

# AIRCASTLE LTD

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 04/03/18

Address C/O AIRCASTLE ADVISOR LLC  
201 TRESSER BLVD, SUITE 400  
STAMFORD, CT, 06901

Telephone (203) 504-1020

CIK 0001362988

Symbol AYR

SIC Code 7359 - Services-Equipment Rental and Leasing, Not Elsewhere Classified

Industry Business Support Services

Sector Industrials

Fiscal Year 12/31

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 Confidential, for the Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

AIRCASTLE LIMITED

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies: \_\_\_\_\_

(2) Aggregate number of securities to which transaction applies: \_\_\_\_\_

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_

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(4) Proposed maximum aggregate value of transaction: \_\_\_\_\_

(5) Total fee paid: \_\_\_\_\_

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid: \_\_\_\_\_

(2) Form, Schedule or Registration Statement No.: \_\_\_\_\_

(3) Filing Party: \_\_\_\_\_

(4) Date Filed: \_\_\_\_\_

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**\*\*\* Exercise Your *Right to Vote* \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 18, 2018**

**AIRCASTLE LIMITED**

**Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** March 22, 2018

**Date:** May 18, 2018   **Time:** 10:00 AM EDT

**Location:** Aircastle Limited

**201 Tresser Boulevard  
Stamford, CT 06901**

*AIRCASTLE LIMITED,  
201 Tresser Boulevard  
Suite 400  
STAMFORD, CT 06901*

You are receiving this communication because you hold shares in the above named company.  
This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet.  
You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).  
We encourage you to access and review all of the important information contained in the proxy materials before voting.

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See the reverse side of this notice to obtain proxy materials and voting instructions.

## Before You Vote

How to Access the Proxy Materials

### Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Annual Report

### How to View Online:

Have the 12-Digit Control Number available (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

### How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one.

There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET* : [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE* : 1-800-579-1639
- 3) *BY E-MAIL* \* : [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 4, 2018 to facilitate timely delivery.

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## How To Vote

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the 12-Digit Control Number available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

### Voting Items

**The Board of Directors recommends that you vote FOR the following:**

1. Election of Directors.

### **Nominees**

01 Giovanni Bisignani 02Takayuki Sakakida 03 Gentaro Toya 04 Peter V. Ueberroth

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**The Board of Directors recommends you vote FOR the following proposal(s):**

2. Appoint Ernst & Young LLP as the Company's independent registered public accounting firm (which constitutes the auditor for the purpose of Bermuda law) to audit the Company's financial statements for fiscal year 2018 and authorize the directors of Aircastle Limited, acting by the Audit Committee, to determine the independent registered public accounting firm's fees.
3. Vote on Proposal Nos. 3(a) - (c)
  - 3(a). Approval of the Amended Bye-Laws of Aircastle Limited to adopt a majority voting standard in the elections of directors.
  - 3(b). Approval of the Amended Bye-Laws of Aircastle Limited to amend the advance notice provisions relating to shareholder proposals and director nominations.
  - 3(c). Approval of the Amended Bye-Laws of Aircastle Limited to (i) eliminate provisions related to Fortress Investment Fund III LP and its affiliates, (ii) modify certain additional provisions to reflect changes in Bermuda law and (iii) make certain other clarifying changes.
4. Advisory vote to approve executive compensation.

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof. The validity of this proxy is governed by the Bermuda Companies Act 1981. This proxy does not revoke any prior powers of attorney except for prior proxies given in connection with the Annual General Meeting.