



AIR LEASE CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Members. The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Air Lease Corporation (the “Company”) will consist of at least three members of the Board, with the exact number to be determined by the Board. Each member of the Committee will be an “independent director,” as defined under the rules and regulations of the New York Stock Exchange (the “NYSE”) and as determined in the business judgment of the Board.

The members of the Committee shall be appointed annually by the Board following the Company’s annual meeting of stockholders and shall serve until their successors are duly appointed by the Board or until their earlier resignation or removal.

The Board may appoint a member of the Committee to serve as the Chair of the Committee. If the Board does not elect a Chair, the members of the Committee may designate a Chair by majority vote of the Committee members. The Chair will preside at, and approve the agendas for, meetings of the Committee. In the absence of the Chair, the Committee will select another member to preside.

II. Purpose. The purpose of the Committee is to (i) identify individuals qualified to become Board members (consistent with criteria approved by the Board) and recommend to the Board director candidates for election at the annual meeting of stockholders and director candidates to be elected by the Board to fill any vacancies, (ii) develop and recommend to the Board a set of corporate governance guidelines, and (iii) perform a leadership role in shaping the Company’s corporate governance.

III. Duties and Responsibilities. The principal duties and responsibilities of the Committee are:

A. Board Composition, Director Nomination and Evaluation

1. Identify, review the qualifications of, and recommend candidates for election to the Board. Director nominees shall be considered for recommendation by the Committee in accordance with the Corporate Governance Guidelines, including taking into account diversity and inclusion criteria.
2. Assess the contributions of incumbent directors in determining whether to recommend them for reelection to the Board at the next annual meeting of stockholders.
3. Consider Board candidates recommended for the Committee’s consideration by the Company’s stockholders in accordance with the Company’s bylaws. Oversee and periodically review the Company’s procedures for consideration of Board candidates recommended by the Company’s stockholders.

4. Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
5. Make recommendations to the Board concerning the size, structure, composition, functioning of the Board and its committees, including any retirement and tenure policies.
6. Annually, and upon any change in status of an incumbent director, review and assess the independence of the members of the Board and its committees, including whether a majority of the Board continues to consist of independent directors.
7. Annually, review the purpose of the Board committees, recommend to the Board any changes deemed necessary or desirable to the purpose of such committees, including consideration of rotation of members among committees of the Board, and whether any committees should be created or discontinued. The Committee will also make recommendations to the Board as to committee memberships and committee Chair.

B. Corporate Governance

1. Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
2. Develop and recommend to the Board a set of Corporate Governance Guidelines. Periodically review and recommend any changes to the Company's governance documents, including the Corporate Governance Guidelines and the Code of Business Conduct and Ethics.
3. Review and approve related person transactions, as defined in applicable Securities and Exchange Commission and NYSE rules. Periodically review and recommend any changes to the Company's policies and procedures for the review and approval of related person transactions.
4. Annually, oversee the evaluation of the Board, the Audit Committee, and the Leadership Development and Compensation Committee regarding their respective effectiveness. The Committee will report any findings to the Board.
5. Annually, evaluate the Committee's own performance and the adequacy of its charter. The Committee will report to the Board on the results of the performance evaluation and recommend to the Board any changes to the charter.
6. Review stockholder proposals properly submitted in accordance with the Company's bylaws and recommend appropriate action to the Board.

7. Review directorships in public companies held by or offered to directors and executive officers of the Company for possible conflicts of interest, including reviewing, as necessary, any Board member or executive officer's request to accept a directorship position with another company, and make recommendations to the Board to prevent, minimize, or eliminate such conflicts of interest.

C. Risk Oversight and Other Matters

1. Oversee the management of risks that may arise in connection with the Company's governance structures, processes and other matters set forth in this charter, report any risks to the Board and provide input to management on such risks.
2. The Committee will perform any other duties or responsibilities required by law, the Company's certificate of incorporation or bylaws, or that are delegated to the Committee by the Board from time to time.

IV. Subcommittees. The Committee may delegate any of the foregoing duties and responsibilities to a subcommittee of the Committee consisting of not less than two members of the Committee.

V. Outside Advisors. The Committee will have sole authority to retain, obtain the advice of, and terminate such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisors retained by the Committee.

VI. Meetings. The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person, virtually or telephonically, and at such times and places as the Committee determines. Notice of such meetings shall be given in accordance with the provisions of the Company's bylaws. All directors that are not members of the Committee may attend and observe meetings of the Committee. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate.

The majority of the members of the Committee constitutes a quorum. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law, the Company's certificate of incorporation or its bylaws.

The Committee will keep regular minutes of its meeting and will report regularly to the full Board with respect to its activities.

Revised: November 3, 2021