



**AERFINANCE SE**

**Form of Proxy**

For use at the Annual General Meeting of the Company on 9<sup>th</sup> of July 2015

I/We

of

a member/members of the above-named Company, hereby appoint the chairman of the meeting (note 1)

\_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 9<sup>th</sup> July 2015 at ul. Sabaly 60, Warsaw, Poland and at any adjournment thereof.

Signature \_\_\_\_\_

Dated: \_\_\_\_\_

Please indicate with an X in the spaces below how you wish your votes to be cast (note 4).

#### **ORDINARY RESOLUTIONS**

	For	Against
1. To receive the annual accounts of the Company for the financial year ended 31 <sup>st</sup> December 2014 and the reports of the directors and auditors thereon.		
2. To appoint Blaszkowski Advisory Services as auditors of the Company to hold office until the next general meeting at which accounts are laid before the Company and to authorise the directors to fix their remuneration.		
3. To re-elect Bartłomiej Herodecki as a director of the Company		
4. To re-elect Dariusz Ilski as a director of the Company		
5. To ratify and approve the remuneration of the directors of AerFinance PLC for the year ending 31 <sup>st</sup> December 2013.		
6. To pass Resolution that no dividend will be paid for the year ending 31 <sup>st</sup> December 2013		

Notes:

1. A member may appoint a proxy of his own choice who need not be a member of the Company. If such an appointment is made, delete the words "the chairman of the meeting" and insert the name of the person appointed proxy in the space provided.
2. If the appointor is a corporation, this proxy form must be executed under its seal or under the hand of some officer, attorney or other person authorised to sign the same in that behalf. If the appointor is not a corporation, this proxy form must be executed under the hand of the appointor or of his attorney duly authorised in that behalf.
3. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
4. If this proxy form is returned without any indications as to how the person appointed proxy shall vote, he or she will exercise their discretion as to how he or she votes or whether he or she votes or whether to abstain from voting.
5. To be valid, form(s) of proxy, must be lodged at the registered office of the company not less than 48 hours before the time appointed for meeting or adjourned meeting and must be accompanied by any power of attorney or other authority under which it is signed or by a notarially certified copy of such power or authority. Completion and return of proxy will not preclude a member from attending and voting in person if he so wishes.