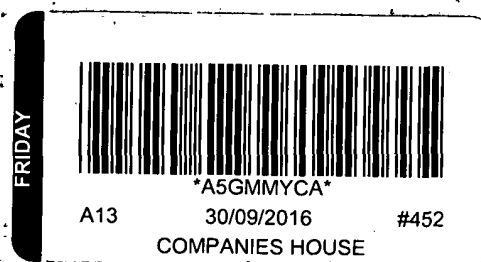


Registered number:
2830095

AerCap UK Limited

Directors' report and financial statements

For the financial year ended December 31, 2015



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AerCap UK Limited

Company Information

DIRECTORS

A. Joiner
P. Tak

COMPANY SECRETARY

TMF Corporate Administration Services Limited

REGISTERED NUMBER

2830095

REGISTERED OFFICE

6 St. Andrews Street, 5th Floor
London
EC4A 3AE

INDEPENDENT AUDITORS

PricewaterhouseCoopers
Chartered Accountants and Statutory Auditors
One Spencer Dock
North Wall Quay
Dublin 1

SOLICITORS

Mayer Brown International LLP
201 Bishopsgate
London
EC2M 3AF

Company definitions:

"the Company"

: AerCap UK Limited

"AerCap"

: AerCap Ireland Limited and its subsidiary undertakings

AerCap UK Limited

**Directors' report
For the financial year ended December 31, 2015**

The Directors present their report and the financial statements for the financial year ended December 31, 2015.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company provides administrative services to other Group companies. The performance of the Company is reviewed on an ongoing basis by the Directors. Its future results will depend, inter alia, on conditions in the aviation sector and the ability of AerCap to achieve satisfactory lease rates and minimize downtime.

FUTURE DEVELOPMENTS

The Directors have no plans to significantly change the activities and operations of the Company for the foreseeable future.

STRUCTURE AND FINANCING

The Company was incorporated on June 24, 1993. The Company is a wholly owned subsidiary of AerCap Ireland Limited. The Directors have prepared the accounts under FRS 101.

FINANCIAL RESULTS AND DIVIDENDS

The results for the year are set out on page 7. The profit for the year, after taxation amounted to \$480 thousand (2014: \$82 thousand). The Directors do not propose to pay a dividend.

DIRECTORS AND SECRETARY AND THEIR INTERESTS

There was no change in Directors during the year.

The Directors and Secretary of the Company who held office at December 31, 2015 and at December 31, 2014 had no interests in the shares in the Company or group companies during the year. The Directors and Secretary who held office during the year are listed on the company information page. Unless indicated otherwise, they served for the entire year.

No Director has or has had any interest in any transaction with the Company or other Group companies which is or was unusual in its nature or conditions or significant to the business of the Company or the Group within the year.

In accordance with the Articles of Association, the Directors are not required to retire by rotation.

POLITICAL CONTRIBUTIONS

The Company made no political or charitable donations or incurred any political expenditure during the year.

POST BALANCE SHEET EVENTS

There have been no significant events affecting the Company since the financial year end.

STATEMENT ON DISCLOSURE OF INFORMATION TO AUDITORS

Each of the Directors in office as at the date of this report confirms that:

- as far as they are aware there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all steps that they ought to have taken to make themselves aware of any relevant

AerCap UK Limited

**Directors' report
For the financial year ended December 31, 2015**

DIRECTORS' QUALIFYING THIRD PARTY INDEMNITY PROVISION

The Company has granted an indemnity to one or more of its Directors against liability in respect of proceedings brought by third parties, subject to conditions set out in S.234 of the Companies Act 2006, and as outlined in the Company's Articles of Association. Such qualifying third party indemnity provision remains in force at the date of approving the Directors' report.

AUDITORS

The auditors, PricewaterhouseCoopers, have expressed their willingness to continue in office.

This report was approved by the board on 28 September 2016 and signed on its behalf.


.....
A Joiner
Director

AerCap UK Limited

**Directors' responsibilities statement
For the financial year ended December 31, 2015**

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

Under Company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



Independent auditors' report to the members of AerCap UK Limited

Report on the financial statements

Our opinion

In our opinion, AerCap UK Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

The financial statements, included within the Annual Report, comprise:

- the Statement of Financial Position as at 31 December 2015;
- the Statement of comprehensive Income for the year then ended;
- the Statement of changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.



Independent auditors' report to the members of AerCap UK Limited - continued

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page [4], the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

A handwritten signature in black ink, appearing to read 'Ronan Doyle'.

Ronan Doyle (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers
Chartered Accountants and Statutory Auditors
Dublin
28 September 2016

AerCap UK Limited

Statement of comprehensive income For the financial year ended December 31, 2015

	Note	2015 \$000	2014 \$000
Turnover	2	2,242	2,712
Gross profit		2,242	2,712
Administrative expenses		(1,873)	(2,456)
Operating profit	3	369	256
Interest receivable and similar income		2	1
Profit before taxation		371	257
Taxation on profit on ordinary activities	5	109	(175)
Profit for the financial year		480	82
Other comprehensive income for the year		-	-
Total comprehensive income for the year		480	82

All amounts relate to continuing operations.

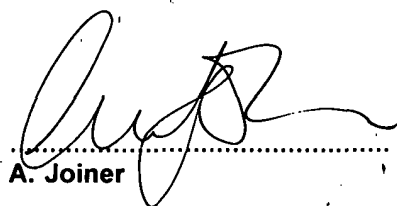
The notes on pages 10 to 16 form an integral part of these financial statements.

AerCap UK Limited

Statement of financial position As at December 31, 2015

	Note	2015 \$000	2014 \$000
CURRENT ASSETS			
Debtors: amounts falling due within 1 year	6	2,117	1,257
Cash and cash equivalents		<u>966</u>	<u>482</u>
		3,083	1,739
CREDITORS: amounts falling due within one year	7	<u>(739)</u>	<u>(185)</u>
NET CURRENT ASSETS		<u>2,344</u>	<u>1,554</u>
NET ASSETS		<u>2,344</u>	<u>1,554</u>
CAPITAL AND RESERVES			
Called up share capital	9	-	-
Profit and loss account		<u>2,344</u>	<u>1,554</u>
SHAREHOLDERS' FUNDS		<u>2,344</u>	<u>1,554</u>

The financial statements were approved and authorized by the board for issue and were signed on its behalf by:


A. Joiner

Date: 28 September 2016

The notes on pages 10 to 16 form an integral part of these financial statements.

AerCap UK Limited

**Statement of changes in equity
As at December 31, 2015**

	Share capital \$000	Other reserves \$000	Retained earnings \$000	Total equity \$000
Opening balance	-	560	994	1,554
Profit for the financial year	-	-	480	480
Paid in reserves	-	310	-	310
At December 31, 2015	-	870	1,474	2,344

	Share capital \$000	Other reserves \$000	Retained earnings \$000	Total equity \$000
Opening balance	-	-	912	912
Profit for the financial year	-	-	82	82
Paid in reserves	-	560	-	560
At December 31, 2014	-	560	994	1,554

The notes on pages 10 to 16 form an integral part of these financial statements.

**Notes to the financial statements
For the financial year ended December 31, 2015**

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION

The financial statements have been prepared on the going concern basis and in accordance with the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland ("FRS101") and the Companies Act 2006. The financial statements have been prepared under the historical cost convention, and are stated in US dollars, which is the principal operating currency of the Company and of the aviation industry.

FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in FRS 101 which addresses the financial reporting requirements and disclosure exemptions in the financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 1.7.

The Company is a qualifying entity for the purposes of FRS 101. Note 10 gives details of the Company's parent and from where its consolidated financial statements may be obtained.

Due to the nature of the Company's business and the type of transactions the Company is engaged in, the Directors have adopted the statement of total comprehensive income and the statement of financial position to suit the circumstances of the business in accordance with Section 396(4) of the Companies Act 2006.

The Company has notified its shareholders in writing about, and they do not object to, the use of the disclosure exemptions availed of by the Company in these financial statements, the most significant of which are summarised below:

- IAS 7, 'Statement of cash flows';
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a Group;
- Paragraphs 45(b) and 46 to 52 of IFRS 2, 'Share-based payment' (details of the number and weighted-average exercise prices of share options, and how the fair value of goods or services received was determined);
- IFRS 7 'Financial Instruments: Disclosures';
- Paragraphs 91 to 99 of IFRS 13 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities); and

The following principal accounting policies have been applied:

Notes to the financial statements
For the financial year ended December 31, 2015

1.2 FEE INCOME AND OTHE OPERATING EXPENSES

Fee income and operating expenses are accounted for in the year to which they relate.

1.3 CURRENT AND DEFERRED TAXATION

The tax expense for the period comprises current and deferred tax. The current tax charge comprises corporation tax on profits earned.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax is determined using tax rates that have been enacted or substantively enacted by the Statement of financial position date and are expected to apply when the related deferred income tax asset is realized or the deferred tax liability is settled.

A deferred tax asset is recorded where it is more likely than not to be recoverable. The recoverability of deferred tax assets is assessed annually by the Directors.

1.4 FOREIGN CURRENCY TRANSLATION

Functional and presentation currency

The Company's functional currency is USD.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

1.5 CREDITORS

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Notes to the financial statements
For the financial year ended December 31, 2015

1.6 SHARE BASED PAYMENTS

Certain employees receive AerCap Holdings N.V. share-based awards, consisting of restricted stock units and restricted stock. The share-based compensation expense is determined by reference to the fair value of the restricted stock units or restricted stock on the grant date and is recognized over the vesting period using the straight-line method, classified in operating expenses in the Income Statement. Vesting periods range between three years and five years and are subject to time-based or performance-based vesting conditions.

1.7 JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future years if the revision affects both current and future years. Further details are set out below:

Collectability of trade receivables

Evaluating collectability of trade receivables requires some level of subjectivity and judgement. When collectability of rental payments is not deemed probable, revenue is recognised when cash payments are received. Collectability is evaluated based on factors such as the lessee's credit rating, payment performance, financial condition and requests for modifications of lease terms and conditions as well as security received from the lessee in the form of guarantees and/or letters of credit.

1.8 CASH AND CASH EQUIVALENTS

The Company considers cash and cash equivalents to be cash on hand and highly liquid investments with maturities of 90 days or less. At December 31, 2015, cash and cash equivalents consists of cash at banks.

1.9 TRADE AND OTHER RECEIVABLES

Trade and other receivables are measured at historical cost. Appropriate allowances for estimated irrecoverable amounts are recognized in the statement of comprehensive income when there is objective evidence that the asset is impaired.

2. TURNOVER

An analysis of turnover by class of business is as follows:

	2015	2014
	\$000	\$000
Administration fees	<u>2,242</u>	<u>2,712</u>

Turnover represents fees earned in respect of administration services to other Group companies.

Notes to the financial statements
For the financial year ended December 31, 2015

3. OPERATING PROFIT

Auditors' remuneration was borne by AerCap Ireland Limited on behalf of the Company in the financial year ended December 31, 2015 or prior years as applicable and is not recharged specifically to the entity. Auditors' remuneration relates to statutory audit only.

Directors' emoluments are borne by another Group entity.

4. STAFF COSTS

Staff costs were as follows:

	2015	2014
	\$000	\$000
Wages and salaries	804	1,137
Social security costs	335	195
	<u>1,139</u>	<u>1,332</u>

The average number of employees, including the Directors, during the year was as follows:

	2015	2014
Employees	<u>4</u>	<u>4</u>

5. TAXATION

Factors affecting tax charge for the year

The standard rate of tax in the UK is 20.25% (2014: 21.49%). A reconciliation is set out below:

	2015	2014
	\$000	\$000
Analysis of tax charge in the period		
Deferred tax	-	-
Current tax	(109)	175
Total current tax	<u>(109)</u>	<u>175</u>
Factors affecting tax charge for the year		
Profit on ordinary activities before tax	<u>371</u>	<u>257</u>
Current tax at 20.25% (2014: 21.49%)	75	55

AerCap UK Limited

Notes to the financial statements For the financial year ended December 31, 2015

5. TAXATION *(continued)*

Factors affecting tax charge for the year *(continued)*

	2015 \$000	2014 \$000
Effects of:		
Expenses not deductible for tax purposes	70	128
Group relief	(145)	-
Foreign exchange movement	7	(6)
Adjustment in respect of prior year	(116)	(2)
Total tax charge for the year	(109)	175

Factors that may affect future tax charges.

There were no factors that may affect future tax charges.

6. DEBTORS: Amounts falling due within one year

	2015 \$000	2014 \$000
Amounts due from group companies	1,899	1,218
Income tax asset	213	-
Trade debtors	5	39
	2,117	1,257

Amounts due from group companies are unsecured and are repayable on demand.

7. CREDITORS: Amounts falling due within one year

	2015 \$000	2014 \$000
Corporation tax	-	157
Accruals and deferred income	739	28
	739	185

8. SHARE BASED PAYMENTS

The Company recognized total expenses of \$310 thousand in the period (2014: \$560 thousand) related to restricted stock units (RSUs) issued by AerCap but held by employees or secondees of the Company.

Notes to the financial statements
For the financial year ended December 31, 2015

8. SHARE BASED PAYMENTS *(continued)*

Details of the movement in the RSUs during the financial year:

	Number of RSUs	\$ Weighted Average Grant Date Fair Value \$000
RSUs outstanding at December 31, 2014	55,000	23
Employee/seconded transfers	-	-
Granted in the period	-	-
Vested in the period	-	-
Cancelled in the period	-	-
Outstanding at December 31, 2015	55,000	23

9. SHARE CAPITAL

	2015 £	2014 £
Authorised		
100 Ordinary shares of £1.00 each	<u>100</u>	<u>100</u>
Issued		
2 Ordinary shares of £1.00 each	<u>2</u>	<u>2</u>

Notes to the financial statements
For the financial year ended December 31, 2015

10. CONTROLLING PARTY

The Company is a 100% indirect subsidiary of AerCap Holdings N.V., a company incorporated in the Netherlands, into which the results of the Company are consolidated. The consolidated accounts of AerCap Holdings N.V. are publicly available from the Trade Register in the city of Amsterdam under the number 34251954.

11. FIRST TIME ADOPTION OF FRS101

As stated in note 1 these are the Company's first financial statements prepared in accordance with FRS101. The Company transitioned to FRS 101 on January 1, 2014. The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended December 31 2015 and the comparative information presented in the financial statements for the year ended December 31, 2014. There were no significant recognition and measurement differences identified on transition to FRS101. The Company has included all additional requirements as a result of applying FRS101.

12. POST BALANCE SHEET EVENTS

There have been no significant events affecting the Company since the financial year end.

13. APPROVAL OF FINANCIAL STATEMENTS

The board of Directors approved these financial statements on 28 September 2016.