; (iii) the depreciation and amortization expenses related to the fair value adjustments to aircraft and other intangibles; (iv) the interest expense on the existing debt, taking into account the fair value adjustment to the debt as of the Closing Date; (v) the interest expense related to the acquisition financing, as if the financing occurred as of January 1, 2020; (vi) other interest expense adjustments relating to the maintenance and security deposit liabilities; and (vii) nonrecurring transaction and integration-related expenses, as if they had been incurred as of January 1, 2020 instead of 2021.

The above unaudited pro forma financial information is for informational purposes only and does not necessarily reflect the actual results of operations had the GECAS Transaction been completed on January 1, 2020. The pro forma information did not adjust for gain on sales and impairment charges. These pro forma amounts are not designed to represent the future expected financial results of AerCap. The GECAS Transaction resulted in significant increases of our asset and liabilities, as well as revenues and expenses.

#### *Application of the Acquisition Method of Accounting*

We applied the acquisition method of accounting and measured the identifiable assets acquired and liabilities assumed at their respective fair values on the Closing Date. These fair values were determined primarily using the income approach and were primarily based on significant inputs and assumptions that are not observable in the market. The fair value measurement of each major asset acquired and liability assumed is discussed separately below:

*Flight equipment held for operating leases, net:* We measured the fair value of the GECAS flight equipment in its estimated physical condition as of the Closing Date using contractual lease cash flows adjusted by lessee credit risk, estimated follow-on lease cash flows and estimated residual values. We included contracted lease cash flows in the fair value where applicable for the remainder of the existing lease terms and expected follow-on lease cash flows using estimated market lease rental rates and an estimated residual value based on the flight equipment type, age, and airframe and engine configuration, as applicable and required. The aggregate cash flows were then discounted to present value. The discount rate was based on the type and age of flight equipment and incorporated market participant assumptions regarding the likely debt and equity financing components and the required returns of those financing components. Key inputs and assumptions underlying the income approach and the projected cash flows are discussed further below:

- (a) The contracted leases were adjusted to current market rents as appropriate, and accounted for approximately 49% of the flight equipment's fair value.
- (b) For in-production, younger aircraft, residual values were assumed after the extension of the existing lease or new lease. The residual value assumption was based on an internal model. The residual values for in-production younger aircraft accounted for approximately 28% of the flight equipment's fair value.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 4. GECAS Transaction (Continued)

- (c) For most aircraft, an extension of the existing lease or a new lease was assumed based on our knowledge of the lessee's fleet plans and expected market lease rents. The extensions and new leases accounted for approximately 14% of the flight equipment's fair value.
- (d) To determine the residual values for out-of-production, older aircraft that are at the end of their economic life, we assumed that these aircraft are to be sold for parts at the conclusion of their respective leases ("Part-out Residual"). The Part-out Residual values were based on an internal part-out model. Part-out Residual values accounted for approximately 9% of the flight equipment's fair value.
- (e) The discount rate assumption is based on our knowledge of market returns and leverage and was 6.5%.

*Investment in finance leases, net:* We determined the fair value of the GECAS investment in finance leases, net using an income approach based on the present value of the current contracted finance leases for the remainder of the terms, and an estimated residual value where we retain the residual value risk. The cash flows were then discounted to present value using a discount rate of 6.5%. The discount rate incorporated market participant assumptions regarding the likely debt and equity financing components and the required returns of those financing components. Key inputs and assumptions underlying the income approach relate to the counterparty's ability to fulfil their obligations under the existing contracts and an appropriate discount rate.

*Maintenance rights asset and lease premium, net:* We determined the fair value of the GECAS maintenance rights assets associated with contracts with EOL compensation provisions based on the present value of the expected cash flows, measured as the difference between the aircraft physical maintenance condition at the Closing Date and the specified contractual return condition at the end of the respective lease term, adjusted for the credit risk of the lessee. The fair value of the maintenance rights assets associated with contracts where the lessee provides maintenance reserve payments based on usage during the lease term was determined based on the present value of reimbursements to lessees for maintenance events relating to pre-acquisition usage expected during the remaining post-acquisition lease term. The expected cash flows of the EOL compensation provision and maintenance reserve-paying lease contracts are discounted at market rates of return that reflect the relative risk of achieving the expected cash flows of the assets and the time value of money.

We determined the fair value of the lease premium based on the present value of the expected cash flows calculated as the difference between the contractual lease payments, adjusted for lessee credit risk, and the lease payments that the aircraft could generate over the remaining lease term based on current market rates.

*Accrued maintenance liability:* We determined the fair value of the GECAS maintenance liabilities, including amounts we agreed to contribute to certain maintenance events that the lessee incurs during the lease term ("Lessor Contributions") relating to pre-acquisition aircraft usage. The fair value was determined based on the present value of expected cash outflows during the remaining lease term consisting of expected reimbursements of maintenance reserves and expected lessor contributions at the time of the forecasted maintenance event. These two cash flows are based on estimated maintenance intervals and estimated cost to perform the maintenance event. The cash flows were discounted to their respective present values using a market rate of return that reflects the relative risk of the cash flows and the time value of money.

*Income taxes:* AerCap and GECAS have agreed to treat the GECAS Transaction as a deemed "asset sale" for U.S. federal income tax purposes and will, with respect to each target entity that is a domestic corporation for U.S. federal income tax purposes, jointly make an election under Section 338(h)(10) of the Internal Revenue Code, as amended (the "Code"), to similarly treat such stock purchases for legal purposes as deemed asset sales for U.S. federal income tax purposes. As a result of the tax structure of this transaction, AerCap will have a tax basis equal to fair market value (a "step-up") in certain of the legacy GECAS U.S.-owned assets, including flight equipment. In the months following closing, a significant portion of the legacy GECAS U.S.-owned assets and related liabilities were transferred to Ireland. These assets and liabilities are subject to corporation tax in Ireland.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**5. Cash, cash equivalents and restricted cash**

Our restricted cash balance was \$186.0 million and \$246.5 million as of December 31, 2021 and 2020, respectively, and was primarily related to our Export Credit Agency (“ECA”) financings, Export-Import Bank of the United States (“Ex-Im”) financings, our AerFunding revolving credit facility, our Brazilian Development Bank (“BNDES”) financing and other debt. Refer to Note 15—*Debt*.

The following is a summary of our cash, cash equivalents and restricted cash as of December 31, 2021 and 2020:

	<b>As of December 31,</b>	
	<b>2021</b>	<b>2020</b>
Cash and cash equivalents	\$ 1,728,794	\$ 1,248,772
Restricted cash	185,959	246,518
<b>Total cash, cash equivalents and restricted cash</b>	<b>\$ 1,914,753</b>	<b>\$ 1,495,290</b>

**6. Flight equipment held for operating leases, net**

Movements in flight equipment held for operating leases during the years ended December 31, 2021 and 2020 were as follows:

	<b>Year Ended December 31,</b>	
	<b>2021</b>	<b>2020</b>
Net book value at beginning of period	\$ 35,156,450	\$ 35,870,781
GECAS Transaction	23,108,835	—
Additions	2,368,677	2,108,539
Depreciation	(1,712,991)	(1,620,185)
Disposals and transfers to held for sale	(955,028)	(169,503)
Transfers to investment in finance leases, net	(12,478)	(46,623)
Impairment (Note 25)	(128,409)	(986,559)
<b>Net book value at end of period</b>	<b>\$ 57,825,056</b>	<b>\$ 35,156,450</b>

Accumulated depreciation and impairment as of December 31, 2021 and 2020, respectively: \$ (11,201,741) \$ (9,825,647)

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**7. Investment in finance leases, net**

Components of investment in finance leases, net as of December 31, 2021 and 2020 were as follows:

	As of December 31,	
	2021 (a)	2020
Future minimum lease payments to be received, net	\$ 1,275,379	\$ 608,950
Estimated residual values of leased flight equipment	1,131,419	589,872
Less: Unearned income	(406,286)	(260,708)
Less: Allowance for credit losses (Note 26)	(71,292)	(59,663)
	<b>\$ 1,929,220</b>	<b>\$ 878,451</b>

(a) \$1.2 billion was acquired on the Closing Date as part of the GECAS Transaction. Refer to Note 4—*GECAS Transaction*.

Investment in finance leases consists of direct financing leases, leveraged leases and sales-type leases of aircraft and engines and represents net unpaid rentals and estimated unguaranteed residual values of leased equipment, less related deferred income. The Company has no general obligation for principal and interest on notes or other instruments representing third-party participation related to leveraged leases; such notes and other instruments have not been included in liabilities but have been offset against the related rentals receivable in the table above.

Our share of net lease payments on leveraged leases is subordinate to the share of other participants who also have security interests in the leased equipment. For federal income tax purposes, we are entitled to deduct the interest expense accruing on non-recourse financings related to leveraged leases.

As of December 31, 2021, the cash flows receivable, including the estimated residual value at lease termination, from finance, sales-type and leveraged leases were as follows:

	Cash flows receivable
2022	\$ 479,965
2023	616,314
2024	367,030
2025	246,283
2026	244,850
Thereafter	452,356
Undiscounted cash flows receivable	<b>\$ 2,406,798</b>
Less: Unearned income	(406,286)
Less: Allowance for credit losses	(71,292)
	<b>\$ 1,929,220</b>

During the years ended December 31, 2021 and 2020, we recognized interest income from investment in finance leases, net of \$61.3 million and \$54.1 million, respectively, included in basic lease rents.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**8. Flight equipment held for sale**

Generally, flight equipment is classified as held for sale when the sale is probable, the asset is available for sale in its present condition, and it is expected to be sold within one year. Flight equipment assets are reclassified from flight equipment held for operating leases to flight equipment held for sale at the lower of the asset carrying value or fair value, less costs to sell. Depreciation is no longer recognized for flight equipment classified as held for sale.

As of December 31, 2021, 13 aircraft with a total net book value of \$304.4 million were classified as flight equipment held for sale in our Consolidated Balance Sheet. Aggregate maintenance and security deposit amounts received from lessees of approximately \$16.4 million will be assumed by the buyers of these aircraft upon consummation of the individual sale transactions.

As of December 31, 2020, no aircraft were classified as flight equipment held for sale in our Consolidated Balance Sheet.



**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**9. Intangibles**

**Maintenance rights and lease premium, net**

Maintenance rights and lease premium, net consisted of the following as of December 31, 2021 and 2020:

	As of December 31,	
	2021	2020
Maintenance rights	\$ 3,292,007	\$ 642,825
Lease premium, net	1,152,513	7,089
	<b>\$ 4,444,520</b>	<b>\$ 649,914</b>

Movements in maintenance rights during the years ended December 31, 2021 and 2020 were as follows:

	Year Ended December 31,	
	2021	2020
Maintenance rights at beginning of period	\$ 642,825	\$ 794,798
GECAS Transaction	2,790,324	—
EOL and MR contract maintenance rights expense	(7,048)	(45,655)
MR contract maintenance rights write-off due to maintenance liability release	(17,260)	(35,897)
EOL contract maintenance rights write-off due to cash receipt	(114,472)	(51,463)
EOL and MR contract maintenance rights write-off due to sale of aircraft and impairment	(2,362)	(18,958)
<b>Maintenance rights at end of period</b>	<b>\$ 3,292,007</b>	<b>\$ 642,825</b>

The following tables present details of lease premium assets and related accumulated amortization as of December 31, 2021:

	As of December 31, 2021		
	Gross carrying amount	Accumulated amortization	Net carrying amount
Lease premium (a)	\$ 1,216,541	\$ (64,028)	\$ 1,152,513

(a) \$1.2 billion was acquired on the Closing Date as part of the GECAS Transaction. Refer to Note 4—*GECAS Transaction*.

Lease premium assets that are fully amortized are removed from the gross carrying amount and accumulated amortization columns in the tables above. The weighted average amortization period remaining for lease premium is 6.2 years.

During the year ended December 31, 2021, we recorded amortization expense for lease premium assets of \$48.2 million.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**9. Intangibles (Continued)**

As of December 31, 2021, the estimated future amortization expense for lease premium assets was as follows:

	Estimated amortization expense
2022	\$ 242,004
2023	210,865
2024	192,232
2025	142,957
2026	115,935
Thereafter	248,520
	<b>\$ 1,152,513</b>

**Other intangibles**

Other intangibles consisted of the following as of December 31, 2021 and 2020:

	As of December 31,	
	2021	2020
Customer relationships, net	\$ 198,412	\$ 219,589
Other intangible assets	10,467	5,045
	<b>\$ 208,879</b>	<b>\$ 224,634</b>

The following tables present details of customer relationships and related accumulated amortization as of December 31, 2021 and 2020:

	As of December 31, 2021		
	Gross carrying amount	Accumulated amortization	Net carrying amount
Customer relationships	\$ 360,000	\$ (161,588)	\$ 198,412

	As of December 31, 2020		
	Gross carrying amount	Accumulated amortization	Net carrying amount
Customer relationships	\$ 360,000	\$ (140,411)	\$ 219,589

During the years ended December 31, 2021, 2020 and 2019, we recorded annual amortization expense for customer relationships of \$21.2 million. The weighted average amortization period remaining for customer relationships is 9.4 years.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**9. Intangibles (Continued)**

As of December 31, 2021, the estimated future amortization expense for customer relationships was as follows:

	Estimated amortization expense
2022	\$ 21,176
2023	21,176
2024	21,176
2025	21,176
2026	21,176
Thereafter	92,532
	<b>\$ 198,412</b>

**10. Associated companies**

As of December 31, 2021 and 2020, associated companies accounted for under the equity method of accounting consisted of the following:

	% Ownership as of December 31, 2021	As of December 31,	
		2021	2020 (a)
Shannon Engine Support Ltd (“SES”)	50.0	\$ 530,815	\$ —
AerDragon Aviation Partners Limited and its Subsidiaries (“AerDragon”)	16.7	81,336	72,861
AerLift Leasing Limited and Subsidiaries (“AerLift”)	39.3	31,047	31,681
Einn Volant Aircraft Leasing Holdings Ltd. (“EV”)	9.5	21,020	—
Acsal Holdco, LLC (“ACSAL”)	19.4	21,018	18,112
Gilead Aviation Designated Activity Company (“Gilead”)	9.9	13,713	—
Mubadala Infrastructure Investments Limited (“MIP”)	5.7	6,138	—
		<b>\$ 705,087</b>	<b>\$ 122,654</b>

(a) Prior year amounts have been reclassified from Other Assets to conform to current year presentation. Refer to Note 11—*Other Assets*.

Our share of undistributed earnings of investments in which our ownership interest is less than 50% was \$85 million and \$42 million as of December 31, 2021 and 2020, respectively.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**11. Other assets**

Other assets consisted of the following as of December 31, 2021 and 2020:

	As of December 31,	
	2021	2020
Notes receivable, net of allowance for credit losses (a) (b)	\$ 616,883	\$ 529,172
Straight-line rents, prepaid expenses and other	452,259	125,541
Loans receivable, net of allowance for credit losses (c)	403,378	—
Lease incentives	158,417	177,028
Operating lease ROU assets, net (Note 17)	95,814	40,603
Inventory	48,584	—
Investments (d)	45,254	15,411
Debt issuance costs	30,065	20,722
Other tangible fixed assets	25,418	22,512
Derivative assets (Note 12)	16,909	3,303
Other receivables, net (e)	455,036	172,488
	<b>\$ 2,348,017</b>	<b>\$ 1,106,780</b>

- (a) Notes receivable as of December 31, 2021 and 2020 included \$587 million and \$490 million, respectively, related to agreements we have executed with customers to reschedule certain lease payments under our leases that are due at the reporting dates. Notes receivable as of December 31, 2021 and 2020 also included \$30 million and \$39 million, respectively, related to aircraft sale and other transactions.
- (b) As of December 31, 2021 and December 31, 2020, we had a \$41 million and \$7 million, respectively, allowance for credit losses on notes receivable. Refer to Note 26—*Allowance for credit losses* for further details.
- (c) As of December 31, 2021, we had a \$5 million allowance for credit losses on loans receivable. Refer to Note 26—*Allowance for credit losses* for further details. During the years ended December 31, 2021 and 2020, we recognized interest income from loans receivable, net of allowance for credit losses of \$4 million and nil, respectively, included in other income.
- (d) Prior year amounts of \$123 million have been reclassified to Associated companies to conform to current year presentation. Refer to Note 10—*Associated companies*.
- (e) Other receivables as of December 31, 2021 include \$66 million receivable from GE. Refer to Note 29—*Related party transactions*.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**12. Derivative financial instruments**

We have entered into interest rate derivatives to hedge the current and future interest rate payments on our variable rate debt. These derivative financial instruments can include interest rate swaps, caps, floors, options and forward contracts.

As of December 31, 2021, we had interest rate caps and swaps outstanding, with underlying variable benchmark interest rates ranging from one to six-month U.S. dollar LIBOR.

Some of our agreements with derivative counterparties require a two-way cash collateralization of derivative fair values. We had not advanced any cash collateral to, or received any cash collateral from, counterparties as of December 31, 2021 or 2020.

The counterparties to our interest rate derivatives are primarily major international financial institutions. We continually monitor our positions and the credit ratings of the counterparties involved and limit the amount of credit exposure to any one party. We could be exposed to potential losses due to the credit risk of non-performance by these counterparties. We have not experienced any losses to date.

Our derivative assets are recorded in other assets and our derivative liabilities are recorded in accounts payable, accrued expenses and other liabilities in our Consolidated Balance Sheets.

The following tables present notional amounts and fair values of derivatives outstanding as of December 31, 2021 and 2020:

	As of December 31,			
	2021		2020	
	Notional amount (a)	Fair value	Notional amount (a)	Fair value
Derivative assets not designated as accounting cash flow hedges:				
Interest rate caps	\$ 2,703,500	\$ 14,203	\$ 3,022,000	\$ 2,790
Derivative assets designated as accounting cash flow hedges:				
Interest rate swaps	\$ —	\$ —	\$ —	\$ —
Interest rate caps	475,000	2,706	475,000	513
<b>Total derivative assets</b>		<b>\$ 16,909</b>		<b>\$ 3,303</b>

(a) The notional amount is excluded for caps and swaps which are not yet effective.

	As of December 31,			
	2021		2020	
	Notional amount (a)	Fair value	Notional amount (a)	Fair value
Derivative liabilities not designated as accounting cash flow hedges:				
Interest rate swaps	\$ 500,000	\$ 6,627	\$ 400,000	\$ 14,933
Derivative liabilities designated as accounting cash flow hedges:				
Interest rate swaps	\$ 2,616,000	\$ 64,570	\$ 3,331,000	\$ 152,370
<b>Total derivative liabilities</b>		<b>\$ 71,197</b>		<b>\$ 167,303</b>

(a) The notional amount is excluded for swaps which are not yet effective.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**12. Derivative financial instruments (Continued)**

We recorded the following in other comprehensive gain or loss related to derivative financial instruments for the years ended December 31, 2021, 2020 and 2019:

	Year Ended December 31,		
	2021	2020	2019
<b>Gain (Loss)</b>			
Effective portion of change in fair market value of derivatives designated as accounting cash flow hedges:			
Interest rate swaps	\$ 87,800	\$ (62,967)	\$ (102,725)
Interest rate caps	2,193	(5,846)	(38)
Derivative premium and amortization	3,437	1,597	—
Income tax effect	(11,679)	8,402	12,845
<b>Net gain (loss) on derivatives, net of tax</b>	<b>\$ 81,751</b>	<b>\$ (58,814)</b>	<b>\$ (89,918)</b>

We expect to reclassify approximately \$48 million from AOCI as an increase in interest expense in our Consolidated Income Statements over the next 12 months.

The following table presents the effect of derivatives recorded in interest expense in our Consolidated Income Statements for the years ended December 31, 2021, 2020 and 2019.

	Year Ended December 31,		
	2021	2020	2019
<b>Gain (Loss)</b>			
Derivatives not designated as accounting hedges:			
Interest rate caps and swaps	\$ 19,718	\$ (14,369)	\$ (29,714)
Reclassification to Consolidated Income Statements:			
Reclassification of amounts previously recorded in AOCI	(76,682)	(53,539)	3,381
<b>Loss recognized in interest expense</b>	<b>\$ (56,964)</b>	<b>\$ (67,908)</b>	<b>\$ (26,333)</b>

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**13. Accounts payable, accrued expenses and other liabilities**

Accounts payable, accrued expenses and other liabilities consisted of the following as of December 31, 2021 and 2020:

	<b>As of December 31,</b>	
	<b>2021</b>	<b>2020</b>
Accounts payable and accrued expenses	\$ 850,215	\$ 222,203
Deferred revenue	510,715	399,820
Accrued interest	352,374	270,576
Operating lease liabilities (Note 17)	173,595	49,423
Derivative liabilities (Note 12)	71,197	167,303
	<b><u>\$ 1,958,096</u></b>	<b><u>\$ 1,109,325</u></b>

**14. Accrued maintenance liability**

Movements in accrued maintenance liability during the years ended December 31, 2021 and 2020 were as follows:

	<b>Year Ended December 31,</b>	
	<b>2021</b>	<b>2020</b>
Accrued maintenance liability at beginning of period	\$ 1,750,395	\$ 2,190,159
GECAS Transaction	1,234,857	—
Maintenance payments received	448,516	345,699
Maintenance payments returned	(209,087)	(412,492)
Release to income upon sale	(20,428)	(95,042)
Release to income other than upon sale	(273,146)	(344,210)
Lessors contribution, top ups and other	(30,456)	66,281
<b>Accrued maintenance liability at end of period</b>	<b><u>\$ 2,900,651</u></b>	<b><u>\$ 1,750,395</u></b>

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**15. Debt**

As of December 31, 2021, the principal amount of our outstanding indebtedness totaled \$50.5 billion, which excluded debt issuance costs, debt discounts and debt premium of \$344 million, and our undrawn lines of credit and other available secured debt were \$10.6 billion, availability of which is subject to certain conditions, including compliance with certain financial covenants. As of December 31, 2021, we remained in compliance with the financial covenants across our various debt agreements.

The following table provides a summary of our indebtedness as of December 31, 2021 and 2020:

Debt obligation	As of December 31,						Amount outstanding
	Collateral (number of aircraft and helicopters)	Commitment	Undrawn amounts	Amount outstanding	Weighted average interest rate (a)	Maturity	
<b>Unsecured</b>							
ILFC Legacy Notes		\$ 1,034,274	\$ —	\$ 1,034,274	6.63%	2022	\$ 1,198,888
AerCap Trust & AICDC Notes		34,167,202	—	34,167,202	3.07%	2041	12,797,126
Revolving credit facilities (b)		9,034,000	9,034,000	—	—	2025	—
Other unsecured debt		1,874,000	—	1,874,000	1.83%	2024	1,759,000
<i>Fair value adjustment</i>		—	—	4,210			21,716
<b>TOTAL UNSECURED</b>		<b>\$46,109,476</b>	<b>\$9,034,000</b>	<b>\$ 37,079,686</b>			<b>\$15,776,730</b>
<b>Secured</b>							
Export credit facilities (c)	42	1,276,557	—	1,276,557	2.08%	2033	1,023,912
Institutional secured term loans & secured portfolio loans	277	8,428,534	—	8,428,534	2.50%	2032	6,989,633
AerFunding Revolving Credit Facility	26	2,075,000	1,291,512	783,488	2.85%	2025	2,074,881
Other secured debt (d)	23	991,592	290,750	700,842	3.29%	2039	778,273
<i>Fair value adjustment</i>		—	—	2,361			(1,827)
<b>TOTAL SECURED</b>		<b>\$12,771,683</b>	<b>\$1,582,262</b>	<b>\$ 11,191,782</b>			<b>\$10,864,872</b>
<b>Subordinated</b>							
Subordinated notes		2,250,000	—	2,250,000	4.94%	2079	2,250,000
Subordinated debt issued by VIEs		27,219	—	27,219	—	2026	43,521
<i>Fair value adjustment</i>		—	—	(215)			(219)
<b>TOTAL SUBORDINATED</b>		<b>\$ 2,277,219</b>	<b>\$ —</b>	<b>\$ 2,277,004</b>			<b>\$ 2,293,302</b>
Debt issuance costs, debt discounts and debt premium				(343,794)			(192,823)
	<b>368</b>	<b>\$61,158,378</b>	<b>\$10,616,262</b>	<b>\$ 50,204,678</b>			<b>\$28,742,081</b>

- (a) The weighted average interest rate for our floating rate debt of \$9.5 billion is calculated based on the applicable U.S. dollar LIBOR or SOFR rate as of the most recent interest payment date of the respective debt, and excludes the impact of related derivative financial instruments which we hold to hedge our exposure to floating interest rates, as well as any amortization of debt issuance costs, debt discounts and debt premium. The institutional secured term loans and secured portfolio loans also contain base rate interest alternatives.
- (b) Asia Revolver and Citi Revolvers (the “Revolving credit facilities”)
- (c) An additional \$0.8 billion of commitment has been approved by the Export Credit Agencies, subject to customary conditions at drawdown.
- (d) In addition to the 23 aircraft, 74 engines are pledged as collateral.



**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**15. Debt (Continued)**

As of December 31, 2021, all debt was issued or guaranteed by AerCap with the exception of the AerFunding Revolving Credit Facility, and the Glide Funding term loan facility.

Maturities of our debt financings (excluding fair value adjustments, debt issuance costs, debt discounts and debt premium) as of December 31, 2021 were as follows:

	<b>Maturities of debt financing (a)</b>
2022	\$ 3,982,938
2023	7,329,640
2024	8,910,800
2025	6,130,155
2026	5,939,562
Thereafter	18,249,021
	<b>\$ 50,542,116</b>

(a) For further detail on debt maturities, please refer to “Item 5. Operating and Financial Review and Prospects—Contractual obligations.”

During the years ended December 31, 2021, 2020 and 2019, we amortized as interest expense debt issuance costs, debt discounts and debt premium of \$65.8 million, \$57.2 million and \$69.5 million, respectively.

**AerCap Trust & AICDC Notes**

From time to time, AerCap Trust and AICDC have co-issued additional senior unsecured notes (the “AGAT/AICDC Notes”).

The following table provides a summary of the outstanding AGAT/AICDC Notes as of December 31, 2021:

	<b>Maturities of AGAT/AICDC Notes</b>
2022	\$ 867,202
2023	4,700,000
2024	6,800,000
2025	3,650,000
2026	5,250,000
Thereafter	12,900,000
	<b>\$ 34,167,202</b>

All of the AGAT/AICDC Notes bear interest at fixed rates ranging from 0.68% to 6.5%.

The AGAT/AICDC Notes are jointly and severally and fully and unconditionally guaranteed by AerCap Holdings N.V. and by AerCap Ireland Limited (“AerCap Ireland”), AerCap Aviation Solutions B.V., ILFC and AerCap U.S. Global Aviation LLC. Except as described below, the AGAT/AICDC Notes are not subject to redemption prior to their stated maturity and there are no sinking fund requirements. We may redeem each series of the AGAT/AICDC Notes in whole or in part, at any time, at a price equal to 100% of the aggregate principal amount plus the applicable “make-whole” premium plus accrued and unpaid interest, if any, to the redemption date.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements (Continued)

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 15. Debt (Continued)

The indentures governing the AGAT/AICDC Notes contain customary covenants that, among other things, restrict our, and our restricted subsidiaries', ability to incur liens on assets and to consolidate, merge, sell, or otherwise dispose of all or substantially all of our assets. The indentures also provide for customary events of default, including, but not limited to, the failure to pay scheduled principal and interest payments on the AGAT/AICDC Notes, the failure to comply with covenants and agreements specified in the indentures, the acceleration of certain other indebtedness resulting from non-payment of that indebtedness and certain events of insolvency. If any event of default occurs, any amount then outstanding under the indentures may immediately become due and payable.

#### *GECAS Acquisition Notes*

AerCap Trust and AICDC co-issued an aggregate principal amount of \$21 billion of senior unsecured notes (the "GECAS Acquisition Notes") in connection with the GECAS Transaction on October 29, 2021. The GECAS Acquisition Notes consist of \$1.75 billion aggregate principal amount of 1.15% Senior Notes due 2023, \$3.25 billion aggregate principal amount of 1.65% Senior Notes due 2024, \$1.0 billion aggregate principal amount of 1.75% Senior Notes due 2024, \$3.75 billion aggregate principal amount of 2.45% Senior Notes due 2026, \$3.75 billion aggregate principal amount of 3.0% Senior Notes due 2028, \$4.0 billion aggregate principal amount of 3.3% Senior Notes due 2032, \$1.5 billion aggregate principal amount of 3.4% Senior Notes due 2033, \$1.5 billion aggregate principal amount of 3.85% Senior Notes due 2041 and \$500 million aggregate principal amount of Floating Rate Senior Notes due 2023. The GECAS Acquisition Notes are fully and unconditionally guaranteed on a senior unsecured basis by AerCap and certain other AerCap subsidiaries. The proceeds from the issuance of the GECAS Acquisition Notes were used to fund a portion of the cash consideration to be paid in the GECAS Transaction, and to pay related fees and expenses, with any excess proceeds to be used for general corporate purposes.

On November 1, 2021, AerCap Trust and AICDC also co-issued an aggregate principal amount of \$1 billion of 1.90% senior unsecured notes due 2025 to a subsidiary of GE in connection with the closing of the GECAS Transaction.

#### **Revolving credit facilities**

In March 2018, AerCap entered into a \$950 million unsecured revolving and term loan agreement (the "Asia Revolver") with a maturity of March 2022. In August 2021, AerCap amended and extended the Asia Revolver, reducing its size to \$684 million and extending its maturity to February 2024.

In March 2014, AICDC entered into a senior unsecured revolving credit facility (the "Citi Revolver I"). In October 2019, AICDC amended the Citi Revolver I, increased the size to \$4 billion (with an option for AerCap to increase the size by an additional \$0.5 billion) and extended the maturity to February 2024.

On March 30, 2021, AerCap and AICDC entered into a \$4.35 billion unsecured revolving credit agreement (the "Citi Revolver II") with a syndicate of lenders and Citibank N.A., as administrative agent, and a maturity of September 30, 2025. On March 30, 2021, the Citi Revolver I was amended such that the terms of both the Citi Revolver I and the Citi Revolver II are the same (the "Citi Revolvers").

The obligations under the revolving credit facilities are guaranteed by AerCap Holdings N.V. and certain of its subsidiaries. Availability of borrowings under the revolving credit facilities is subject to the satisfaction of customary conditions precedent. We have the right to terminate or cancel, in whole or in part, the unused portions of the commitment amounts. Availability of borrowings under the Citi Revolver II commenced upon the Closing Date.

The Revolving credit facilities contain covenants customary for unsecured financings of this type, including financial covenants that require us to maintain compliance with a maximum ratio of consolidated indebtedness to shareholders' equity, a minimum fixed charge coverage ratio and a maximum ratio of unencumbered assets to certain financial indebtedness.

The facilities also contain covenants that, among other things, restrict, subject to certain exceptions, the ability of AerCap to sell assets, make certain restricted payments and incur certain liens.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**15. Debt (Continued)**

**Export credit facilities**

The principal amounts under the export credit facilities amortize over ten-to 12-year terms. The export credit facilities require that SPEs controlled by the respective borrowers hold legal title to the financed flight equipment. Obligations under the export credit facilities are secured by, among other things, a pledge of the shares of the SPEs.

The obligations under the export credit facilities are guaranteed by AerCap Holdings N.V. and/or certain of its subsidiaries, as well as various export credit agencies.

**Institutional secured term loans and secured portfolio loans**

The following table provides details regarding the terms of our outstanding institutional secured term loans and secured portfolio loans:

	As of December 31,				
	2021			2020	
	Collateral (Number of aircraft) (a)	Amount outstanding	Weighted average interest rate	Maturity	Amount outstanding
<b>Institutional secured term loans</b>					
Setanta	94	\$ 2,000,000	2.14 %	2028	\$ —
Hyperion	58	1,050,000	1.97 %	2023	1,050,000
<b>Secured portfolio loans</b>					
Celtago & Celtago II	25	869,550	2.77 %	2025	984,076
Cesium	15	726,398	2.78 %	2025	791,480
Goldfish	13	616,649	1.62 %	2025	671,060
Scandium	10	573,770	3.14 %	2025	627,555
Rhodium	11	506,202	2.97 %	2026	551,209
Other secured facilities	51	2,085,965	2.87 %	2022-2032	2,314,253
	<b>277</b>	<b>\$ 8,428,534</b>			<b>\$ 6,989,633</b>

(a) These loans are secured by a combination of aircraft and the equity interests in the borrower and certain special purpose entity (“SPE”) subsidiaries of the borrower that own the aircraft.

***Institutional secured term loans***

The Hyperion institutional term loan was originally entered into in 2014. The obligations of the borrowers of the loan are guaranteed by AerCap Holdings N.V. and certain of its subsidiaries.

A \$2 billion institutional secured term loan (“Setanta”) was entered into on November 5, 2021. The proceeds from the Setanta loan were used to repay the amount borrowed under the Term Loan Credit Agreement. The obligations of the borrowers of the loan are guaranteed by AerCap Holdings N.V. and AerCap Ireland.

Both the Hyperion loan and the Setanta loan contain customary covenants and events of default for financings of this type, including covenants that limit the ability of the subsidiary borrowers and their subsidiaries to incur additional indebtedness and create liens, and covenants that limit the ability of the guarantors, the subsidiary borrowers and their subsidiaries to consolidate, merge or dispose of all or substantially all of their assets and enter into transactions with affiliates.

***Secured portfolio loans***

The obligations of each of the respective borrowers under each secured portfolio loan are guaranteed by AerCap Holdings N.V. and certain of its subsidiaries.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements (Continued)

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 15. Debt (Continued)

These loans contain customary covenants and events of default for financings of this type, including covenants that limit the ability of the borrower and its subsidiaries to incur additional indebtedness and create liens, and covenants that limit the ability of the guarantors and the borrower and its subsidiaries to consolidate, merge or dispose of all or substantially all of their assets or enter into transactions with affiliates.

#### AerFunding Revolving Credit Facility

AerFunding 1 Limited (“AerFunding”) is an SPE whose share capital is owned 95% by a charitable trust and 5% by AerCap Ireland. AerFunding is a consolidated subsidiary formed for the purpose of acquiring aircraft assets. In April 2006, AerFunding entered into a non-recourse senior secured revolving credit facility. In December 2020, this facility was amended to extend its revolving period to June 2022, following which there is a 32-month term out period.

Borrowings under the AerFunding Revolving Credit Facility are secured by, among other things, security interests in and pledges or assignments of equity ownership and beneficial interests in all of the subsidiaries of AerFunding, as well as by AerFunding’s interests in the leases of its assets.

In March 2022, AerFunding amended this facility, extending the revolving period to September 2024, following which there is a 30-month term out period. The final maturity date of the AerFunding Revolving Credit Facility is March 2027.

#### Other secured debt

AerCap has entered into a number of financings, provided by a range of banks and non-bank financial institutions, to fund the purchase of aircraft and for general corporate purposes.

The majority of the financings are guaranteed by AerCap and are secured by, among other things, a pledge of the shares of the subsidiaries owning the related aircraft and, in certain cases, a mortgage on the applicable aircraft. All of our financings contain affirmative covenants customary for secured financings of this type.

#### Subordinated debt

The following table provides a summary of the outstanding subordinated debt as of December 31, 2021:

	As of December 31,				
	2021		2020		
	Amount outstanding	Weighted average interest rate	Maturity	Amount outstanding	
ECAPS Subordinated Notes (a)	\$ 1,000,000	3.47 %	2065	\$ 1,000,000	
2045 Subordinated Notes	500,000	6.50 %	2045	500,000	
2079 Subordinated Notes	750,000	5.88 %	2079	750,000	
	<u>\$ 2,250,000</u>			<u>\$ 2,250,000</u>	

(a) Enhanced Capital Advantaged Preferred Securities (“ECAPS”).

#### ECAPS Subordinated Notes

In December 2005, ILFC issued two tranches of subordinated notes in an aggregate principal amount of \$1 billion. Both the \$400 million and \$600 million tranches have a floating interest rate, with margins of 1.80% and 1.55% respectively, plus the highest of three-month LIBOR, ten-year constant maturity U.S. Treasury, and 30-year constant maturity U.S. Treasury.

Upon consummation of the ILFC Transaction, the subordinated notes were assumed by AerCap Trust, and AerCap Holdings N.V. and certain of its subsidiaries became guarantors. ILFC remains a co-obligor under the indentures governing the subordinated notes. The addition of these subsidiary guarantors did not affect the subordinated ranking of these notes.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements (Continued)

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 15. Debt (Continued)

The ECAPS contain customary financial tests, including a minimum ratio of equity to total managed assets and a minimum fixed charge coverage ratio. Failure to comply with these financial tests will result in a “mandatory trigger event.” If a mandatory trigger event occurs and we are unable to raise sufficient capital in a manner permitted by the terms of the subordinated debt to cover the next interest payment on the subordinated debt, a “mandatory deferral event” will occur, requiring us to defer all interest payments and prohibiting the payment of cash dividends on AerCap Trust’s or ILFC’s capital stock or its equivalent until both financial tests are met or we have raised sufficient capital to pay all accumulated and unpaid interest on the subordinated debt. Mandatory trigger events and mandatory deferral events are not events of default under the indenture governing the subordinated debt.

#### 2045 Junior Subordinated Notes

In June 2015, AerCap Trust issued \$500 million of junior subordinated notes due 2045 (the “2045 Junior Subordinated Notes”). The 2045 Junior Subordinated Notes currently bear interest at a fixed interest rate of 6.5% and, beginning in June 2025, will bear interest at a rate of three-month LIBOR plus 4.3%.

The 2045 Junior Subordinated Notes are guaranteed by AerCap Holdings N.V. and certain of its subsidiaries. We may defer any interest payments on the 2045 Junior Subordinated Notes for up to five consecutive deferral periods. At the end of five years following the commencement of any deferral period, we must pay all accrued and unpaid deferred interest, including compounded interest.

We may at our option redeem the 2045 Junior Subordinated Notes before their maturity in whole or in part, at any time and from time to time, on or after June 15, 2025 at 100% of their principal amount plus any accrued and unpaid interest thereon.

The 2045 Junior Subordinated Notes are junior subordinated unsecured obligations, rank equally with all of the issuer’s and the guarantors’ future equally ranking junior subordinated indebtedness, if any, and are subordinate and junior in right of payment to all of the issuer’s and the guarantors’ existing and future unsubordinated indebtedness.

#### 2079 Junior Subordinated Notes

In October 2019, AerCap Holdings N.V. issued \$750 million of junior subordinated notes due 2079 (the “2079 Junior Subordinated Notes”). The 2079 Junior Subordinated Notes currently bear interest at a fixed interest rate of 5.875% and, from October 2024, will bear interest at a rate equal to the five-year U.S. Treasury Rate plus 4.535%, to be reset on each subsequent five-year anniversary.

We may forgo payment of interest on the 2079 Junior Subordinated Notes for any interest period. Upon a forgoing of interest, we will have no obligation to pay the forgone interest on the payment date or at any future date. The 2079 Junior Subordinated Notes are guaranteed by certain of AerCap Holdings N.V.’s subsidiaries.

We may at our option redeem the 2079 Junior Subordinated Notes before their maturity in whole or in part on October 10, 2024 (the “First Call Date”) and on each subsequent five-year anniversary of the First Call Date, at 100% of their principal amount plus any accrued and unpaid interest thereon for the then-current six-month interest period.

The 2079 Junior Subordinated Notes are junior subordinated unsecured obligations, rank equally with all of the issuer’s and the guarantors’ future equally ranking junior subordinated obligations, if any, and are subordinate and junior in right of payment to all of the issuer’s and the guarantors’ present and future creditors (i) who are unsubordinated creditors, (ii) who are subordinated only to the claims of unsubordinated creditors, or (iii) who are subordinated creditors except those whose claims rank equally with or junior to the 2079 Junior Subordinated Notes. As of December 31, 2021, the 2079 Junior Subordinated Notes rank senior only to the issuer’s and the guarantors’ common and preferred stock.

#### Subordinated debt issued by VIEs

In 2008 and 2010, AerCap purchased subordinated loan notes issued by the VIEs. The subordinated debt held by AerCap is eliminated in consolidation of the VIEs.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**15. Debt (Continued)**

**GECAS Transaction Financings**

***Bridge Credit Facility and Term Loan Credit Facility***

On March 30, 2021, AerCap and AICDC entered into a \$19 billion 364-day unsecured Bridge Credit Agreement (the “Bridge Credit Facility”) and a \$5.0 billion twelve-month Term Loan Credit Agreement (the “Term Loan Credit Agreement”) and, together with the Bridge Credit Facility, the “GECAS Transaction Financings”), each with a syndicate of lenders and Citibank, N.A., as administrative agent. The amortization of commitment costs is included in transaction and integration-related expenses. The obligations under each of the GECAS Transaction Financings were guaranteed by AerCap and certain of its subsidiaries.

On October 29, 2021, the Bridge Credit Facility was terminated in connection with the closing of the GECAS Transaction. On November 1, 2021, \$2 billion was drawn under the Term Loan Credit Agreement to pay a portion of the cash consideration due under the transaction agreement. On November 5, 2021, the Term Loan Credit Agreement was repaid and terminated in connection with the closing of the GECAS Transaction.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**16. Income taxes**

Our subsidiaries are subject to taxation in a number of tax jurisdictions, principally Ireland and the United States.

The following table presents our income tax expense (benefit) by tax jurisdiction for the years ended December 31, 2021, 2020 and 2019:

	Year Ended December 31,		
	2021	2020	2019
<b>Deferred tax (benefit) expense</b>			
Ireland	\$ (26,968)	\$ (31,387)	\$ 154,134
United States	7,566	6,180	11,327
Other	2,076	(707)	14,974
	<u>(17,326)</u>	<u>(25,914)</u>	<u>180,435</u>
<b>Deferred tax (benefit) expense related to the net change in valuation allowance</b>			
Ireland	3,128	1,882	2,358
United States	109	12,085	(18,425)
Other	8,184	(8,935)	(1,870)
	<u>11,421</u>	<u>5,032</u>	<u>(17,937)</u>
<b>Current tax expense (benefit)</b>			
Ireland	160,866	—	—
United States	1,198	3,016	789
Other	6,378	635	4,427
	<u>168,442</u>	<u>3,651</u>	<u>5,216</u>
<b>Income tax expense (benefit)</b>	<u>\$ 162,537</u>	<u>\$ (17,231)</u>	<u>\$ 167,714</u>

The following table provides a reconciliation of the income tax expense (benefit) at the domestic statutory income tax rate in Ireland, where the Company is tax resident, to income tax expense (benefit) for the years ended December 31, 2021, 2020 and 2019:

	Year Ended December 31,		
	2021	2020	2019
Income tax expense (benefit) at statutory income tax rate of 12.5%	\$ 143,490	\$ (39,327)	\$ 167,580
Permanent differences	14,133 (a)	22,486 (b)	(949) (c)
Foreign rate differential	4,914	(390)	1,083
	<u>19,047</u>	<u>22,096</u>	<u>134</u>
<b>Income tax expense (benefit)</b>	<u>\$ 162,537</u>	<u>\$ (17,231)</u>	<u>\$ 167,714</u>

- (a) The 2021 permanent differences included the following tax-effected amounts: non-deductible expenses of \$19.1 million, non-taxable income of \$18.9 million, a valuation allowance change in respect of U.S., Dutch and Irish tax losses of \$6.5 million and other permanent differences of \$7.4 million.
- (b) The 2020 permanent differences included non-deductible goodwill impairment, non-deductible interest, non-deductible share-based compensation in Ireland, and a valuation allowance change in respect of U.S., Dutch and Irish tax losses.
- (c) The 2019 permanent differences included non-deductible interest, non-deductible share-based compensation in Ireland and in the Netherlands, and a valuation allowance change in respect of U.S., Dutch and Irish tax losses.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**16. Income taxes (Continued)**

The following tables present our foreign rate differential by tax jurisdiction for the years ended December 31, 2021, 2020 and 2019:

	Year Ended December 31, 2021			
	Pre-tax income (loss)	Local statutory tax rate	Variance to Irish statutory tax rate of 12.5%	Tax variance as a result of global activities (b)
<b>Tax jurisdiction</b>				
Ireland	\$ 1,201,968	12.5%	—	\$ —
United States	42,253	21.0%	8.5%	3,592
Other	22,274	18.4%	5.9%	1,322
Taxable income adjusted for temporary differences	<b>\$ 1,266,495</b>			<b>\$ 4,914</b>
Permanent differences (c)	(118,578)			
<b>Income before income taxes and income of investments accounted for under the equity method</b>	<b>\$ 1,147,917</b>			
	Year Ended December 31, 2020			
	Pre-tax income (loss)	Local statutory tax rate (a)	Variance to Irish statutory tax rate of 12.5%	Tax variance as a result of global activities (b)
<b>Tax jurisdiction</b>				
Ireland	\$ (160,739)	12.5%	—	\$ —
United States	101,339	21.0%	8.5%	8,614
Other	(75,332)	24.5%	12.0%	(9,004)
Taxable loss	<b>\$ (134,732)</b>			<b>\$ (390)</b>
Permanent differences (d)	(179,886)			
<b>Loss before income taxes and income of investments accounted for under the equity method</b>	<b>\$ (314,618)</b>			



**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**16. Income taxes (Continued)**

	Year Ended December 31, 2019			
	Pre-tax income (loss)	Local statutory tax rate (a)	Variance to Irish statutory tax rate of 12.5%	Tax variance as a result of global activities (b)
<b>Tax jurisdiction</b>				
Ireland	\$ 1,324,100	12.5%	—	\$ —
United States	(30,041)	21.0%	8.5%	(2,553)
Other	38,987	21.8%	9.3%	3,636
Taxable income	<b>\$ 1,333,046</b>			<b>\$ 1,083</b>
Permanent differences (e)	7,596			
<b>Income before income taxes and income of investments accounted for under the equity method</b>	<b>\$ 1,340,642</b>			

- (a) The local income tax expense for our significant tax jurisdictions (Ireland and the United States) does not differ from the actual income tax expense.
- (b) The tax variance as a result of global activities is primarily caused by our operations in countries with a higher or lower statutory tax rate than the statutory tax rate in Ireland.
- (c) The 2021 permanent differences included non-deductible expenses of \$152.8 million, non-taxable income of \$151.2 million and other permanent differences of \$116.9 million.
- (d) The 2020 permanent differences included non-deductible goodwill impairment, non-deductible interest, non-deductible share-based compensation in Ireland, and a valuation allowance change in respect of U.S., Dutch and Irish tax losses.
- (e) The 2019 permanent differences included non-deductible interest, non-deductible share-based compensation in Ireland and in the Netherlands, and a valuation allowance change in respect of U.S., Dutch and Irish tax losses.

Income before income taxes and income of investments accounted for under the equity method for 2021 includes \$1,084 million relating to Ireland.

The calculation of income for income tax purposes differs significantly from financial statement income. Deferred tax is provided to reflect the impact of temporary differences between the amounts of assets and liabilities for financial reporting purposes and such amounts as measured under tax law in the various jurisdictions. Operating loss carryforwards and accelerated tax depreciation on flight equipment held for operating leases give rise to the most significant temporary differences.

The following tables provide details regarding the principal components of our deferred tax liabilities and assets by jurisdiction as of December 31, 2021 and 2020:

	As of December 31, 2021			
	Ireland	United States	Other	Total
Depreciation/Impairment	\$ (3,091,396)	\$ 214,404	\$ (7,103)	\$ (2,884,095)
Intangibles	(390,846)	(7,092)	—	(397,938)
Accrued maintenance liability	(20,286)	292	—	(19,994)
Obligations under capital leases and debt obligations	(2,079)	(178,299)	—	(180,378)
Associated companies	—	(10,507)	—	(10,507)
Deferred losses on sale of assets	—	17,079	—	17,079
Valuation allowance	(10,664)	(112,177)	(29,236)	(152,077)
Operating loss and tax credit carryforwards	1,726,510	87,199	27,314	1,841,023
Other	(185,787)	9,863	(848)	(176,772)
<b>Net deferred tax (liabilities) assets</b>	<b>\$ (1,974,548)</b>	<b>\$ 20,762</b>	<b>\$ (9,873)</b>	<b>\$ (1,963,659)</b>

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**16. Income taxes (Continued)**

	As of December 31, 2020			
	Ireland	United States	Other	Total
Depreciation/Impairment	\$ (2,154,075)	\$ (14,014)	\$ 11,070	\$ (2,157,019)
Intangibles	(3,560)	(3,986)	—	(7,546)
Accrued maintenance liability	(1,985)	410	—	(1,575)
Obligations under capital leases and debt obligations	(3,343)	—	—	(3,343)
Associated companies	—	(7,836)	—	(7,836)
Deferred losses on sale of assets	—	20,534	—	20,534
Valuation allowance	(7,536)	(50,805)	(21,052)	(79,393)
Operating loss and tax credit carryforwards	1,410,570	67,697	28,411	1,506,678
Other	(52,443)	1,002	(958)	(52,399)
<b>Net deferred tax (liabilities) assets</b>	<b><u>\$ (812,372)</u></b>	<b><u>\$ 13,002</u></b>	<b><u>\$ 17,471</u></b>	<b><u>\$ (781,899)</u></b>

The net deferred tax liabilities as of December 31, 2021 of \$1,963.7 million were recognized in our Consolidated Balance Sheet as deferred tax assets of \$121.6 million (consisting of gross deferred tax assets of \$273.7 million less valuation allowances of \$152.1 million) and as deferred tax liabilities of \$2,085.2 million.

The net deferred tax liabilities as of December 31, 2020 of \$781.9 million were recognized in our Consolidated Balance Sheet as deferred tax assets of \$131.5 million and as deferred tax liabilities of \$913.4 million.

The following table presents the movements in the valuation allowance for deferred tax assets during the years ended December 31, 2021 and 2020:

	Year Ended December 31,	
	2021	2020
Valuation allowance at beginning of period	\$ 79,393	\$ 74,361
GECAS Transaction	61,263	—
(Decrease) Increase of allowance included in income tax expense	11,421	5,032
<b>Valuation allowance at end of period</b>	<b><u>\$ 152,077</u></b>	<b><u>\$ 79,393</u></b>

As of December 31, 2021 and 2020, we had \$37.5 million and \$30.7 million, respectively, of unrecognized tax benefits. Substantially all of the unrecognized tax benefits as of December 31, 2021, if recognized, would affect our effective tax rate. Although it is reasonably possible that a change in the balance of unrecognized tax benefits may occur within the next 12 months, based on the information currently available, we do not expect any change to be material to our consolidated financial condition.

Our major tax jurisdictions are Ireland and the United States. Our tax returns are open for examination in Ireland from 2016 forward and in the United States from 2014 forward.

## **AerCap Holdings N.V. and Subsidiaries**

### **Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

#### **16. Income taxes (Continued)**

##### ***Global Tax Reform***

On October 8, 2021, 136 countries, including Ireland, approved a statement, known as the OECD BEPS Inclusive Framework (“IF”), providing a framework for BEPS 2.0, which builds upon the Blueprints and a prior iteration of the IF signed by 130 countries on July 1, 2021. The revised Pillar Two Blueprint includes a global minimum effective tax rate of 15% for groups with a global turnover in excess of €750 million, subject to certain exclusions. The OECD published detailed rules to assist in the implementation of the Pillar 2 rules on December 20, 2021. These detailed rules should allow some countries to introduce the Pillar 2 rules into domestic legislation during the course of 2022 (to be effective 2023 at the earliest). As noted above, the EU intends to implement the Pillar 2 measures by way of a Directive. It is this Directive which, if it enters into force, will ultimately be transposed into Irish domestic legislation. On December 22, 2021, the European Commission published a proposed EU directive to incorporate the Pillar 2 tax rules into EU law. Further publications in relation to this are expected from the OECD and the EU in the coming months. Although it is difficult to determine the degree to which these changes may result in an increase in our effective tax rate and cash tax liabilities in future periods, these developments make it more likely that this initiative will have an adverse impact on our effective tax rate and cash tax liabilities in future periods.

##### ***Ireland***

Since 2006, the enacted Irish corporate income tax rate has been 12.5%. Some of our Irish tax-resident operating subsidiaries have significant operating loss carryforwards as of December 31, 2021, which give rise to deferred tax assets. The availability of these operating loss carryforwards of \$13.8 billion does not expire with time. In addition, the vast majority of all of our Irish tax-resident subsidiaries are entitled to accelerated aircraft depreciation for income tax purposes and shelter net taxable income with the surrender of losses on a current year basis within the Irish tax group. Based on projected taxable profits in our Irish subsidiaries, we expect to recover the majority of the value of our Irish tax assets and have not recognized a valuation allowance against such assets, with the exception of \$10.7 million, as of December 31, 2021. There are also \$7.7 million of tax credit carryforwards available in Ireland. A valuation allowance has been recognized in full against these tax credit carryforwards.

##### ***United States***

Our U.S. subsidiaries are assessable to federal and state U.S. taxes. During 2021, subsequent to the GECAS Transaction, we had one significant group of U.S. companies that file a consolidated return. The blended federal and state tax rate applicable to our combined U.S. group was 21.3% for the year ended December 31, 2021. Our U.S. federal net operating losses generated for tax years beginning before December 31, 2017 of \$310.7 million expire between 2028 and 2038. The U.S. federal net operating losses generated in tax years beginning after December 31, 2017 of \$90.9 million have an unlimited carryforward period.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**17. Leases**

We lease office space in several locations globally under operating lease arrangements, and in limited instances may enter into operating or finance leases for flight equipment. Our leases have remaining lease terms of up to 18 years, and in some cases we have options to extend the lease terms for up to ten years. Our finance lease arrangements may be terminated prior to their original expiration date at our discretion.

As of December 31, 2021 and 2020, operating lease ROU assets net of lease incentives and lease deficiencies included in other assets were \$95.8 million and \$40.6 million, respectively, and operating lease liabilities included in accounts payable, accrued expenses and other liabilities were \$173.6 million and \$49.4 million, respectively. As of December 31, 2021 and 2020, finance lease liabilities included in other secured debt were \$140.5 million and \$110.7 million, respectively.

As of December 31, 2021 and 2020, supplemental balance sheet information related to leases was as follows:

	December 31, 2021		December 31, 2020	
	Operating leases	Finance leases	Operating leases	Finance leases
Weighted average remaining lease term (years)	5.0	15.3	8.3	15.5
Weighted average discount rate	3.5%	6.5%	6.6%	6.5%

As of December 31, 2021, maturities of operating and finance lease liabilities were as follows:

	Operating leases	Finance leases
2022	\$ 46,763	\$ 12,361
2023	49,679	12,361
2024	46,725	12,361
2025	12,393	12,361
2026	6,850	12,361
Thereafter	30,824	185,843
<b>Total lease payments</b>	<b>\$ 193,234</b>	<b>\$ 247,648</b>
Less imputed interest	(19,639)	(107,185)
<b>Present value of lease liabilities</b>	<b>\$ 173,595</b>	<b>\$ 140,463</b>

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**18. Equity**

On November 1, 2021, AerCap completed the GECAS Transaction. Under the terms of the agreement, GE received 111.5 million newly issued AerCap ordinary shares. Refer to Note 4—*GECAS Transaction* for further details.

During the year ended December 31, 2021, we did not have any authorized share repurchase programs.

The following table presents our share repurchase programs for the year ended December 31, 2020:

<u>Program approval date</u>	<u>Program end date</u>	<u>Authorized amount</u>	<u>Program completion date</u>
November 2019	June 30, 2020	200,000	Expired
January 2020	June 30, 2020	250,000	Expired

## **AerCap Holdings N.V. and Subsidiaries**

### **Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

#### **19. Share-based compensation**

Under our equity incentive plans, we grant restricted stock units and restricted stock, and previously granted stock options, to directors, officers and employees to attract and retain them on competitive terms, and to incentivize superior performance with a view to creating long-term value for the benefit of the Company, its shareholders and other stakeholders.

##### **AerCap equity grants**

In March 2012, we implemented an equity incentive plan (the “Equity Incentive Plan 2012”) which provides for the grant of equity awards to participants of the plan selected by the Nomination and Compensation Committee of our Board of Directors. The maximum number of equity awards available under the plan is equivalent to 8,064,081 ordinary shares. The Equity Incentive Plan 2012 is not open for equity awards to our directors.

On May 14, 2014, we implemented an equity incentive plan (the “Equity Incentive Plan 2014”) which provides for the grant of equity awards to participants of the plan selected by the Nomination and Compensation Committee of our Board of Directors. The maximum number of equity awards initially available under the plan was equivalent to 4,500,000 ordinary shares. The 2021 AGM increased the number of equity awards available under the plan to 8,500,000 ordinary shares. The Equity Incentive Plan 2014 is open for equity awards to our directors.

The Equity Incentive Plan 2014 and Equity Incentive Plan 2012 are collectively referred to herein as “AerCap Equity Plans.”

The terms and conditions, including the vesting conditions, of the equity awards granted under AerCap Equity Plans are determined by the Nomination and Compensation Committee and, for our directors, by the Board of Directors in line with the remuneration policies approved by the General Meeting of Shareholders. The vesting periods of the majority of equity awards range between three and five years. Our long-term equity awards are subject to long-term performance vesting criteria, based on the Company’s U.S. GAAP EPS budget over the specified periods, in order to promote and encourage superior performance over a prolonged period of time. During 2021, restricted stock units with a market and service-based vesting condition were issued to certain senior executives. An independent valuation was obtained to support the fair value attributable to these restricted stock units to reflect the market vesting condition. Some of our officers and employees receive annual equity awards as part of their compensation package. All outstanding awards of restricted stock units are convertible into ordinary shares of the Company at a ratio of one-to-one, prior to deduction for payroll withholding taxes, if applicable. Ordinary shares subject to outstanding equity awards, which are not issued or delivered by reason of, amongst others, the cancellation or forfeiture of such awards or the withholding of such ordinary shares to settle tax obligations, shall again be available under the AerCap Equity Plans.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**19. Share-based compensation (Continued)**

The following table presents movements in the outstanding restricted stock units and restricted stock under the AerCap Equity Plans during the year ended December 31, 2021:

	Year Ended December 31, 2021			
	Number of service-based restricted stock units and restricted stock	Number of performance-based restricted stock units and restricted stock	Weighted average grant date fair value of service-based grants (\$)	Weighted average grant date fair value of performance-based grants (\$)
<b>Number at beginning of period</b>	<b>2,108,403</b>	<b>2,254,212</b>	<b>\$ 43.81</b>	<b>\$ 49.11</b>
Granted (a) (b)	1,949,786	3,265,427	53.57	52.67
Vested (c)	(908,588)	(509,847)	50.94	51.85
Forfeited	(8,722)	—	45.67	—
<b>Number at end of period</b>	<b>3,140,879</b>	<b>5,009,792</b>	<b>\$ 47.80</b>	<b>\$ 51.15</b>

- (a) Includes 3,832,382 shares of restricted stock granted under the AerCap Equity Plans, of which 3,506,094 shares of restricted stock were issued, with the remaining 326,288 ordinary shares being withheld and applied to pay the taxes involved. As part of the 326,288 ordinary shares withheld to pay for taxes, 169,673 ordinary shares were treated as granted and subsequently vested on the grant date under specific Irish tax legislation. As a result, we recognized an expense of \$9.7 million on the grant dates associated with these ordinary shares.
- (b) Includes 625,000 restricted stock units that have a market and service-vesting condition with an aggregate fair value of \$26.5 million at the grant date of these restricted stock units (weighted average fair value of \$42.33 per share). 312,500 of these restricted stock units will vest if the executives remain in continuous employment until April 30, 2026, and the AER share price reaches an average of at least \$75 based on the average of the closing prices of the shares on the New York Stock Exchange over any period of 30 consecutive calendar days during the period beginning on November 1, 2021 and ending on the vesting Date. 312,500 of these restricted stock units will vest if the executives remain in continuous employment until April 30, 2026, and the AER share price reaches an average of at least \$90 based on the average of the closing prices of the shares on the New York Stock Exchange over any period of 30 consecutive calendar days during the period beginning on November 1, 2021 and ending on the vesting date.
- (c) 984,972 restricted stock units, which were previously granted under the AerCap Equity Plans, vested. In connection with the vesting of the restricted stock units, the Company issued, in full satisfaction of its obligations, 609,557 ordinary shares to the holders of these restricted stock units, with the remainder being withheld and applied to pay the taxes in respect of those awards. Restrictions on 263,790 shares of restricted stock (235,629 shares of restricted stock net of withholding for taxes) lapsed during the period. In addition, 169,673 ordinary shares were treated as granted and subsequently vested on the grant dates, as described in (a) above.

In general, the amount of share-based compensation expense is determined by reference to the fair value of the restricted stock units or restricted stock on the grant date, based on the trading price of the Company's shares on the grant date and reflective of the probability of vesting. As noted above, restricted stock units with a market condition were issued during 2021. An independent fair market valuation was obtained to reflect the market condition.

The following table presents our expected share-based compensation expense based on existing grants, assuming that the established performance criteria are met and that no forfeitures occur:

	Expected share-based compensation expense (U.S. Dollars in millions)
2022	\$ 90.8
2023	69.9
2024	57.5
2025	30.0
2026	5.9

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**20. Post-retirement benefit plans**

We maintain defined benefit plans and defined contribution pension plans for our employees.

**Defined benefit plans**

We provide insured defined benefit pension plans covering a number of our employees. The plans provide benefits to employees based on formulas recognizing length of service and earnings. The plans are closed to new participants but will continue to accrue benefits for existing participants. We determine the funded status of these plans with the assistance of actuaries. During the year ended December 31, 2021, we recognized a \$9.3 million, net of tax, actuarial gain in Accumulated Other Comprehensive Income. Based on ASC 715, this was calculated assuming a discount rate of 1.3%, and various assumptions regarding the future funding and pay out. As the funded status of our defined benefit plans are in a net liability position, the balance is recorded within accounts payable, accrued expenses and other liabilities in the Consolidated Statements of Financial Position. As of December 31, 2021, we have recognized a liability in accounts payable, accrued expenses and other liabilities of \$63.4 million which covers our projected benefit obligations exceeding the plans' assets.

We provide an insured defined benefit pension plan covering some of our former GECAS employees. The plan provides benefits to employees based on formulas recognizing length of service and earnings. The plan was closed to new participants as of January 1, 2013. The following table presents the total pension plan participants:

	<b>As of December 31, 2021</b>
Actives	88
Frozen actives	1
Deferreds	93
Pensioners	38
<b>Number of participants at end of period</b>	<b>220</b>
	<b>Year Ended December 31, 2021</b>
Service cost for benefits earned	\$ 1,258
Interest cost on benefit obligations	352
Expected return on plan assets	(856)
Curtailed gain (a)	(7,951)
<b>Pension plan cost (benefit)</b>	<b>\$ (7,197)</b>

(a) A number of exits from active status took place during the period which resulted in a curtailment gain as a result of a reduction in PBO.

The components of net periodic benefit costs are included within selling, general and administrative expenses in the Consolidated Income Statements.

*Assumptions used in pension calculations:*

The plan is funded through a guaranteed insurance contract, and we determine the funded status of this plan with the assistance of an actuary. During the year ended December 31, 2021, we recognized a \$5.1 million, net of tax, actuarial gain in AOCI. Based on ASC 715, this was calculated assuming a discount rate of 1.3%, and various assumptions regarding the future funding and pay out. Actuarial gains and losses are amortized into earnings over the average future working lifetime of the remaining active members of the plan. As of December 31, 2021 we recorded a liability in accounts payable, accrued expenses and other liabilities of \$48.5 million which covers our projected benefit obligation exceeding the plan assets.



**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**20. Post-retirement benefit plans (Continued)**

The actuarial assumptions as of December 31, 2021 used to measure the year-end benefit obligations and pension cost are described in the following tables:

*Assumptions used to measure pension benefit obligations and costs:*

	<b>Year Ended December 31, 2021</b>
<i>Weighted average</i>	
Compensation increases	3.95 %
Expected return on plan assets	3.70 %
Discount rate	1.30 %

*Funded status:*

	<b>As of December 31, 2021</b>
Projected benefit obligations	\$ (188,697)
Fair value of plan assets	140,152
Defined benefit obligation	<b>\$ (48,545)</b>

	<b>Year Ended December 31, 2021</b>
Funded status at beginning of period	\$ —
GECAS Transaction	(64,801)
Net periodic pension income	7,197
Changes in funded status recognized in other comprehensive income	5,855
Company contributions during the period	1,981
Exchange rate adjustment	1,223
Funded status at end of period	<b>\$ (48,545)</b>

*Benefit obligations:*

Benefit obligations are described in the following tables. Accumulated and projected benefit obligations (“ABO” and “PBO,” respectively) represent the obligations of a pension plan for past service as of the measurement date. ABO is the present value of benefits earned to date with benefits computed based on current compensation levels. PBO is ABO increased to reflect expected growth in future compensation. The ABO for our plan was \$166.4 million as of December 31, 2021.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**20. Post-retirement benefit plans (Continued)**

*Projected benefit obligation:*

	<b>As of December 31, 2021</b>
Projected benefit obligation at beginning of period	\$ —
GECAS Transaction	206,660
Service cost for benefits earned	1,258
Interest cost on benefit obligations	352
Benefits paid	(318)
Exchange rate adjustment	(3,515)
Actuarial gain	(7,789)
Curtailment gain (a)	(7,951)
<b>Projected benefit obligation at end of period</b>	<b>\$ 188,697</b>

(a) A number of exits from active status took place during the period which resulted in a curtailment gain as a result of a reduction in PBO.

*Composition of plan assets:*

Plan fiduciaries of our pension plan set investment policies and strategies for the assets held in trust and oversee its investment allocation, which includes selecting investment managers, commissioning periodic asset-liability studies and setting long-term strategic targets. Long-term strategic investment objectives take into consideration a number of factors, including the funded status of the plan, a balance between risk and return and the plan's liquidity needs. Target allocation percentages are established at an asset class level by plan fiduciaries. Target allocation ranges are guidelines, not limitations, and occasionally plan fiduciaries will approve allocations above or below a target range.

The fair value of the pension plan's investments is presented below, by class:

	<b>As of December 31, 2021</b>
Debt securities	\$ 47,074
Equity securities	21,352
Other	71,726
<b>Total plan assets</b>	<b>\$ 140,152</b>

*Fair value of plan assets:*

	<b>As of December 31, 2021</b>
Fair value of plan assets at beginning of period	\$ —
GECAS Transaction	141,859
Employer contributions	1,981
Benefits paid	(318)
Actual return on plan assets	(1,077)
Exchange rate adjustment	(2,293)
<b>Fair value of plan assets at end of period</b>	<b>\$ 140,152</b>

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**20. Post-retirement benefit plans (Continued)**

Investments in collective funds held within our pension plans are generally valued using the net asset value (“NAV”) per share as a practical expedient for fair value provided certain criteria are met. The NAVs are determined based on the fair values of the underlying investments in the funds. Investments that are measured at fair value using the NAV practical expedient are not required to be classified in the fair value hierarchy. As of December 31, 2021 substantially all of the plan assets met the criteria to be presented at NAV, with the remaining amounts being cash.

*Asset allocation:*

	As of December 31, 2021	
	Target allocation	Actual allocation
Debt securities	35 %	34 %
Equity securities	15 %	15 %
Other	50%	51%

*Funding policy:*

The funding policy for the GECAS defined benefit plan is to contribute amounts sufficient to meet minimum funding requirements as set forth in employee benefit and tax laws plus such additional amounts as we may determine to be appropriate. We expect to contribute approximately \$4.6 million to this plan in 2022.

	2022	2023	2024	2025	2026	2027-2031
Estimated future benefit payments	\$ 1,474	\$ 1,554	\$ 1,674	\$ 1,736	\$ 1,917	\$ 14,113

***Other***

We provide a separate defined benefit pension plan covering a small number of our employees based on years of service and final pensionable pay. The plan is funded through contributions by the Company and invested in trustee administered funds, which was closed to new participants as of June 30, 2009, but will continue to accrue benefits for existing participants. This plan does not have a material impact on our Consolidated Balance Sheets or Consolidated Income Statements.

**Defined contribution plans**

We operate defined contribution pension plans for our employees that are not covered by the defined benefit plans. These plans do not have a material impact on our Consolidated Balance Sheets or Consolidated Income Statements.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**21. Geographic information**

The following table presents the percentage of lease revenue attributable to individual countries representing at least 10% of our total lease revenue in any year presented, based on each lessee's principal place of business, for the years ended December 31, 2021, 2020 and 2019:

	Year Ended December 31,					
	2021		2020		2019	
	Amount	%	Amount	%	Amount	%
China (a)	\$ 782,297	17.7%	\$ 835,317	19.3%	\$ 874,145	18.7%
United States	579,270	13.1%	502,976	11.6%	511,676	10.9%
Other countries (b)	3,050,436	69.2%	2,982,713	69.1%	3,296,445	70.4%
<b>Total</b>	<b>\$ 4,412,003</b>	<b>100.0%</b>	<b>\$ 4,321,006</b>	<b>100.0%</b>	<b>\$ 4,682,266</b>	<b>100.0%</b>

(a) Includes mainland China, Hong Kong and Macau.

(b) No individual country within this category, including Ireland, where our headquarters is located, accounts for more than 10% of our lease revenue.

The following table presents the percentage of long-lived assets, including flight equipment held for operating leases, flight equipment held for sale, investment in finance leases, net and maintenance rights assets, attributable to individual countries representing at least 10% of our total long-lived assets in any year presented, based on each lessee's principal place of business, as of December 31, 2021 and 2020:

	As of December 31,			
	2021		2020	
	Amount	%	Amount	%
China (a)	\$ 9,995,971	15.8%	\$ 7,472,852	20.4%
United States	9,654,045	15.3%	4,257,232	11.6%
Other countries (b)	43,582,858	68.9%	24,911,580	68.0%
<b>Total</b>	<b>\$ 63,232,874</b>	<b>100.0%</b>	<b>\$ 36,641,664</b>	<b>100.0%</b>

(a) Includes mainland China, Hong Kong and Macau.

(b) No individual country within this category, including Ireland, where our headquarters is located, accounts for more than 10% of our long-lived assets.

During the years ended December 31, 2021, 2020 and 2019, we had no lessees that represented more than 10% of total lease revenue.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**22. Selling, general and administrative expenses**

Selling, general and administrative expenses consisted of the following for the years ended December 31, 2021, 2020 and 2019:

	Year Ended December 31,		
	2021	2020	2019
Personnel expenses	\$ 150,286	\$ 104,765	\$ 122,453
Share-based compensation	96,087 (a)	69,187	69,410
Professional services	28,999	24,480	24,287
Office expenses	15,417	12,974	14,095
Travel expenses	5,649	7,809	17,604
Other expenses	21,450	22,946	19,609
	<u>\$ 317,888</u>	<u>\$ 242,161</u>	<u>\$ 267,458</u>

(a) Share-based compensation expense is gross of a \$10.5 million tax benefit.

**23. Other income**

Other income consisted of the following for the years ended December 31, 2021, 2020 and 2019:

	Year Ended December 31,		
	2021	2020	2019
Proceeds from unsecured claims	\$ 635,075	\$ —	\$ —
Management fees	15,725	9,701	12,445
Interest and other income	71,774	73,304	53,794
	<u>\$ 722,574</u>	<u>\$ 83,005</u>	<u>\$ 66,239</u>

Proceeds from unsecured claims primarily related to the sale of certain unsecured claims against LATAM Airlines Group S.A., as further described below.

On April 22, 2021, we entered into a claims sale and purchase agreement with a third-party for the sale of certain unsecured claims filed by various AerCap companies against LATAM Airlines Group S.A. and certain of its subsidiaries in the Chapter 11 case captioned LATAM Airlines Group S.A., et al., Case No. 20-11254 (JLG) (Jointly Administered). The sale of the unsecured claims is subject to such claims becoming allowed claims in the Bankruptcy Case and other customary closing conditions. The quantum of sale proceeds for each claim actually sold is determined as a percentage of the amount of such claim allowed by the Bankruptcy Court. To the extent any of our unsecured claims are not allowed by a specified date, the buyer has the option to terminate the agreement with respect to any or all such non-allowed claims, and to the extent the aggregate allowed amount of claims amount exceeds a specified amount, the buyer has the option not to purchase claims above the specified amount.

During the year ended December 31, 2021, the sale of a portion of the unsecured claims closed, subsequent to the Bankruptcy Court entering orders establishing the allowed claim amounts. The sale proceeds amount of approximately \$595 million was recognized in Other income during the year ended December 31, 2021. We have other claim amounts outstanding that remain subject to the claims sale and purchase agreement and will be sold if and when such claims are allowed by the Bankruptcy Court.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**24. Lease revenue**

Our current operating lease agreements expire up to and over the next 18 years. The contracted minimum future lease payments receivable from lessees for flight equipment on non-cancelable operating leases for our owned aircraft, engines and helicopters as of December 31, 2021 were as follows:

	<b>Contracted minimum future lease payments receivable</b>
2022	\$ 5,795,836
2023	5,578,759
2024	5,318,652
2025	4,737,068
2026	4,231,210
Thereafter	15,355,925
	<b><u>\$ 41,017,450</u></b>

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**25. Asset impairment**

Asset impairment consisted of the following for the years ended December 31, 2021, 2020 and 2019:

	Year Ended December 31,		
	2021	2020	2019
Flight equipment held for operating leases (Note 6)	\$ 128,409	\$ 986,559	\$ 69,383
Goodwill	—	58,094	—
Flight equipment held for sale	—	5,483	766
Maintenance rights and other	—	36,847	—
	<b>\$ 128,409</b>	<b>\$ 1,086,983</b>	<b>\$ 70,149</b>

Our long-lived assets include flight equipment held for operating lease and definite-lived intangible assets. We test long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amounts of the assets may not be recoverable. We perform event-driven impairment assessments of our flight equipment held for operating lease each quarter.

During the year ended December 31, 2021, we recognized impairment charges related to sales transactions and lease terminations, which were more than offset by maintenance revenue recognized when we retained maintenance-related balances or received EOL compensation.

During the year ended December 31, 2020, we recognized impairment charges related to the impairment of our flight equipment held for operating lease, primarily Airbus A330 and Boeing 777 aircraft. In addition, we recognized impairment charges related to sales transactions and lease terminations, which were fully or partially offset by maintenance revenue recognized when we retained maintenance related balances or received EOL compensation. We also assessed goodwill for impairment and recognized impairment charges related to goodwill.

During the year ended December 31, 2019, we recognized impairment charges related to sales transactions and lease terminations, which were fully or partially offset by maintenance revenue recognized when we retained maintenance-related balances or received EOL compensation.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**26. Allowance for credit losses**

Movements in the allowance for credit losses during the years ended December 31, 2021 and 2020 were as follows:

	Year Ended December, 31				
	2021				2020
	Investment in finance leases	Notes receivable	Loans receivable	Total	Total
Allowance for credit losses at beginning of period	\$ 59,663	\$ 7,490	\$ —	\$ 67,153	\$ —
Initial credit provision related to GECAS purchased financial assets with credit deterioration	9,944	—	1,423	11,367	—
Cumulative effect due to adoption of new accounting standard	—	—	—	—	30,264
Current period provision for expected credit losses	1,685	78,144	3,868	83,697	50,215
Write-offs charged against the allowance	—	(44,670)	—	(44,670)	(13,326)
<b>Allowance for credit losses at end of period</b>	<b>\$ 71,292</b>	<b>\$ 40,964</b>	<b>\$ 5,291</b>	<b>\$ 117,547</b>	<b>\$ 67,153</b>

During the year ended December 31, 2021, we increased our credit provision, classified in leasing expenses, by \$83.7 million primarily due to a customer settlement, the increase in finance leases, notes receivable and loan balances due to the GECAS Transaction and to reflect the ongoing credit risk due to the Covid-19 pandemic.

Substantially all our Financing Receivables portfolio is secured lending and we assess the overall quality of the portfolio based on Financing Receivables by airline customer risk rating as defined below. Our internal risk ratings process is an important source of information in determining our allowance for credit losses and represents a comprehensive approach to evaluating risk in our Financing Receivables portfolio. We stratify our Financing Receivables portfolio into three categories: A, B and C. An internal risk rating is developed for our airline customers, which is based upon our proprietary model using data derived from the airline customer financial statements and other relevant data points that may impact our airline customer's ability to honor its financial commitments. The frequency of rating updates is established by our credit risk policy, which requires periodic monitoring and at least an annual review. The latest credit rating review was performed as of December 31, 2021.

The table below presents Financing Receivables carried at amortized cost basis, gross of allowance for credit losses, grouped into the three credit risk categories. Category A is considered an excellent or high-credit-quality airline customer; Category B is considered a good-credit-quality airline customer; and those airline customers in Category C are considered marginal.

	As of December 31, 2021			
	Category A	Category B	Category C	Total
	(U.S. Dollars in millions)			
Investment in finance leases	\$ 534	\$ 1,247	\$ 219	\$ 2,000
Notes receivable	—	26	632	658
Loans receivable	12	161	236	409
<b>Total</b>	<b>\$ 546</b>	<b>\$ 1,434</b>	<b>\$ 1,087</b>	<b>\$ 3,067</b>



**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**27. Earnings per share**

Basic EPS is calculated by dividing net income (loss) by the weighted average number of our ordinary shares outstanding, which excludes 5,822,811, 2,552,346 and 2,354,318 shares of unvested restricted stock as of December 31, 2021, 2020 and 2019, respectively. In general, for the calculation of diluted EPS, the weighted average of our ordinary shares outstanding for basic EPS is adjusted by the effect of dilutive securities provided under our equity compensation plans. The number of shares excluded from diluted shares outstanding was 122,237 for the year ended December 31, 2021, because the effect of including those shares in the calculation would have been anti-dilutive. Due to the reported loss for the year ended December 31, 2020, basic EPS was not adjusted by the effect of dilutive securities. The number of ordinary shares under our equity compensation plans which could dilute EPS in the future was 2,630,066 for the year ended December 31, 2020. The number of shares excluded from diluted shares outstanding was 163,067 for the year ended December 31, 2019, because the effect of including those shares in the calculation would have been anti-dilutive.

The computations of basic and diluted EPS for the years ended December 31, 2021, 2020 and 2019 were as follows:

	Year Ended December 31,		
	2021	2020	2019
Net income (loss) for the computation of basic EPS	\$ 1,000,507	\$ (298,566)	\$ 1,145,694
Weighted average ordinary shares outstanding—basic	146,421,188	127,743,828	134,570,169
<b>Basic EPS</b>	<b>\$ 6.83</b>	<b>\$ (2.34)</b>	<b>\$ 8.51</b>

	Year Ended December 31,		
	2021	2020	2019
Net income (loss) for the computation of diluted EPS	\$ 1,000,507	\$ (298,566)	\$ 1,145,694
Weighted average ordinary shares outstanding—diluted	149,005,981	127,743,828	135,898,139
<b>Diluted EPS</b>	<b>\$ 6.71</b>	<b>\$ (2.34)</b>	<b>\$ 8.43</b>

The computations of ordinary shares outstanding, excluding shares of unvested restricted stock, as of December 31, 2021, 2020 and 2019 were as follows:

	As of December 31,		
	2021	2020	2019
	<b>Number of ordinary shares</b>		
Ordinary shares issued	250,347,345	138,847,345	141,847,345
Treasury shares	(4,951,897)	(8,448,807)	(10,263,856)
<b>Ordinary shares outstanding</b>	<b>245,395,448</b>	<b>130,398,538</b>	<b>131,583,489</b>
Shares of unvested restricted stock	(5,822,811)	(2,552,346)	(2,354,318)
<b>Ordinary shares outstanding, excluding shares of unvested restricted stock</b>	<b>239,572,637</b>	<b>127,846,192</b>	<b>129,229,171</b>

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements (Continued)

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 28. Variable interest entities

We use many forms of entities to achieve our leasing and financing business objectives and we have participated to varying degrees in the design and formation of these entities. Our involvement in VIEs varies and includes being a passive investor in the VIE with involvement from other parties, managing and structuring all of the VIE's activities, or being the sole shareholder of the VIE.

During the year ended December 31, 2021, we did not provide any financial support to any of our VIEs that we were not contractually obligated to provide.

#### Consolidated VIEs

As of December 31, 2021 and 2020, substantially all assets and liabilities presented in our Consolidated Balance Sheets were held in consolidated VIEs.

We have determined that we are the PB of these entities because we control and manage all aspects of these entities, including directing the activities that most significantly affect the entities' economic performance, absorb the majority of the risks and rewards of these entities and guarantee the activities of these entities.

The assets of our consolidated VIEs that can only be used to settle obligations of these entities, and the liabilities of these VIEs for which creditors do not have recourse to our general credit, are disclosed in our Consolidated Balance Sheets under *Supplemental balance sheet information*. Further details of debt held by our consolidated VIEs are disclosed in Note 15—*Debt*.

#### *Wholly-owned ECA and Ex-Im financing vehicles*

We have created certain wholly-owned subsidiaries for the purpose of purchasing flight equipment and obtaining financing secured by such flight equipment. The secured debt is guaranteed by the European ECAs and the Export-Import Bank of the United States. These entities meet the definition of a VIE because they do not have sufficient equity to operate without subordinated financial support from us in the form of intercompany notes.

#### *Other secured financings*

We have created a number of wholly-owned subsidiaries for the purpose of obtaining secured financings. These entities meet the definition of a VIE because they do not have sufficient equity to operate without subordinated financial support from us in the form of intercompany notes.

#### *Wholly-owned leasing entities*

We have created wholly-owned subsidiaries for the purpose of facilitating aircraft leases with airlines. These entities meet the definition of a VIE because they do not have sufficient equity to operate without subordinated financial support from us in the form of intercompany notes, which serve as equity.

#### *Limited recourse financing structures*

We have established entities to obtain secured financings for the purchase of aircraft in which we have variable interests. These entities meet the definition of a VIE because they do not have sufficient equity to operate without subordinated financial support from us in the form of intercompany notes. The loans of these entities are non-recourse to us except under limited circumstances.

AerCap Partners I Holding Limited ("AerCap Partners I"), AerCap Partners 767 Limited ("AerCap Partners 767") and AerFunding are entities where we have determined we are the PB of the entity because we direct the activities that most significantly affect the economic performance of the entity and we absorb a significant portion of the risks and rewards of the entity. We provide lease management, insurance management and aircraft asset management services to AerCap Partners I, AerCap Partners 767 and AerFunding for a fee.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements (Continued)

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 28. Variable interest entities (Continued)

##### *AerCap Partners I and AerCap Partners 767*

AerCap Partners I and AerCap Partners 767 are 50%-50% joint ventures owned by us and Deucalion Aviation Funds.

As of December 31, 2021, AerCap Partners I had \$54.4 million of subordinated debt outstanding, consisting of \$27.2 million due to us and \$27.2 million due to our joint venture partner.

During the year ended December 31, 2021 AerCap Partners 767 completed the sale of its two aircraft and repaid the subordinated debt balance in full. As of December 31, 2020, AerCap Partners 767 had \$32.6 million of subordinated debt outstanding, consisting of \$16.3 million due to us and \$16.3 million due to our joint venture partner.

##### *AerFunding*

We hold a 5% equity investment and 100% of the subordinated notes (“AerFunding Class E-1 Notes”) in AerFunding.

As of December 31, 2021, AerFunding had \$783.5 million outstanding under a secured revolving credit facility and \$2,104.1 million of AerFunding Class E-1 Notes outstanding due to us.

##### **Non-consolidated VIEs**

The following table presents our maximum exposure to loss in non-consolidated VIEs as of December 31, 2021 and 2020:

	As of December 31,	
	2021	2020
Carrying value of debt and equity investments	\$ 133,401	\$ 125,955

The maximum exposure to loss represents the amount that would be absorbed by us in the event that all of our assets held in the VIEs, for which we are not the PB, had no value.

AerDragon, AerLift and ACSAL are investments that are VIEs in which we have determined that we do not have control and are not the PB. We do have significant influence and, accordingly, we account for our investments in AerDragon, AerLift and ACSAL under the equity method of accounting. Refer to Note 10—*Associated companies* for further details.

##### *Other variable interest entities*

We have variable interests in other entities in which we have determined we are not the PB because we do not have the power to direct the activities that most significantly affect the entities’ economic performance.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements (Continued)

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 29. Related party transactions

##### GE

As described in Note 4—*GECAS Transaction*, AerCap completed the acquisition of 100% of GECAS, GE's commercial aviation lessor and financier, on November 1, 2021. Under the terms of the transaction agreement, GE received 111.5 million newly issued AerCap shares, \$23 billion of cash and \$1 billion of AerCap senior notes. Immediately following the completion of the GECAS Transaction, GE held approximately 46% of our issued and outstanding ordinary shares. Consequently, GE became a related party upon the Closing Date of the GECAS Transaction. We may purchase, sell or lease flight equipment from/to GE and GE provides services to AerCap under a transition services agreement.

In November and December 2021, AerCap recognized rental income from engines on lease to GE of approximately \$22 million, and purchases with GE of approximately \$1 million.

As of December 31, 2021, AerCap had an outstanding payable balance of \$6 million and a receivable balance of \$66 million with GE.

##### Equity Method Investments

##### SES

As a result of the GECAS Transaction, SES is a 50% joint venture and is considered a related party. During the year ended December 31, 2021 we recognized lease rental income from SES of \$12 million.

##### Other related parties

Other related parties include our associated companies as detailed in Note 10—*Associated companies*. The following table presents amounts received from other related parties for management fees, transaction-related fees and dividends for the years ended December 31, 2021, 2020 and 2019:

	Year Ended December 31,		
	2021	2020	2019
Management fees and other	\$ 6,748	\$ 1,613	\$ 2,515
Dividends	5,262	267	3,148
	<u>\$ 12,010</u>	<u>\$ 1,880</u>	<u>\$ 5,663</u>

##### Purchase of shares

During the year ended December 31, 2021, an Officer sold 624,000 ordinary shares to the Company at fair value on the date of the sale for an aggregate sale price of \$35.4 million. The proceeds were used to pay taxes in 2021 in connection with their share awards.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**30. Commitments and contingencies**

**Flight equipment on order**

As of December 31, 2021, we had commitments to purchase 417 new aircraft for delivery through 2027. These commitments are primarily based upon purchase agreements with Boeing, Airbus and Embraer S.A. (“Embraer”). These agreements establish the pricing formulas (including adjustments for certain contractual escalation provisions) and various other terms with respect to the purchase of aircraft. Under certain circumstances, we have the right to alter the mix of aircraft types ultimately acquired. As of December 31, 2021, we had made non-refundable deposits on these purchase commitments (exclusive of capitalized interest and fair value adjustments) of approximately \$4.2 billion. As of December 31, 2021, we also had commitments to purchase 30 new engines and 16 new helicopters for delivery through 2025. As of December 31, 2021, we had made non-refundable deposits on these purchase commitments (exclusive of capitalized interest and fair value adjustments) of approximately \$159 million.

A portion of the aggregate purchase price for the acquisition of flight equipment will be funded by incurring additional debt. The amount of the indebtedness to be incurred will depend on the final purchase price of the asset, which can vary due to a number of factors, including inflation.

Prepayments on flight equipment include prepayments of our forward order flight equipment and other balances held by the flight equipment manufacturers. Movements in prepayments on flight equipment during the years ended December 31, 2021 and 2020 were as follows:

	Year Ended December 31,	
	2021	2020
Prepayments on flight equipment at beginning of period	\$ 2,111,659	\$ 2,954,478
GECAS Transaction	2,990,414	—
Prepayments and additions during the period, net	136,655	270,032
Interest paid and capitalized during the period	30,827	49,144
Prepayments and capitalized interest applied to the purchase of flight equipment	(682,707)	(1,161,995)
<b>Prepayments on flight equipment at end of period</b>	<b>\$ 4,586,848</b>	<b>\$ 2,111,659</b>

During the year ended December 31, 2021, we incurred \$31 million of interest expense which was fully capitalized.

The following table presents our contractual commitments for the purchase of flight equipment as of December 31, 2021:

	2022	2023	2024	2025	2026	Thereafter	Total
(U.S. Dollars in millions)							
Purchase obligations (a)	\$ 4,241.0	\$ 5,693.8	\$ 5,245.5	\$ 4,233.0	\$ 1,885.7	\$ 1,063.1	\$ 22,362.1

- (a) As of December 31, 2021, we had commitments to purchase 417 aircraft (including 26 purchase and leaseback transactions and excluding aircraft for which we have cancellation rights and aircraft with contracted sales at delivery), 30 engines, 16 helicopters and other commitments. The timing of our purchase obligations is based on current estimates. We have incorporated expected delivery delays into the table above. In addition, we have the right to reschedule the delivery dates of certain of our aircraft to future dates.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**30. Commitments and contingencies (Continued)**

**Legal proceedings**

*General*

In the ordinary course of our business, we are a party to various legal actions, which we believe are incidental to the operations of our business. The Company regularly reviews the possible outcome of such legal actions, and accrues for such legal actions at the time a loss is probable and the amount of the loss can be estimated. In addition, the Company also reviews indemnities and insurance coverage, where applicable. Based on information currently available, we believe the potential outcome of those cases where we are able to estimate reasonably possible losses, and our estimate of the reasonably possible losses exceeding amounts already recognized, on an aggregated basis, is immaterial to our Consolidated Financial Statements.

*VASP litigation*

We are party to a group of related cases arising from the leasing of 13 aircraft and three spare engines to Viação Aérea de São Paulo (“VASP”), a Brazilian airline. In 1992, VASP defaulted on its lease obligations and we commenced litigation against VASP to repossess our equipment and obtained a preliminary injunction for the repossession and export of 13 aircraft and three spare engines from VASP. We repossessed and exported the aircraft and engines. VASP appealed and in 1996, the Appellate Court of the State of São Paulo (“TJSP”) ruled that the aircraft and engines should be returned or that VASP could recover proven damages arising from the repossession.

We have defended this case in the Brazilian courts through various motions and appeals. In 2004, the Superior Court of Justice (the “STJ”) dismissed our then-pending appeal. In 2005, we filed an extraordinary appeal with the Federal Supreme Court (the “STF”). On June 24, 2020, the STF reversed its earlier contrary rulings and granted our extraordinary appeal, ordering a new panel of the STJ to review the merits of our challenge against TJSP’s original order. VASP has appealed the STF’s latest order.

In 2006, VASP commenced a related proceeding to calculate the amount of alleged damages owed under the TJSP’s 1996 judgment. In 2017, the court decided that VASP had suffered no damages even if the TJSP’s 1996 judgment regarding liability were affirmed. On April 20, 2018, VASP appealed this decision. We believe, however, and we have been advised, that it is not probable that VASP will ultimately be able to recover damages from us even if VASP prevails on the issue of liability. The outcome of the legal process is, however, uncertain. The ultimate amount of damages, if any, payable to VASP cannot reasonably be estimated at this time. We continue to actively pursue all courses of action that may reasonably be available to us and intend to defend our position vigorously.

In 2006, we brought actions against VASP in English and Irish courts seeking damages arising from the 1992 lease defaults. These actions resulted in judgments by the English court in the aggregate amount of approximately \$40 million plus interest and judgments by the Irish court in the aggregate amount of approximately \$36.9 million, all in our favor. VASP had meanwhile in 2008 been adjudicated as insolvent by a Brazilian bankruptcy court, which commenced bankruptcy proceedings. We have caused the English and Irish judgment to be domesticated in Brazil and submitted them as claims in the bankruptcy proceeding. The bankruptcy court has allowed the claims in the amount of \$40 million in respect of the English judgments and \$24 million in respect of the Irish judgments. We have been advised that it is not probable that VASP’s bankruptcy estate will have funds to pay its creditors but our court-approved claims may be used to offset any damages that VASP might be awarded in the Brazilian courts if for any reason we are not successful in defending ourselves against VASP’s claim for damages.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**30. Commitments and contingencies (Continued)**

***Transbrasil litigation***

We are party to a group of related actions arising from the leasing of various aircraft and engines to Transbrasil S/A Linhas Areas (“Transbrasil”), a now-defunct Brazilian airline. By 1998, Transbrasil had defaulted on various obligations under its leases with AerCap-related companies (the “AerCap Lessors”), along with other leases it had entered into with General Electric Capital Corporation (“GECC”) and certain of its affiliates (collectively with GECC, the “GE Lessors”). GECAS was the servicer for all these leases at the time. Subsequently, Transbrasil issued promissory notes (the “Notes”) to the AerCap Lessors and GE Lessors (collectively, the “Lessors”) in connection with restructurings of the leases. Transbrasil defaulted on the Notes and the Lessors individually, brought enforcement actions against Transbrasil in 2001 (GECC also filed an action for the involuntary bankruptcy of Transbrasil).

Transbrasil brought a lawsuit against the Lessors in February 2001 (the “Transbrasil Lawsuit”), claiming that the Notes had in fact been paid at the time the Lessors brought the enforcement actions. In 2007, the trial judge ruled in favor of Transbrasil and the Lessors appealed. In April 2010, the appellate court published a judgment (the “2010 Judgment”) rejecting the Lessors’ appeal, ordering them to pay Transbrasil statutory penalties equal to double the face amount of the Notes (plus interest and monetary adjustments) as well as damages for any losses incurred as a result of the attempts to collect on the Notes. The 2010 Judgment provided that the amount of such losses would be calculated in separate proceedings in the trial court (the “Indemnity Claim”). In June 2010, the Lessors filed special appeals before the STJ in Brazil. In October 2013, the STJ granted the special appeals filed by the GE Lessors, effectively reversing the 2010 Judgment in most respects as to all of the Lessors. Transbrasil appealed this order, but the appellate panel in November 2016 rejected Transbrasil’s appeal, preserving the 2013 reversal of the 2010 Judgment. All appeals in respect of the Transbrasil Lawsuit based on the merits of the dispute have now concluded.

However, in July 2011, while the various appeals of the 2010 Judgment were pending, Transbrasil brought three actions for provisional enforcement of the 2010 Judgment (the “Provisional Enforcement Actions”): one to enforce the award of statutory penalties; a second to recover attorneys’ fees related to that award, and a third to enforce the Indemnity Claim. Transbrasil submitted its alleged calculation of statutory penalties, which, according to Transbrasil, amounted to approximately \$210 million in the aggregate against all defendants, including interest and monetary adjustments.

In light of the STJ’s ruling in October 2013, the trial court has ordered the dismissal of the Transbrasil Provisional Enforcement Actions. The TJSP has since affirmed the dismissals of the actions seeking statutory penalties and attorneys’ fees. Lessors’ motion to clarify relating to the dismissal of the Provisional Enforcement Action with respect to the Indemnity Claim remains pending. We believe we have strong arguments to convince the court that Transbrasil suffered no material damage as a result of the defendants’ attempts to collect on the Notes.

The only matters remaining to be resolved are: (i) a motion to clarify relating to the dismissal of a lower court appeal with respect to the Indemnity Claim and (ii) a number of court-mandated legal fee assessments for (a) proofs of claim filed by the Lessors against the Transbrasil bankruptcy estate and (b) various otherwise-concluded enforcement proceedings, including the Provisional Enforcement Proceedings.

## **AerCap Holdings N.V. and Subsidiaries**

### **Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

#### **31. Fair value measurements**

The Company determines fair value based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It is our policy to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements, in accordance with the fair value hierarchy as described below. Where limited or no observable market data exists, fair value measurements for assets and liabilities are primarily based on management's own estimates and are calculated based upon the economic and competitive environment, the characteristics of the asset or liability and other such factors. Therefore, the results may not be realized in actual sale or immediate settlement of the asset or liability.

The degree of judgment used in measuring the fair value of a financial and non-financial asset or liability generally correlates with the level of pricing observability. We classify our fair value measurements based on the observability and significance of the inputs used in making the measurement, as provided below:

Level 1—Quoted prices available in active markets for identical assets or liabilities as of the reported date.

Level 2—Observable market data. Inputs include quoted prices for similar assets, liabilities (risk adjusted) and market-corroborated inputs, such as market comparables, interest rates, yield curves and other items that allow value to be determined.

Level 3—Unobservable inputs from our own assumptions about market risk developed based on the best information available, subject to cost benefit analysis. Inputs may include our own data.

Fair value measurements are classified in their entirety based on the lowest level of input that is significant to their fair value measurement.

#### **Assets and liabilities measured at fair value on a recurring basis**

As of December 31, 2021 and 2020, our derivative portfolio consisted of interest rate swaps and caps. The fair value of derivatives is based on dealer quotes for identical instruments. We have also considered the credit rating and risk of the counterparty of the derivative contract based on quantitative and qualitative factors. As such, the valuation of these instruments was classified as Level 2. As of December 31, 2021 and 2020, we held an investment at fair value of \$38.4 million and \$12.1 million, respectively, based on quoted market price. The valuation of this investment was classified as Level 1. During the year ended December 31, 2021, we recognized a gain on investment at fair value of \$2.3 million. During the year ended December 31, 2020, we recognized a loss on investment at fair value of \$143.5 million.



**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**31. Fair value measurements (Continued)**

The following tables present our financial assets and liabilities that we measured at fair value on a recurring basis by level within the fair value hierarchy as of December 31, 2021 and 2020:

	December 31, 2021			
	Total	Level 1	Level 2	Level 3
<b>Assets</b>				
Investment, at fair value	\$ 38,367	\$ 38,367	\$ —	\$ —
Derivative assets	16,909	—	16,909	—
<b>Liabilities</b>				
Derivative liabilities	\$ 71,197	\$ —	\$ 71,197	\$ —
	December 31, 2020			
	Total	Level 1	Level 2	Level 3
<b>Assets</b>				
Investment, at fair value	\$ 12,110	\$ 12,110	\$ —	\$ —
Derivative assets	3,303	—	3,303	—
<b>Liabilities</b>				
Derivative liabilities	\$ 167,303	\$ —	\$ 167,303	\$ —

**Assets and liabilities measured at fair value on a non-recurring basis**

We measure the fair value of certain definite-lived intangible assets and our flight equipment on a non-recurring basis, when U.S. GAAP requires the application of fair value, including when events or changes in circumstances indicate that the carrying amounts of the assets may not be recoverable.

Management develops the assumptions used in the fair value measurements. Therefore, the fair value measurements of definite-lived intangible assets and flight equipment are classified as Level 3 valuations.

***Flight equipment***

*Inputs to non-recurring fair value measurements categorized as Level 3*

We use the income approach to measure the fair value of flight equipment, which is based on the present value of estimated future cash flows. Key inputs to the income statement approach include the discount rate, current contractual lease cash flows, projected future non-contractual lease or sale cash flows, extended to the end of the aircraft's estimated holding period in its highest and best use, and a contractual or estimated disposition value.

The current contractual lease cash flows are based on the in-force lease rates. The projected future non-contractual lease cash flows are estimated based on the aircraft type, age, and the airframe and engine configuration of the aircraft. The projected non-contractual lease cash flows are applied to follow-on lease terms, which are estimated based on the age of the aircraft at the time of re-lease and are assumed through the estimated holding period of the aircraft. The estimated holding period is the period over which future cash flows are assumed to be generated. Shorter holding periods can result when a potential sale or future disassembly of an aircraft for the sale of its parts ("part-out") of an individual aircraft has been contracted for, or is likely. In instances of a potential sale or part-out, the holding period is based on the estimated sale or part-out date. The disposition value is generally estimated based on aircraft type. In situations where the aircraft will be disposed of, the disposition value assumed is based on an estimated part-out value or the contracted sale price.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**31. Fair value measurements (Continued)**

The estimated future cash flows, as described above, are then discounted to present value. The discount rate used is based on the aircraft type and incorporates assumptions market participants would use regarding the likely debt and equity financing components, and the required returns of those financing components.

For flight equipment that we measured at fair value on a non-recurring basis, as a result of aircraft that were impaired, during the year ended December 31, 2021, the following table presents the fair value of such flight equipment that were impaired as of the measurement date, the valuation technique and the related unobservable inputs:

	Fair value	Valuation technique	Unobservable input	Weighted average
Flight equipment	\$ 160,946,898	Income approach	Discount rate	7%
			Non-contractual cash flows as a % of total cash flows	67%

The significant unobservable inputs utilized in the fair value measurement of flight equipment are the discount rate and the non-contractual cash flows. The discount rate is affected by movements in the aircraft funding markets, including fluctuations in required rates of return in debt and equity, and loan to value ratios. The non-contractual cash flows represent management's estimate of the non-contractual cash flows over the remaining life of the aircraft. An increase in the discount rate would decrease the fair value measurement of the aircraft, while an increase in the estimated non-contractual cash flows would increase the fair value measurement of the aircraft.

**Fair value disclosures of financial instruments**

The fair value of restricted cash and cash and cash equivalents approximates their carrying value because of their short-term nature (Level 1). The fair value of our long-term unsecured debt is estimated using quoted market prices for similar or identical instruments, depending on the frequency and volume of activity in the market. The fair value of our long-term secured debt is estimated using a discounted cash flow analysis based on current market interest rates and spreads for debt with similar characteristics (Level 2). Derivatives are recognized in our Consolidated Balance Sheets at their fair value. The fair value of derivatives is based on dealer quotes for identical instruments. We have also considered the credit rating and risk of the counterparties of the derivative contracts based on quantitative and qualitative factors (Level 2).

As of December 31, 2021 and 2020, we held an investment at fair value of \$38.4 million and \$12.1 million, respectively, based on quoted market price. The valuation of this investment was classified as Level 1.

As of December 31, 2021, loans receivable and notes receivable carried at amortized cost had estimated fair values of \$403.4 million and \$616.9 million, respectively, and were classified as Level 3.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**31. Fair value measurements (Continued)**

All of our financial instruments are carried at amortized cost, other than our derivatives and investment which are measured at fair value on a recurring basis. The carrying amounts and fair values of our most significant financial instruments as of December 31, 2021 and 2020 were as follows:

	December 31, 2021				
	Carrying value	Fair value	Level 1	Level 2	Level 3
<b>Assets</b>					
Cash and cash equivalents	\$ 1,728,794	\$ 1,728,794	\$ 1,728,794	\$ —	\$ —
Restricted cash	185,959	185,959	185,959	—	—
Loans receivable	403,378	403,378	—	—	403,378
Notes receivable	616,883	616,883	—	—	616,883
Investment, at fair value	38,367	38,367	38,367	—	—
Derivative assets	16,909	16,909	—	16,909	—
	<u>\$ 2,990,290</u>	<u>\$ 2,990,290</u>	<u>\$ 1,953,120</u>	<u>\$ 16,909</u>	<u>\$ 1,020,261</u>
<b>Liabilities</b>					
Debt	\$ 50,548,472 (a)	\$ 51,348,160	\$ —	\$ 51,348,160	\$ —
Derivative liabilities	71,197	71,197	—	71,197	—
	<u>\$ 50,619,669</u>	<u>\$ 51,419,357</u>	<u>\$ —</u>	<u>\$ 51,419,357</u>	<u>\$ —</u>

(a) Excludes debt issuance costs, debt discounts and debt premium.

	December 31, 2020				
	Carrying value	Fair value	Level 1	Level 2	Level 3
<b>Assets</b>					
Cash and cash equivalents	\$ 1,248,772	\$ 1,248,772	\$ 1,248,772	\$ —	\$ —
Restricted cash	246,518	246,518	246,518	—	—
Notes receivable	529,172	529,172	—	—	529,172
Investment, at fair value	12,110	12,110	12,110	—	—
Derivative assets	3,303	3,303	—	3,303	—
	<u>\$ 2,039,875</u>	<u>\$ 2,039,875</u>	<u>\$ 1,507,400</u>	<u>\$ 3,303</u>	<u>\$ 529,172</u>
<b>Liabilities</b>					
Debt	\$ 28,934,904 (a)	\$ 29,798,305	\$ —	\$ 29,798,305	\$ —
Derivative liabilities	167,303	167,303	—	167,303	—
	<u>\$ 29,102,207</u>	<u>\$ 29,965,608</u>	<u>\$ —</u>	<u>\$ 29,965,608</u>	<u>\$ —</u>

(a) Excludes debt issuance costs, debt discounts and debt premium.

## AerCap Holdings N.V. and Subsidiaries

### Notes to the Consolidated Financial Statements (Continued)

(U.S. Dollars in thousands or as otherwise stated, except share and per share data)

#### 32. Subsequent events

##### Ukraine Conflict and Russia Sanctions

On February 24, 2022, Russia launched a large-scale military invasion of Ukraine and is now engaged in a broad military conflict with Ukraine (the “Ukraine Conflict”). In response, the United States, the European Union, the United Kingdom and other countries have imposed broad, far-reaching sanctions against Russia, certain Russian persons and certain activities involving Russia or Russian persons. These sanctions include prohibitions regarding the supply of aircraft and aircraft components to Russian persons or for use in Russia, subject to certain wind-down periods.

Prior to the Ukraine Conflict, we had 135 owned aircraft on lease to Russian airlines, as well as 14 owned engines on lease to Russian airlines. We had no helicopters on lease to Russian customers. The aggregate net carrying value of our owned assets leased to Russian airlines was approximately \$3.1 billion (which includes flight equipment net book value of \$3.3 billion, maintenance rights assets and other lease-related assets of approximately \$500 million and maintenance liabilities and other lease-related liabilities of approximately \$700 million) as of December 31, 2021. Additionally, SES had 14 engines on lease to Russian airlines prior to the Ukraine Conflict.

In addition, we had seven owned aircraft on lease to Ukrainian airlines, with an aggregate net carrying value of approximately \$125 million as of December 31, 2021. As of March 30, 2022, five of these aircraft are in temporary storage outside of Ukraine. As of March 30, 2022, the remaining two aircraft are grounded in Ukraine, but the exact status of these aircraft remains difficult to ascertain.

We intend to fully comply with all applicable sanctions and we have terminated the leasing of all of our aircraft and engines with Russian airlines. These terminations will result in reduced revenues and operating cash flows. Basic lease rents from our owned aircraft and engines leased to Russian airlines were approximately \$33 million for the month of December 2021.

We have sought to repossess all of our aircraft and engines from Russian airlines and remove them from Russia. As of March 30, 2022, we had detained 22 of our 135 owned aircraft and three of our 14 owned engines outside of Russia. The net carrying value as of December 31, 2021, of the owned aircraft and engines that we have removed from Russia was approximately \$400 million.

It is unclear whether we will be able to repossess any additional aircraft or engines from our former Russian airline customers, or, if we do so, when we will be able to do so, and we do not know what the condition of these assets will be at the time of repossession or whether any such aircraft could be re-leased or sold. Any failure to promptly repossess our aircraft and engines will adversely affect our business and financial results. Many of these Russian airlines have continued to fly our aircraft and engines notwithstanding the leasing terminations and our repeated demands for the return of our assets. Our aircraft and engines that remain in Russia may suffer damage or deterioration due to inadequate maintenance and lack of spare parts.

As a result, we expect to recognize an impairment on our assets in Russia which have not been returned to us as early as the first quarter of 2022. While we have not yet determined the amount of this impairment, it may amount to the total net carrying value of these assets. We may also recognize an impairment on our assets that we have repossessed from Russian airlines as a result of our inability to re-lease them or otherwise.

We had letters of credit related to our aircraft and engines leased to Russian airlines as of February 24, 2022 of approximately \$260 million, all confirmed by financial institutions in Western Europe. We have presented requests for payment to all of these institutions. As of March 30, 2022, we had received payments of approximately \$175 million related to these letters of credit. We have initiated legal proceedings against one financial institution which rejected our payment demands in respect of certain letters of credit. We continue to work with other financial institutions toward receiving payments on the remaining letters of credit. We intend to pursue all available legal claims concerning these letters of credit but the timing and amount of any payments under these remaining letters of credit are uncertain.

**AerCap Holdings N.V. and Subsidiaries**

**Notes to the Consolidated Financial Statements (Continued)**

**(U.S. Dollars in thousands or as otherwise stated, except share and per share data)**

**32. Subsequent events (continued)**

Our lessees are required to provide insurance coverage with respect to leased aircraft and we are named as insureds under those policies in the event of a total loss of an aircraft or engine. We also purchase insurance which provides us with coverage when our aircraft or engines are not subject to a lease or where a lessee's policy fails to indemnify us. We have submitted an insurance claim for approximately \$3.5 billion with respect to all aircraft and engines remaining in Russia and intend to pursue all of our claims under these policies with respect to our assets leased to Russian airlines as of February 24, 2022. However, the timing and amount of any recoveries under these policies are uncertain.

In addition, we intend to pursue all available legal claims related to our assets leased to Russian airlines as of February 24, 2022. However, the timing and amount of any recoveries under any of these claims are uncertain.

**AerFunding Amendment and Extension**

In April 2006, AerFunding entered into a non-recourse senior secured revolving credit facility which was subsequently upsized and amended. In March 2022, AerFunding amended this facility, extending the revolving period to September 2024, following which there is a 30-month term out period. The final maturity date of the AerFunding Revolving Credit Facility is March 2027.