

**AerCap Holdings N.V.**

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**Profile  
of the  
Non-Executive Directors  
of the  
Board of Directors**

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**7 December 2017**

## **1. Introduction**

- 1.1 AerCap Holdings N.V. (the **Company**) is a NYSE listed company, incorporated in the Netherlands and having its office and principal place of business in Ireland, with a one-tier board structure. This profile regulates the number of Non-Executive Directors on the board of directors of AerCap Holdings N.V. (the **Board of Directors**) and the composition of their group.

## **2. Size**

- 2.1 The Board of Directors shall consist of a maximum of twelve (12) Directors including one (1) Executive Director. The other Directors shall be Non- Executive Directors.
- 2.2 The Non-Executive Directors shall be appointed in accordance with applicable law, the Company's Articles of Association and/or the Company's Rules for the Board of Directors, including its Committees. The Board of Directors appointment schedule is posted on the Company's website.

## **3. Independence**

- 3.1 In accordance with article 2.3.2 of the Company's Rules for the Board of Directors, including its Committees, the Board of Directors intends to meet the independence requirements of the Dutch Corporate Governance Code, as applied by the Company.
- 3.2 The Non-Executive Director who is serving as chairman of the Board of Directors shall not have been an executive director of the Company.

## **4. Composition**

- 4.1 The composition of the Board of Directors shall be such that proper and independent supervision by the Non-Executive Directors is assured. 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. When aiming for gender diversity, article 2:166 of the Dutch Civil Code shall be taken into account provided that gender is only one part of a diverse composition and the Non-Executive Directors will be primarily selected on the basis of core competencies, professional backgrounds and skill sets as listed in clause 4.3.
- 4.2 The Non-Executive Directors are from diverse professional backgrounds and

combine a broad spectrum of experience and expertise with a reputation for integrity. All Non-Executive Directors have experience in positions with a high degree of responsibility and have a proven ability to exercise mature business judgement.

- 4.3 The Non-Executive Directors as a whole should also possess the core competencies, professional backgrounds and skill sets listed below, and each member is nominated on the basis of their potential contribution in terms of knowledge, experience and skill in one or more areas, regardless of gender or race and in accordance with the needs of the Board of Directors and its committees at the time of nomination and should be capable of assessing the broad outline of the overall policy.

Aviation expertise

- a. aircraft operating expertise;
- b. aircraft leasing expertise;
- c. transportation or logistics expertise;

Management expertise

- d. international management expertise;
- e. experience with political, economic and social relations, domestic and international;
- f. financial and accounting expertise;
- g. information technology and human resources expertise;
- h. marketing and networking expertise;
- i. strategy and management expertise;

Corporate governance expertise

- j. corporate legal expertise in a complex legal and regulatory environment;
- k. familiarity with the requirements of the New York Stock Exchange and the SEC;
- l. familiarity with the corporate governance requirements for public companies in the Netherlands; and
- m. familiarity with corporate social responsibility issues that are relevant for the Company and its business.

- 4.4 The Non-Executive Director who is serving as chairman of the Board of Directors shall also meet the following criteria:

- a. he/she shall have demonstrable experience in a management func-

tion within a complex internationally operating organisation;

- b. he/she shall have demonstrable experience in a supervisory or non-executive role within a complex internationally operating organisation;
- c. he/she shall have an excellent reputation and great authority.

- 4.5 At least one Non-Executive Director shall be a financial expert, in the sense that the Non-Executive Director has relevant knowledge and experience of financial administration and international accounting for listed companies or other large legal entities (including knowledge of and experience with IFRS and US GAAP).

## **5. Disclosure**

- 5.1 This profile shall be posted on the Company's website.