
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of March 2019

Commission File Number 001-33159

AERCAP HOLDINGS N.V.

(Translation of Registrant's Name into English)

AerCap House, 65 St. Stephen's Green, Dublin 2, Ireland, +353 1 819 2010
(Address of Principal Executive Office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Other Events

On March 12, 2019, AerCap Holdings N.V. made available on its website documents relating to its annual general meeting of shareholders to be held on April 24, 2019. Copies of certain of these documents are attached as exhibits 99.1 through 99.3.

Exhibits

- 99.1 Notice and Agenda for the Annual General Meeting of Shareholders.
- 99.2 Explanation to the Agenda for the Annual General Meeting of Shareholders.
- 99.3 Draft Deed of Amendment to the Articles of Association (English Translation).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AERCAP HOLDINGS N.V.

By: /s/ Aengus Kelly

Name: Aengus Kelly

Title: Authorized Signatory

Date: March 12, 2019

EXHIBIT INDEX

- 99.1 Notice and Agenda for the Annual General Meeting of Shareholders.
- 99.2 Explanation to the Agenda for the Annual General Meeting of Shareholders.
- 99.3 Draft Deed of Amendment to the Articles of Association (English Translation).



AERCAP HOLDINGS N.V.

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given of the annual general meeting of shareholders of AerCap Holdings N.V., a public limited liability company (*naamloze vennootschap*) incorporated in the Netherlands with corporate seat in Amsterdam and Dutch trade register number 34251954 (the "**Company**") to be held on Wednesday April 24, 2019 at 10:30 a.m. (Amsterdam time) at the offices of NautaDutilh N.V. at Beethovenstraat 400, 1082 PR Amsterdam, The Netherlands (the "**Meeting**").

The agenda for the Meeting, including proposals made by the Board of Directors, is as follows:

1. Opening.
2. Report of the Board of Directors for the 2018 financial year (for discussion).
3. Disclosure of remuneration in the annual accounts for the 2018 financial year (for discussion).
4. Adoption of the annual accounts for the 2018 financial year (voting item).
5. Reservation and dividend policy (for discussion).
6. Release of liability of the directors with respect to their management during the 2018 financial year (voting item).
7. (a) Appointment of Ms. Stacey L. Cartwright as non-executive director for a period of four years (voting item).
(b) Appointment of Ms. Rita Forst as non-executive director for a period of four years (voting 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 (voting item).
9. Appointment of PricewaterhouseCoopers Accountants N.V. for the audit of the Company's annual accounts for the 2019 financial year (voting item).
10. (a) Authorization of the Board of Directors to issue shares and to grant rights to subscribe for shares (voting item).
(b) Authorization of the Board of Directors to limit or exclude pre-emptive rights in relation to agenda item 10(a) (voting item).
(c) Authorization of the Board of Directors to issue additional shares and to grant additional rights to subscribe for shares (voting item).
(d) Authorization of the Board of Directors to limit or exclude pre-emptive rights in relation to agenda item 10(c) (voting item).
11. (a) Authorization of the Board of Directors to repurchase shares (voting item).
(b) Conditional authorization of the Board of Directors to repurchase additional shares (voting item).

12. Reduction of capital through cancellation of shares (voting item).
13. (a) Amendment to the articles of association (voting item).
(b) Designation of each of the Company's directors and each (candidate) civil law notary and lawyer at NautaDutilh N.V. to implement the amendment to the articles of association (voting item).
14. Questions.
15. Closing.

Copies of the agenda for the Meeting stating the topics to be considered, the explanation to the agenda, the annual report comprising the annual accounts and the report of the Board of Directors for the 2018 financial year, the proposed amendment to the articles of association, and other meeting documents (collectively, the "**Proxy Materials**") can be obtained free of charge by shareholders who are registered in the Company's shareholders' register ("**Holders of Registered Shares**"), shareholders who hold their shares indirectly through Cede & Co., as nominee for the Depository Trust Company ("**Holders of Listed Shares**" and together with the Holders of Registered Shares, the "**Shareholders**" and such shares the "**Shares**"), others with meeting rights under Dutch law in respect of the Company ("**Others with Meeting Rights**") and their respective representatives, until the close of the Meeting, at the place of the Meeting, at the offices of the Company at AerCap House, 65 St. Stephen's Green, Dublin D02 YX20, Ireland, and at Broadridge Corporate Issuer Solutions, Inc., the Company's transfer agent in connection with the listing of the Company's shares at the New York Stock Exchange, at 1155 Long Island Avenue, Edgewood, NY, 11717, U.S.A. and are also available free of charge during the Meeting. Copies of the Proxy Materials are also available on the Company's website (www.aercap.com).

The Board of Directors has determined that only those who are Shareholders or Others with Meeting Rights on March 27, 2019 (the "**Record Date**") and who are registered in the Company's shareholders' register on that date, or have a valid proxy from such Shareholders or Others with Meeting Rights, may attend and, if applicable, vote at the Meeting. Holders of Registered Shares and Others with Meeting Rights who are not yet registered may send a registration request by e-mail to shareholdersmeeting@aercap.com.

The Company will mail the Proxy Materials and a proxy form to Shareholders who owned their Shares (whether or not through Cede & Co., as nominee for the Depository Trust Company) on March 4, 2019. This mailing will allow Shareholders more time to read and consider the Proxy Materials. However, such Shareholders' votes will not count unless they are Shareholders on the Record Date.

The Company will make a second distribution of Proxy Materials following the Record Date to Shareholders who acquired their Shares after March 4, 2019 and who continued to hold their Shares up to and including the Record Date, to ensure that all Shareholders who hold Shares on the Record Date have the opportunity to vote.

[Notice of the Annual General Meeting of Shareholders](#)

It is recommended that Shareholders vote promptly after receipt of the Proxy Materials and proxy form in accordance with the voting instructions contained therein, to allow sufficient time for the voting instructions and proxies to be tabulated.

Shareholders and Others with Meeting Rights wishing to exercise their meeting rights by submitting a proxy must return the proxy in accordance with the instructions set forth in the proxy form no later than April 17, 2019. Shareholders and Others with Meeting Rights wishing to exercise their meeting rights in person must (i) notify the Company by submitting an e-mail stating their name and the number of Shares they hold, or to which their meeting rights relate, to shareholdersmeeting@aercap.com and (ii) in the case of Holders of Listed Shares, provide the Company with appropriate evidence of ownership of and authority to vote such Shares, no later than April 17, 2019.

Access to the Meeting by Shareholders, Others with Meeting Rights or proxy holders will be permitted after verification of personal identification.

For further information please see www.aercap.com.

Requests for information can also be sent to: shareholdersmeeting@aercap.com.

The Board of Directors

March 12, 2019

[Notice of the Annual General Meeting of Shareholders](#)

EXPLANATION TO THE AGENDA

Explanation to the agenda for the annual general meeting of shareholders of AerCap Holdings N.V., a public limited liability company (*naamloze vennootschap*) incorporated in the Netherlands with corporate seat in Amsterdam and Dutch trade register number 34251954 (the “**Company**”) to be held on Wednesday April 24, 2019 at 10:30 a.m. (Amsterdam time) at the offices of NautaDutilh N.V. at Beethovenstraat 400, 1082 PR Amsterdam, The Netherlands.

Agenda item 2 (for discussion):

The Dutch Civil Code requires that the Board of Directors prepare a report with respect to, among other things, the business of the Company and the conduct of its affairs during the preceding financial year. In accordance with Dutch law and the articles of association of the Company, a summary of the contents of the report of the Board of Directors for the financial year 2018 will be discussed at the annual general meeting of shareholders.

Due to the international nature of the Company’s business, the report of the Board of Directors for the financial year 2018 has been prepared in the English language, which is permitted under Article 2:391(1) of the Dutch Civil Code, subject to approval by the Company’s general meeting of shareholders. Such approval has been obtained for the 2006 financial year and subsequent financial years.

Agenda item 3 (for discussion):

The Dutch Civil Code requires that the statements in the explanatory notes to the annual accounts made pursuant to Articles 2:383c through e of the Dutch Civil Code, regarding the remuneration of the directors and employees of the Company, shall be included as a separate item on the agenda for the annual general meeting of shareholders and be discussed prior to the adoption of the annual accounts. For purposes of such discussion, reference is made to the relevant sections of the Company’s annual accounts and the related disclosures in the report of the Board of Directors.

Agenda item 4 (voting item):

The Dutch Civil Code requires the preparation of the Company’s annual accounts, consisting of a balance sheet and a profit and loss account with respect to the preceding financial year, together with the explanatory notes thereto. Under Article 2:406 of the Dutch Civil Code, the annual accounts consist of the annual accounts of the Company on an unconsolidated basis and the consolidated accounts of the Company and its subsidiaries.

Due to the international nature of the Company’s business, the annual accounts for the financial year 2018 have been prepared in the English language, which is permitted under article 2:362 of the Dutch Civil Code, subject to approval by the Company’s general meeting of shareholders. Such approval has been obtained for the 2006 financial year and subsequent financial years.

Agenda item 5 (for discussion):

The Board of Directors has determined that the entire 2018 profit shall be reserved and that no profits shall be distributed as dividends to the shareholders.

Pursuant to the articles of association of the Company, the decision to reserve profits is at the discretion of the Board of Directors. The Board of Directors continues to believe that it is in the best interests of the Company to reserve all profits, noting that this policy may be reconsidered in the future. Any reconsideration of this policy will depend on future earnings and capital needs, and the Company's operating and financial condition, among other factors that the Board of Directors may deem relevant.

The Board of Directors is continuously assessing the best use of the Company's capital, whether it be asset purchases, deleveraging and/or return of capital to the Company's shareholders through share repurchases and/or dividend payments, if any. In 2018, the Company repurchased approximately 14 million of its own shares. Further share repurchases have been completed since January 1, 2019. The Company recently announced a new share repurchase program, which will run through September 30, 2019 and will allow additional share repurchases of up to US\$ 200 million until such date. The timing of repurchases and the exact number of shares to be repurchased will - within the scope of the authorizations granted by the Company's general meeting of shareholders in this respect - be determined by the Board of Directors, in its discretion, and will depend upon market conditions and other factors. The program will be funded using the Company's cash on hand and cash generated from operations. The program may be suspended or discontinued at any time.

Agenda item 6 (voting item):

It is proposed to release the directors (*leden raad van bestuur*) from liability (*kwijting verlenen aan*) with respect to their management during the 2018 financial year. Such release only applies to matters that are disclosed in the annual accounts or have otherwise been disclosed to the Company's general meeting of shareholders prior to the resolution to release.

Agenda item 7:

We are pleased to propose the appointment of two new Non-Executive Directors, Ms. Stacey Cartwright and Ms. Rita Forst. We refer to their excellent curriculums below, and we are confident that the Company would greatly benefit from their experience and expertise and an increasingly diverse composition of the Board of Directors.

Agenda item 7a (voting item):

It is proposed that Ms. Stacey L. Cartwright be appointed as Non-Executive Director of the Company for a period of four years with immediate effect. Her term of appointment will end at the close of the Company's 2023 annual general meeting of shareholders.

Ms. Cartwright currently serves as a Non-Executive Director of Savills PLC and she is a Senior Independent Director of the Football Association Ltd. She 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 from 2011 to 2016. Ms. Cartwright is a qualified chartered accountant and she received a BSc from the London School of Economics.

The Board of Directors believes that the Company would greatly benefit from the appointment of Ms. Cartwright, given her extensive commercial and management experience in senior corporate positions.

Agenda item 7b (voting item):

It is proposed that Ms. Rita Forst be appointed as Non-Executive Director of the Company for a period of four years with immediate effect. Her term of appointment will end at the close of the Company's 2023 annual general meeting of shareholders.

Ms. Forst is currently a freelance business consultant in drive and vehicle technology, and she serves as Non-Executive Director of Norma Group SE and ElringKlinger AG. Ms. Forst holds advisory positions with various European and American based companies in the automotive industry. Ms. Forst spent more than 35 years at the Opel European division of General Motors in senior technical and engineering 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 General Motors Institute (U.S.) and the Darmstadt University of Applied Technology (Germany).

The Board of Directors believes that the Company would greatly benefit from the appointment of Ms. Forst, given her extensive technical and management experience in senior corporate positions.

Agenda item 8 (voting item):

A person appointed in accordance with article 16, paragraph 8 of the Company's articles of association shall be temporarily responsible for the management of the Company in case all directors are absent or prevented from acting.

It is proposed to appoint Mr. Peter L. Juhas as the person referred to in article 16, paragraph 8 of the Company's articles of association.

Mr. Juhas was appointed Chief Financial Officer of the Company in April 2017, following his appointment as Deputy Chief Financial Officer of the Company in 2015. Prior to joining the Company, Mr. Juhas was the global head of strategic planning at AIG, where he led the sale of ILFC to the Company in 2014. Prior to joining AIG, Mr. Juhas was a Managing Director at Morgan Stanley, where he led the Company's initial public offering in 2006. 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.

Agenda item 9 (voting item):

The registered accountant examines the annual accounts of the Company. Article 2:393 of the Dutch Civil Code stipulates that the general meeting of shareholders is authorized to appoint the registered accountant for the audit of the Company's annual accounts. It is proposed to appoint PricewaterhouseCoopers Accountants N.V. for the audit of the Company's annual accounts for the financial year 2019. The Board of Directors believes that, in view of their continued focus on engagement performance and quality, renewal of the appointment of PricewaterhouseCoopers Accountants N.V. would best serve the Company and its shareholders.

Agenda item 10:

Under Dutch law and article 4, paragraph 1 of the Company's articles of association, the Company's general meeting of shareholders may designate the Board of Directors as the corporate body authorized to resolve upon the issuance of shares in the capital of the Company and to determine the price and further terms and conditions of such issuance, and the granting of rights to subscribe for shares in the capital of the Company. On such designation, the number of shares that may be issued must be specified. Under Dutch law and article 5, paragraph 3 of the Company's articles of association, the Company's general meeting of shareholders may designate the Board of Directors as the corporate body authorized to resolve to limit or exclude pre-emptive rights. Both designations shall only be valid for a specified period of not more than five (5) years and may from time to time be extended for a period of not more than five (5) years. In Dutch corporate practice, a period of eighteen (18) months is customary. The general meeting of shareholders has most recently made the abovementioned designations, each for a period of eighteen (18) months, at the 2018 annual general meeting of shareholders.

Agenda item 10a (voting item):

It is proposed to authorize the Board of Directors and for that purpose, designate the Board of Directors as the authorized corporate body, to resolve upon the issuance of shares in the capital of the Company and to determine the price and further terms and conditions of such issuance, and the granting of rights to subscribe for shares in the capital of the Company, for a period of eighteen (18) months from the date of this annual general meeting of shareholders, and provided that the aggregate number of shares that may be issued and rights that may be granted pursuant to this authorization shall not exceed 10% of the issued share capital at the date of such authorization (April 24, 2019).

The Board of Directors may use the authorization pursuant to this agenda item 10a for any purpose as it deems fit.

Agenda item 10b (voting item):

It is furthermore proposed to authorize the Board of Directors and for that purpose, designate the Board of Directors as the authorized corporate body, to resolve to limit or exclude pre-emptive rights in respect of any issue of shares or granting of rights to subscribe for shares to be resolved upon by the Board of Directors pursuant to agenda item 10a, for a period of eighteen (18) months from the date of this annual general meeting of shareholders.

A resolution of the Company's general meeting of shareholders to designate the Board of Directors as the authorized corporate body, to resolve to limit or exclude pre-emptive rights in respect of any issue of shares or granting of rights to subscribe for shares, as described above, shall 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.

Agenda item 10c (voting item):

It is proposed to further authorize the Board of Directors and for that purpose, designate the Board of Directors as the authorized corporate body, to resolve upon the issuance of additional shares in the capital of the Company and to determine the price and further terms and conditions of such issuance, and the granting of additional rights to subscribe for shares in the capital of the Company, for a period of eighteen (18) months from the date of this annual general meeting of shareholders, and provided that:

- a) the aggregate number of shares that may be issued and rights that may be granted pursuant to this further authorization shall not exceed 10% of the issued share capital at the date of such authorization (April 24, 2019); and
- b) the shares that may be issued and rights that may be granted pursuant to this further authorization may only be used in connection with mergers and/or strategic alliances and/or acquisitions of a business or a company.

If approved, the authorizations proposed under agenda items 10a and 10c will together allow the Board of Directors 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 a maximum of 20% of the Company's issued share capital at the date of such authorizations (April 24, 2019). In case of a merger and/or strategic alliance and/or an acquisition of a business or a company as referred to under b), the Board of Directors may resolve to first use the authorization pursuant to agenda item 10c and secondly, if needed, use the authorization pursuant to agenda item 10a.

Agenda item 10d (voting item):

It is proposed to further authorize the Board of Directors and for that purpose, designate the Board of Directors as the authorized corporate body, to resolve to limit or exclude pre-emptive rights in respect of any issue of shares or granting of rights to subscribe for shares to be resolved upon by the Board of Directors pursuant to agenda item 10c, for a period of eighteen (18) months from the date of this annual general meeting of shareholders.

A resolution of the Company's general meeting of shareholders to designate the Board of Directors as the authorized corporate body, to resolve to limit or exclude pre-emptive rights in respect of any issue of shares or granting of rights to subscribe for shares, as described above, shall 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.

Agenda item 11:

Under article 6, paragraph 1 of the Company's articles of association and in accordance with Dutch law, the Company may, subject to certain Dutch statutory provisions, acquire and hold up to half of the Company's issued share capital. Any such acquisitions are subject to the authorization of the general meeting of shareholders, which authorization shall be valid for no more than eighteen (18) months. The general meeting of shareholders has most recently granted the abovementioned authorization at the 2018 annual general meeting of shareholders.

Agenda item 11a (voting item):

It is proposed to authorize the Board of Directors for a period of eighteen (18) months from the date of this annual general meeting of shareholders to acquire the Company's own shares up to 10% of the issued share capital at the date of such authorization (April 24, 2019), whether through purchases on the New York Stock Exchange or by any other means, for a price per share that is between an amount equal to zero and an amount which is not higher than 10% above:

- (1) the closing price of the Company's shares quoted on the New York Stock Exchange on the last trading day prior to the day that, at the discretion of the Board of Directors, (x) the acquisition of such shares ("**Acquisition**") is effected or (y) the binding commitments (through contract, tender offer or otherwise) with respect to an Acquisition ("**Binding Commitments**") are entered into, in each case outside opening hours of the New York Stock Exchange; or

- (2) the price of the Company's shares quoted on the New York Stock Exchange or, should such quotation not exist, the last previous quotation on the New York Stock Exchange, at the time that, at the discretion of the Board of Directors, (x) the Acquisition is effected or (y) the Binding Commitments are entered into, in each case during opening hours of the New York Stock Exchange; or
- (3) in the case of an accelerated repurchase arrangement or similar program, the volume weighted average price, or such other average price as determined by the Board of Directors, of the Company's shares quoted on the New York Stock Exchange over the term of the arrangement, as such average price may be adjusted as a result of market disruptions or similar factors in accordance with the terms of such arrangement,

provided that the number of shares which the Company may at any time hold in its own capital will not exceed 10%.

Agenda item 11b (voting item):

It is proposed to further authorize the Board of Directors for a period of eighteen (18) months from the date of this annual general meeting of shareholders, to acquire the Company's own shares up to an additional 10% of the issued share capital at the date of such authorization (April 24, 2019), whether through purchases on the New York Stock Exchange or by any other means, for a price per share that is between an amount equal to zero and an amount which is not higher than 10% above:

- (1) the closing price of the Company's shares quoted on the New York Stock Exchange on the last trading day prior to the day that, at the discretion of the Board of Directors, (x) the Acquisition is effected or (y) the Binding Commitments are entered into, in each case outside opening hours of the New York Stock Exchange; or
- (2) the price of the Company's shares quoted on the New York Stock Exchange or, should such quotation not exist, the last previous quotation on the New York Stock Exchange, at the time that, at the discretion of the Board of Directors, (x) the Acquisition is effected or (y) the Binding Commitments are entered into, in each case during opening hours of the New York Stock Exchange; or
- (3) in the case of an accelerated repurchase arrangement or similar program, the volume weighted average price, or such other average price as determined by the Board of Directors, of the Company's shares quoted on the New York Stock Exchange over the term of the arrangement, as such average price may be adjusted as a result of market disruptions or similar factors in accordance with the terms of such arrangement,

provided that the number of shares which the Company may at any time hold in its own capital will not exceed 10% (and that the authorization pursuant to this agenda item 11b shall thus be conditional upon cancellation of shares pursuant to agenda item 12).

If approved, the authorizations proposed under agenda items 11a and 11b will together allow the Company to acquire up to a maximum of 20% of its issued share capital, if applicable subject to cancellation of shares in accordance with agenda item 12. The Company may repurchase and acquire such shares at any time during the period of eighteen (18) months, starting from April 24, 2019. Repurchased shares may be cancelled with regularity, provided that the general meeting of shareholders adopts the proposal under agenda item 12.

Agenda item 12 (voting item):

It is proposed by the Board of Directors 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 from the date of this annual general meeting of shareholders, pursuant to the authorizations to repurchase shares, as outlined under agenda item 11, or otherwise (for example through a legal merger or for no consideration).

Pursuant to article 7 of the Company's articles of association, the general meeting of shareholders may resolve to reduce the issued share capital of the Company by cancelling shares, provided that the amount of the issued share capital does not fall below the minimum share capital as required by law.

The number of shares to be cancelled following this resolution will be determined by the Board of Directors or the Company's Chief Executive Officer. The cancellation may be executed in one or more tranches.

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

A resolution of the general meeting of shareholders to cancel the Company's shares, as described above, shall 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.

Agenda item 13a (voting item):

It is proposed by the Board of Directors to amend the Company's articles of association to reflect recent developments in Dutch law and practice. The proposed amendments are primarily of a technical nature and generally serve to improve consistency with current Dutch law and practice. For a further explanation, reference is made to the draft text of the proposed amendments and the explanation in connection therewith.

Agenda item 13b (voting item):

It is proposed by the Board of Directors to designate each of the Company's directors and each (candidate) civil law notary and lawyer at NautaDutilh N.V. to execute the notarial deed amending the Company's articles of association pursuant to agenda item 13a.

The Board of Directors
March 12, 2019

This is a translation into English of the deed of amendment to the articles of association of a public limited liability company under Dutch law. 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 nineteen, appeared before me, Paul Cornelis Simon van der Bijl, civil law notary at Amsterdam: [].

The person appearing before me declared that the general meeting of shareholders of **AerCap Holdings N.V.**, a public limited liability company (*naamloze vennootschap*) incorporated in the Netherlands, having its corporate seat in Amsterdam, the Netherlands (address: 65 St. Stephen's Green, AerCap House, Dublin 2, Ireland, trade register number 34251954) (the "**Company**"), held at Amsterdam, the Netherlands, on the twenty-fourth day of April two thousand and nineteen has resolved to partially amend the Company's articles of association (the "**Articles of Association**").

The Articles of Association were most recently amended by a deed executed on the twelfth day of May two thousand and sixteen before Wijnand Hendrik Bossenbroek, civil law notary at Amsterdam.

Further to this resolution the person appearing stated that the Articles of Association are amended as follows:

I. Article 14.2 will be:

"14.2 If a right of usufruct is created on shares, the shareholder shall be exclusively entitled to the voting rights attached to the shares concerned and voting rights may only be conferred on the holder of the right of usufruct in accordance with applicable law."

II. Article 14.3 will be:

"14.3 The holder of the right of usufruct without voting rights shall not be entitled to any of the rights which the law grants a holder of depository receipts issued with the cooperation of the Company."

III. Article 15.7 will be:

"15.7 The general policy with regard to the remuneration of the Board of Directors shall be determined by the general meeting of shareholders, upon a proposal of the nomination and compensation committee of the Board of Directors. The remuneration policy shall, at a minimum, address the items set out in Articles 2:383c up to and including 2:383e of the Dutch Civil Code, to the extent that these relate to the Board of Directors."

IV. Article 19.4 will be:

"19.4 If the Board of Directors fails to comply with a request referred to in the preceding paragraph in such manner that the general meeting of shareholders can be held within six weeks after the request, the persons who have made the request may be authorized by the summary proceedings judge of the district court in Amsterdam to convene the meeting themselves."

V. Article 21.1 will be:

"21.1 The notice convening a general meeting of shareholders shall be published with due observance of the relevant statutory convening period. The notice shall always contain (i) the agenda for the meeting, notwithstanding the statutory provisions regarding reduction of issued share capital and amendment of articles of association, (ii) the location and time of the general meeting of shareholders and (iii) the procedure for participating in the meeting through a proxy holder."

VI. Article 21.2 will be:

"21.2 The agenda shall contain such subjects to be considered at the meeting as the person(s) convening the meeting shall decide, and furthermore such other subjects, as one or more shareholders and others entitled to attend the meetings, at least representing the thresholds set by law from time to time, have so requested the Board of Directors in writing by reasoned request or as a proposal for a resolution to include in the agenda, at least sixty days before the date of the meeting. No valid resolutions can be adopted at a general meeting of shareholders in respect of subjects which are not mentioned in the agenda."

VII. Article 23.3 will be:

"23.3 Paragraph 1 will be applicable to those who (i) are a shareholder or another person entitled to attend a meeting as per a certain date, determined by the Board of Directors, such date hereinafter referred to as: the "record date", and (ii) who are as such registered in a register (or one or more parts thereof) designated thereto by the Board of Directors, hereinafter referred to as: the "register", regardless who will be shareholder at the time of the general meeting of shareholders. Shareholders and others entitled to attend the meeting who wish to attend a general meeting of shareholders, or who wish to be represented at the meeting by a proxy holder, must give notice to the Company prior to the general meeting of shareholders in accordance with the procedures described in the convening notice for the relevant meeting."

VIII. Article 23.7 will be:

"23.7 The general meeting of shareholders may adopt rules regarding the length of time for which shareholders may speak. In so far as such rules are not applicable, the chairman may determine the time for which shareholders may speak if he considers this desirable with a view to the orderly proceeding of the meeting."

IX. Article 25.2 will be:

"25.2 Each year, within the relevant period prescribed by applicable law, the Board of Directors shall draw up the annual accounts, consisting of a balance sheet and a profit and loss account in respect of the preceding financial year, together with the explanatory notes thereto. The Board of Directors shall furthermore prepare a report on the course of business of the Company in the preceding year."

X. Article 25.5 will be:

“25.5 Copies of the annual accounts accompanied by the certificate of the expert referred to in the preceding paragraph, the report of the Board of Directors, and the information to be added to each of such documents pursuant to the law, shall be made freely available at the office of the Company for the shareholders and the other persons entitled to attend meetings of shareholders as from the date of the notice convening the general meeting of shareholders at which meeting they shall be discussed, until the close thereof.”

XI. Article 27.5 will be:

“27.5 Notice of distributions and of the dates and places referred to in the preceding paragraphs of this article shall be made in accordance with applicable law and further in such manner as the Board of Directors may deem desirable.”

FINAL PROVISION

Finally, the person appearing declared that [he/she] has been appointed by the abovementioned general meeting of shareholders to lay down and confirm the amendment of the Articles of Association by notarial deed.

CONCLUSION

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]/[she] declared that [he]/[she] 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.