

NOTE: THIS IS A TRANSLATION INTO ENGLISH OF THE DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION (*STATUTEN*) OF A DUTCH LIMITED LIABILITY COMPANY (*NAAMLOZE VENNOOTSCHAP*). IN THE EVENT OF A CONFLICT BETWEEN THE ENGLISH AND DUTCH TEXTS, THE DUTCH TEXT SHALL PREVAIL.

**DEED OF AMENDMENT TO THE ARTICLES OF ASSOCIATION OF
AERCAP HOLDINGS N.V.**

On this the [] day of [] two thousand and eight, appeared before me, Wijnand Hendrik Bossenbroek, civil law notary at Amsterdam:

[].

The person appearing declared that the general meeting of shareholders of **AerCap Holdings N.V.**, a limited liability company (*naamloze vennootschap*), having its corporate seat at Amsterdam (address: 1118 CX Luchthaven Schiphol, Evert van de Beekstraat 312, trade register number: 34251954), held at Haarlemmermeer (Schiphol Airport) on the [] day of [] two thousand and eight has resolved to partially amend the articles of association of the company.

The articles of association were last amended on the twenty-fifth day of June two thousand and seven before the undersigned civil law notary.

Further to this resolution the person appearing stated that the articles of association of the aforementioned company are amended as follows:

- I. Article 8 paragraph 1 will be:**
"8.1 The shares shall be in registered form."
- II. Article 8 paragraph 2 will be:**
"8.2 A shareholder may request the Company to issue share certificates for his registered shares."
- III. Article 8 paragraph 3 will be:**
"8.3 Share certificates shall be available in such denominations as the Board of Directors shall determine."
- IV. Article 8 paragraph 4 will be cancelled. Article 8 paragraphs 5 up to and including 9 will be respectively renumbered into article 8 paragraphs 4 up to and including 8.**
- V. Article 10 lid 3 will be:**
"10.3 The form and the contents of the shareholders' register shall be determined by the Board of Directors with due observance of the provisions of paragraphs 1 and 2 hereof."
- VI. The heading of article 11 will be:**
**"REQUEST TO ISSUE OR CANCEL SHARE CERTIFICATES
Article 11"**
- VII. Article 11 paragraph 1 will be:**
"11.1 Subject to the provisions of article 8, a holder of shares may, upon his

request, obtain one or more share certificates for his shares."

VIII. Article 11 paragraph 2 will be:

"11.2 Subject to the provisions of article 8, a holder of shares may request the company to cancel the share certificate(s) for his shares."

IX. Article 12 paragraph 2 will be:

"12.2 In cases where no share certificate is issued for the relative shares, an instrument of transfer on a form to be supplied by the company free of charge, must be submitted to the company."

X. Article 12 paragraph 3 will be:

"12.3 In cases where a share certificate is issued, the relative share certificate must be submitted to the company, provided that an instrument of transfer printed on the back of the share certificate, has been duly completed and signed by or on behalf of the transferor and the transferee, or a separate instrument is submitted together with the share certificate."

XI. Article 12 paragraph 4 will be:

"12.4 If a transfer of a share for which a share certificate is issued, has been effected by service upon the company of the relative share certificate with or without a separate instrument of transfer, the company shall, at the discretion of the Board of Directors, either endorse the transfer on the share certificate or cancel the share certificate and issue to the transferee one or more share certificates registered in his name up to an equal nominal amount."

XII. Article 12 paragraph 5 will be:

"12.5 The company's written acknowledgement of a transfer of a share for which a share certificate is issued shall, at the discretion of the Board of Directors, be effected either by endorsement of the transfer on the share certificate as proof of the acknowledgement or by the issuance to the transferee of one or more share certificates registered in his name up to an equal nominal amount."

XIII. Article 23 lid 5 will be:

"23.5 In case the Board of Directors does not exercise its right as determined in paragraph 3, it shall be necessary for each holder of shares, to notify the company in writing of his intention to attend the meeting no later than on the day and furthermore at the place mentioned in the notice, stating – in so far as it concerns shares for which a share certificate is issued – the identifying number of the share certificate. They may only exercise the said rights at the meeting for the shares registered in their name both on the day referred to above and on the day of the meeting."

XIV. Article 27 lid 1 will be:

"27.1 Distributions pursuant to article 26 shall be payable as from a date to be determined by the Board of Directors."

XV. Article 27 lid 3 will be:

"27.3 The Board of Directors may determine the method of payment in respect of cash distributions."

XVI. Article 27 lid 4 will be:

"27.4 The person entitled to a distribution under article 26 on shares shall be the person in whose name the share is registered, or in the event of others entitled thereto, if their right is sufficiently established, at the date to be fixed for that purpose by the Board of Directors."

XVII. Article 27 lid 8 will be:

"27.8 In the case of a distribution in the form of shares in the company, those shares shall be registered in the shareholders' register of the company, and, where applicable, certificates shall be issued to the holders thereof."

FINAL PROVISION

Finally, the person appearing declared:

- that he has been appointed by the abovementioned general meeting of shareholders to apply for the declaration of no objection as mentioned in article 2:125 of the Dutch Civil Code and after obtaining that declaration to lay down and confirm the amendment of the articles of association by notarial deed;
- that the abovementioned declaration of no objection was issued as appears from a Ministerial Declaration of no objection, attached to this deed, under number N.V. 1384230, dated the [] day of [] two thousand and eight.

The person appearing is known to me, civil law notary.

This Deed was executed in Amsterdam on the date mentioned in its heading.

After I, civil law notary, had conveyed and explained the contents of the Deed in substance to the person appearing, he declared that he had taken note of the contents of the Deed, was in agreement with the contents and did not wish them to be read out in full. Following a partial reading, the Deed was signed by the person appearing and by me, civil law notary.