

**Minutes of the Annual General Meeting of Shareholders  
AerCap Holdings N.V. held on 15 April 2026 at 10:30 a.m.  
at Beethovenstraat 400, 1082 PR Amsterdam, The Netherlands**

*1. Opening*

The Chairman, Mr. Paul Dacier opened the annual general meeting of shareholders (the "**AGM**") of AerCap Holdings N.V. (the "**Company**").

The Chairman introduced:

- Mr. Aengus Kelly, our Chief Executive Officer and member of the Company's board of directors (the "**Board**");
- Mr. Peter Juhas, our Chief Financial Officer;
- Mr. Paul van der Bijl and Mr. Daan Hagelstein from NautaDutilh, our Dutch legal counsel and member of the Proxy Committee;
- Mr. Maarten Kooyman, Mr. Jeroen Groenendal and Mr. Hasan Gurkan, auditors at KPMG Accountants N.V., our Dutch audit firm;
- Mr. Risteward Sheridan, our Company Secretary, who is appointed as the secretary of this meeting.

The Chairman stated for the record that the meeting had been convened with due observance of all legal and statutory provisions.

The Chairman recorded that approximately 81% of the issued and outstanding share capital of the Company was represented at the meeting, that no shareholder (other than Company executives) was present in person at the AGM, and that valid resolutions may be passed by an absolute majority of the votes cast for all voting items on the agenda. The Chairman noted that, for each voting item on the agenda, Mr. Hagelstein, member of the Company's Proxy Committee, should cast the votes in accordance with the voting instructions granted to him, after which the Chairman will determine whether the proposed item is adopted. No objections or questions were raised with respect to this method of voting.

*2. Report of the Nomination & Compensation Committee for the 2025 financial year (advisory vote)*

The Chairman introduced the next item on the agenda, which is an advisory vote item relating to an annual non-binding "Say-On-Pay" in relation to the compensation of the Company's executive director and of the other management members of the Group Executive Committee, as disclosed in the report of the Company's Nomination and Compensation Committee for the financial year 2025.

The Chairman put this proposal to a vote and recorded that the majority of the votes (55.7%) had been cast in favour of the proposal and that the proposal has been adopted. The Chairman concluded this item of the meeting.

3. *Report of the Board of Directors for the 2025 financial year*

The Chairman introduced the next item on the agenda, which is a non-voting item relating to the report of the Board for the 2025 financial year. Mr. Kelly and Mr. Juhas briefly highlighted the Company's performance for the financial year 2025.

After the presentation by Mr. Juhas, Mr. Kooyman briefly elaborated on the outcome on the external audit for the financial year 2025.

The Chairman thanked the Board and all employees of the Company for their efforts and the strong results of the Company in 2025.

The Chairman concluded this agenda item.

4. *Adoption of the annual accounts for the 2025 financial year*

The Chairman introduced the next item on the agenda, which is the proposal to adopt the annual accounts for the financial year 2025.

The Chairman put the proposal to a vote and recorded that the majority of the votes (100%) had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

5. *Reservation and dividend policy*

The Chairman noted that the next item on the agenda is a non-voting item relating to the reservation and dividend policy of the Company and he referred to the explanation to the agenda for further details.

The Chairman concluded this agenda item.

6. *Release of liability of the directors with respect to their management during the 2025 financial year*

The Chairman introduced the next item on the agenda, which is the release of liability of the directors in respect of their management during the financial year 2025.

The Chairman put the proposal to a vote and recorded that the majority of the votes (92.4%) had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

7. *Director (re-)appointments*

The Chairman stated that the next item on the agenda concerns the proposals for director (re-)appointments. It is proposed to re-appoint Ms. Stacey Cartwright,

Ms. Rita Forst and Mr. Robert Warden, as non-executive directors of the Company and to appoint Mr. William Douglas Parker as non-executive director of the Company.

The Chairman noted that the proposals for appointment and re-appointment are addressed and put to vote as separate voting items.

*7a. Re-appointment of Ms. Stacey Cartwright as non-executive director for a period of three years*

The Chairman stated that it is proposed to re-appoint Ms. Stacey Cartwright, as non-executive director for a period of three years. The re-appointment, if this proposal is adopted, takes immediate effect and will end at the close of our 2029 annual general meeting of shareholders.

The Chairman put the proposal to a vote and recorded that the majority of the votes (95.4%) had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

*7b. Re-appointment of Ms. Rita Forst as non-executive director for a period of three years.*

The Chairman stated that it is proposed to re-appoint Ms. Rita Forst as non-executive director for a period of three years. The re-appointment, if this proposal is adopted, takes immediate effect and will end at the close of our 2029 annual general meeting of shareholders.

The Chairman put the proposal to a vote and recorded that the majority of the votes (99.9%) had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

*7c. Re-appointment of Mr. Robert Warden as non-executive director for a period of four years.*

The Chairman stated that it is proposed to re-appoint Mr. Robert Warden as non-executive director for a period of four years. The re-appointment, if this proposal is adopted, takes immediate effect and will end at the close of our 2030 annual general meeting of shareholders.

The Chairman put the proposal to a vote and recorded that the majority of the votes (93.5%) had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

*7d. Appointment of Mr. William Douglas Parker as non-executive director for a period of four years.*

The Chairman stated that it is proposed to appoint Mr. William Douglas Parker as non-executive director for a period of four years. The appointment, if this proposal is adopted, takes immediate effect and will end at the close of our 2030 annual general meeting of shareholders.

The Chairman put the proposal to a vote and recorded that the majority of the votes (99.5%) had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

8. *Appointment of Mr. Peter L. Juhas as the person referred to in article 16, paragraph 8 of the Company's articles of association.*

The Chairman introduced the next item on the agenda, which is the appointment of Mr. Peter L. Juhas, the Chief Financial Officer of the Company, as the person being temporarily responsible for the management of the Company in case all members of the Board are prevented from acting, or are permanently absent, in accordance with article 16 paragraph 8 of the Company's articles of association.

The Chairman put the proposal to a vote and recorded that the majority of the votes (99.7%) had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

9. *Appointment of KPMG Accountants N.V. for the audit of the Company's annual accounts.*

The Chairman introduced the next item on the agenda, which is the proposal to appoint KPMG Accountants N.V. as the registered accountant of the Company for the audit of the Company's annual accounts for the fiscal year ending December 31, 2026.

The Chairman put the proposal to a vote and recorded that the majority of the votes (99.8%) had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

10. *(a) Authorization of the Board of Directors to issue shares and to grant rights to subscribe for shares*  
*(b) Authorization of the Board of Directors to limit or exclude pre-emptive rights in relation to agenda item 10(a)*

The Chairman stated that the ninth item on the agenda concerns the proposals to authorize the Board to issue shares and to grant rights to subscribe for shares and to limit or exclude pre-emptive rights in relation thereto.

The Chairman stated that, if approved, the authorization proposed under agenda item 10(a) will together allow the Board to resolve upon the issuance of shares in

the capital of the Company, and the granting of rights to subscribe for shares in the capital of the Company, up to ten percent (10%) of the Company's issued share capital, subject to the conditions set forth in the explanation to the agenda and for a period of eighteen (18) months, starting from the date of this meeting. The Chairman stated that, if approved, the authorization proposed under agenda item 10(b) will allow the Board to limit or exclude pre-emptive rights in respect of any issue of shares or granting of rights to subscribe for shares pursuant to agenda item 10(a) for a period of eighteen (18) months, starting from the date of this meeting. The Chairman referred to the explanation to the agenda for further details.

The Chairman put the proposal to a vote as separate voting items and recorded that the majority of the votes (99.6% and 99.5% respectively) had been cast in favour of each of the proposals and that each of the proposals had been adopted. The Chairman concluded these agenda items.

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

The Chairman stated that the next item on the agenda concerns the proposals to (a) authorize the Board of Directors to repurchase shares and (b) conditionally authorize the Board of Directors to repurchase additional shares.

The Chairman stated that, if approved, the authorizations proposed under agenda items 11(a) and 11(b) will allow the Company to repurchase up to twenty percent (20%) of the Company's issued share capital, subject to the conditions set forth in the explanation to the agenda and for a period of eighteen (18) months, starting from the date of the AGM (i.e., 15 April 2026). The Chairman referred to the explanation to the agenda for further details.

The Chairman put the proposal to a vote as separate voting items and recorded that the majority of the votes (99.9% and 99.7% respectively) had been cast in favour of each of the proposals and that each of the proposals had been adopted. The Chairman concluded these agenda items.

12. *Approval of increase in number of ordinary shares in the Company's capital available for issuance under the Company's equity incentive plan*

The Chairman introduced the next item on the agenda, which is the proposal to approve the increase in number of ordinary shares in the Company's capital available for issuance under the Company's 2012 and 2014 equity incentive plan (the latter as last approved by the Company's AGM on May 12, 2021).

The Board has proposed to increase the number of ordinary shares in the

Company's capital available for issuance under each of the Company's equity incentive plan, by 3,500,000 additional ordinary shares in the Company's capital for each plan.

The Chairman hereby put this proposal to a vote, and the Chairman hereby recorded that the majority of the votes (77.2%) have been cast in favour of the proposal and that the proposal has been adopted. The Chairman concluded this agenda item.

*13. Reduction of capital through cancellation of shares*

The Chairman stated that the twelfth item on the agenda is the proposal to reduce the Company's issued share capital through cancellation of shares, that may be acquired by the Company during the period of eighteen (18) months, starting from the date of this meeting, pursuant to the authorizations to repurchase shares, as outlined under agenda item 11, or otherwise.

The Chairman put this proposal to a vote and recorded that the majority of the votes (99.7%) had been cast in favour of the proposal and that the proposal had been adopted. The Chairman concluded this agenda item.

*14. Questions*

Since the meeting has voted on all the proposals on the agenda, the Chairman gave the opportunity to discuss or ask questions regarding this agenda item. Since there were no questions or comments, the Chairman concluded this agenda item.

*15. Closing.*

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

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CHAIRMAN

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SECRETARY