

This summary should be read as an introduction to Prospectus. Any decision to invest in the Shares should be based on the Prospectus as a whole by the investor.

Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the relevant EEA state, have to bear the costs of translating the Prospectus before the legal proceedings are initiated.

Civil liability attaches to those persons who are responsible for the summary, including any translations of the summary, but only if the summary is misleading, inaccurate, or inconsistent when read together with other parts of the Prospectus.

1. Business

AerFinance PLC is a holding company, incorporated in November 2006. The Company became listed on the Frankfurt Open Market and German Stock Exchange in February 2008. Due to the very limited amount of free-float and that there is no business link to Germany at the moment, the last General Meeting resolved to de-list from the Frankfurt Exchange on 30th December 2010 and to list in near future on the New Connect Market of the Warsaw Stock Exchange, which is more appropriate for the region in which the Group operates.

The Company's general investment strategy is to manage and acquire a portfolio of airline, aircraft maintenance, flight training and other aviation related companies with proven concepts, market experience and future potential for further development and capital growth in emerging markets especially in eastern Europe where there is an increasing demand for air transportation and related services. Our software business Air Market S.A. and AerSoftware Sp. z o.o., both received grants from the European Union for Innovation which helped to contribute to own investments made into these subsidiaries.

In this year, AerFinance plc intends to establish itself into the aircraft leasing and trading business by acquiring largely discounted / distressed corporate or regional aircraft from Western European or United States banks or leasing companies or even individual owners, utilizing the management's experience and relationship to vendors and customers and valuation and maintenance capabilities of its portfolio company AvTech Aviation & Engineering plc.

AerFinance plc currently own shares in the following companies:

| Companant Name | Business Description | Stake | Location of Company |
|-----------------------------------|---|-------|---------------------|
| Air Market S.A. | Aircraft Charter Marketplace (www.charterly.com), listed on the New Connect (Warsaw Stock Exchange) | 91% | Warsaw, Polska |
| AerSoftware Sp. z o.o. | Electronic flight management, scheduling system provider | 100% | Warsaw, Polska |
| AvTech Aviation & Engineering PLC | Aircraft Maintenance Company | 12,5% | Biggin Hill, UK |
| „Direct Fly” UAB | Executive Airline | 70% | Vilnius, Litwa |
| IMW Sp. z o.o. | Business Incubator providing venture capital to start-ups in the aviation & IT sector and in the progress of setting up the first Flight Simulator Center in Poland | 67% | Warsaw, Polska |
| AlertFinansowy.pl Sp. z o.o. | Media (Financial) – Community for consumer financial products. | 22,5% | Warsaw, Polska |

Investment Strategy and Prospects

Following Admission, the cash held by the Company together with the net proceeds of any subsequent share issue will be placed on deposit with the Company's bankers. Thereafter, the proceeds will be primarily used to acquire the first aircraft, spare-parts and tools for resale or lease-out. and to provide additional working capital for the Group. The Directors will continuously be seeking additional company acquisitions with the objective to producing long-term capital growth and increasing dividend. The target companies should be profitable or have significant asset values, and the owners of the business should accept a large part of the consideration for any acquisition in new Ordinary Shares or other securities issued by the Company.

The Directors will also on an exceptional basis consider loss making targets where, in the Directors view, there is a clear opportunity to develop a profitable and attractive business. While the Directors expect to concentrate their efforts in Poland and Eastern Europe, a broader range of potential investments may be considered should appropriate opportunities arise.

Whenever the Directors identifying a new opportunity and arrange an aircraft purchase for investment purposes, a new limited-liability company (special purpose company) is set up to hold the asset. The aircraft is then leased to financially trustworthy airlines on a long-term lease agreement that fully covers the aircraft investment company's operations. The special purpose companies are eventually sold out of AerFinance with the attached leasing contract when market conditions are right, yielding a profit.

2. Summary Financial Information

The selected results for the year ended 30th April 2010, 2009 and 2008 set out below are extracted without material adjustment from “PART XXIV – Auditors Report and Financial Information on the Company”. The Company produced for 30th April 2010 the first consolidated accounts and for this reason the Auditors Report is qualified to the following affect:

- a.) The auditors were unable to determine whether adequate accounting records have been kept
- b.) The auditors have nothing to report in respect of the following matters where the Companies Act 2006 requires to report to the directors:
- c.) Returns adequate for our audit have not been received from branches not visited by us; or
- d.) The parent company financial statements are not in agreement with the accounting records and returns; or
- e.) Certain disclosure of directors’ remuneration specified by law are not made.

For the Company

| | year ended on 30/04/2010 | year ended on 30/04/2009 | year ended on 30/04/2008 |
|----------------------|-----------------------------|-----------------------------|-----------------------------|
| Revenue | £ 249 920 | £ 0 | £ 18 841 |
| Operating Profit | £ 108 715 | £ -133 018 | £ -54 742 |
| Profit for the Year | £ 108 715 | £ -133 572 | £ -54 742 |
| Total Assets | £ 264 904 | £ 92 351 | £ 197 959 |
| Current Assets | £ 59 888 | £ 80 256 | £ 197 959 |
| Cash and equivalents | £ 865 | £ 156 | £ 2 026 |
| Equity | £ 178 388 | £ 69 673 | £ 161 449 |
| Total Liabilities | £ 86 516 | £ 22 678 | <u>£ 36 510</u> |

Consolidated for the Group

| | |
|----------------------|-----------|
| Total Assets | £ 513 217 |
| Current Assets | £ 279 125 |
| Cash and equivalents | £ 108 348 |
| Equity | £ 197 923 |
| Total Liabilities | £ 315 294 |

3. Risk factors

Investors should be aware of the risks associated with an investment in the Company. In particular, the following risk factors should be considered:

- the value of the Ordinary Shares may go down as well as up. Investors may therefore realise less than their original investment.
- the market price may not reflect the underlying value of the Company
- the Company's future success will depend *inter alia* on its Directors and future management team. The retention of their services or the services of any future management team cannot be guaranteed.
- the Company is undertaking the Offer to provide additional working and development capital to all its lines of business, but may require further external financing in the future which may not be available to it at that time.
- **Exchange rate risk:** The Group will be exposed to several exchange rate related risks.
- The Group is working in internet based markets which are rapidly changing and subject to significant technological development and risk. The Group may develop, use or procure new technologies.
- E-Commerce & Software: Ineffectively or fail to adapt to meet market acceptance.
- the Group has a small management team and the loss of a key individual could affect the Group's business.

An investment in the Company may not be suitable for all recipients of this document. Potential investors are accordingly advised to consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising in investments of this kind before making any investment decisions.