

Royal Schiphol Group N.V.

MANAGEMENT BOARD AND EXECUTIVE TEAM RULES

governing the internal proceedings of the Management Board and the Executive Team

Effective as per
15 February 2024

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1 STATUS, DEFINITIONS AND CONSTRUCTION

1.1 Status

1.1.1 These Rules were adopted by the Management Board on 6 February 2024 and approved by the Supervisory Board on 15 February 2024.

1.1.2 On 6 February 2024, each of the Executive Team Members declared:

- (a) to apply and to be bound by the obligations of these Rules to the extent they apply to the Executive Team and the Executive Team Members; and
- (b) to procure that when new Executive Team Members are appointed, these Executive Team Members shall render a declaration referred to under (a) above.

1.1.3 In addition, on 6 February 2024, each of the Managing Directors made the declarations referred to in clause 1.1.2 to the extent applying to the Management Board or the Managing Directors.

1.2 Definitions and interpretation

1.2.1 In these Rules capitalised terms have the meaning as set out in [Schedule 1](#).

1.2.2 Any reference in these Rules to “*in writing*” means in writing or by other reproducible electronic communication.

1.2.3 In these Rules, where the context permits, any reference to a gender includes all genders.

1.3 Construction

1.3.1 Schedules are part of these Rules.

1.3.2 Annexes are not part of these Rules and are attached for information purposes only.

2 RESPONSIBILITIES AND DIVISION OF DUTIES OF THE MANAGEMENT BOARD AND THE EXECUTIVE TEAM

2.1 Responsibilities and division of duties

2.1.1 The Management Board, together with the Executive Team, is entrusted with the management of the Company and its business.

2.1.2 Subject to the approval of the Supervisory Board, the Managing Directors may divide their duties. The Management Board may divide its duties among the Executive Team Members.

2.1.3 The duties of the Management Board and the Executive Team are set out in Schedule 2. The Management Board granted a mandate to the Executive Team, the scope of this mandate is set out in Schedule 2.

2.1.4 Notwithstanding the foregoing, the responsibilities and duties of the Management Board under Dutch law and the Articles of Association remain in full force and effect. The Management Board and the Managing Directors shall therefore remain accountable for the actions and decisions of the Executive Team and the Executive Team Members.

2.2 Business Plan

2.2.1 The Business Plan has a ten-year horizon and contains the strategy for the Company and Group Companies (the "**Strategic Plan**") and the tactical plan on all performance indicators (the "**Tactical Plan**").

2.2.2 Every three years the Executive Team evaluates whether or not the Strategic Plan requires an amendment. Any amendment to the Strategic Plan is subject to the approval of the Supervisory Board, after consultation of the General Meeting.

2.2.3 The Strategic Plan must include:

- (a) an analysis of the external and internal context in which the Company and Group Companies operate;
- (b) the ambition, the associated strategic priorities and the five-year objectives of the Company and Group Companies;
- (c) the large-scale development projects in the plan period and the following five years; and
- (d) an outline of the financial substantiation of the strategy.

2.2.4 Each year the Executive Team shall formulate a five-year tactical plan (the "**Tactical Plan**"), subject to the approval of the Supervisory Board, after sharing this document with the General Meeting for information purposes, at least fourteen days before being approved by the Supervisory Board.

2.2.5 The Tactical Plan must include:

- (a) a description of the current context in relation to the strategic objectives;

- (b) the Top Performance Indicators;
- (c) the (large-scale) projects planned for the plan period;
- (d) the main risks and how these can be mitigated;
- (e) CR priorities;
- (f) the financial details (invest and operating budgets, financing plan and notes);
- (g) business drivers on the long term for years six until ten.

2.3 Financial information

- 2.3.1 Under supervision of the Supervisory Board, the Executive Team shall be responsible for instituting and maintaining internal procedures that ensure that all important financial information and relevant non-financial information is known to the Executive Team, so as to guarantee the timelines, completeness and accuracy of the external financial reporting.
- 2.3.2 For that purpose, the Executive Team shall ensure that financial information and relevant non-financial information relating to Group Companies shall be directly reported to the Executive Team and that the integrity of the information shall not be impaired.

2.4 CEO and Chairman

- 2.4.1 The Supervisory Board appoints one of the Managing Directors as CEO.
- 2.4.2 The duties of the CEO are set out in [Schedule 2](#).
- 2.4.3 The CEO acts as Chairman.
- 2.4.4 If the CEO position is vacant (*ontstentenis*) or the CEO is unable to act (*belet*), the Supervisory Board may appoint another Managing Director to temporarily perform the duties of Chairman as set out in these Rules.

2.5 Chief Financial Officer (CFO)

- 2.5.1 The Supervisory Board appoints one of the Managing Directors as Chief Financial Officer.
- 2.5.2 The duties of the Chief Financial Officer are set out in [Schedule 2](#).

2.6 Executive Director Operations, Executive Director Infrastructure, Executive Director Commercial and Executive Director Human Resources

2.6.1 The Management Board appoints from among the Executive Team Members, not being Managing Directors, an Executive Director Operations, an Executive Director Infrastructure, an Executive Director Commercial and an Executive Director Human Resources (the: "**Executive Directors**").

2.6.2 The duties of the Executive Directors are set out in Schedule 2.

2.7 Accountable Manager (AM)

2.7.1 The Management Board appoints one Accountable Manager (*AM*) in line with Regulation (EU) No 139/2014. The AM may, but does not necessarily need to, be an Executive Team Member.

2.7.2 The AM has the authority to ensure that all activities can be financed and conducted in accordance with the applicable (safety) requirements. The AM has the authority to ensure that if there is a reduction in the level of resources or abnormal circumstances which may affect safety, the required reduction in the level of operations at the aerodrome is implemented. The AM is responsible for establishing and maintaining an effective (safety) management system. The AM is the point of contact for the Competent Authority with regard to the aerodrome certificate.

2.7.3 The AM is responsible for the Integral Safety Management System (ISMS) and the execution thereof. The AM chairs the ISMS Top Safety Action Group (TOPSAG) and ISMS Safety Review Board (SRB).

2.7.4 The AM will be involved in the Executive Team's decision-making regarding topics that concern the AM's responsibilities under Regulation (EU) No 139/2014, including the following topics:

- (a) the capacity declaration;
- (b) other regulations or restrictions in relation to airport operations;
- (c) provision of resources for the operation of the safety management system;
- (d) provision of resources for controlling risks (including improvement projects and provision of sufficient skilled personnel); and
- (e) CAPEX projects with a (potential) impact on safety.

- 2.7.5 The AM, in case no Executive Team Member, will join the Executive Team meetings for topics related to safety.

3 COMPOSITION AND APPOINTMENT

3.1 Composition Management Board

- 3.1.1 The Management Board consists of at least two (2) Managing Directors.
- 3.1.2 Managing Directors are appointed in accordance with the Articles of Association.
- 3.1.3 Managing Directors shall retire early in the event of inadequate performance, structural incompatibility of interests, and other instances where retirement is deemed necessary at the discretion of the Supervisory Board.

3.2 Composition Executive Team

- 3.2.1 The Executive Team consists of six (6) Executive Team Members, being:
- (a) the Managing Directors;
 - (b) the Executive Director Operations;
 - (c) the Executive Director Infrastructure;
 - (d) the Executive Director Commercial; and
 - (e) the Executive Director Human Resources.
- 3.2.2 Executive Team Members, other than Managing Directors, are appointed and may be dismissed by the Management Board. The appointment and dismissal of Executive Team Members requires the prior approval of the Supervisory Board.

4 COMPANY SECRETARY

4.1 Duties and responsibilities

The Company Secretary (or another person designated for that purpose) assists the Executive Team. The Company Secretary ensures that all procedures as required by law, the Articles of Association and these Rules are complied with. The Company Secretary (or another person designated for that purpose) assists the Chairman in organising Management Board and Executive Team meetings.

4.2 Appointment and dismissal

Subject to the approval of the Supervisory Board, the Management Board appoints and dismisses the Company Secretary. The Supervisory Board may

recommend the appointment or dismissal of the Company Secretary to the Management Board.

5 MEETINGS AND DECISION-MAKING

5.1 Convening meetings and agenda

5.1.1 In principle:

- (a) Meetings of the Executive Team will be held weekly, in accordance with a meeting schedule to be annually set by the Executive Team. Additional Executive Team meetings are convened at any Executive Team Member's request.
- (b) There will be no set meeting schedule for the Management Board. Management Board meetings are convened at any Managing Director's request.

5.1.2 Meetings of the Management Board or the Executive Team are convened in a timely manner by the Chairman or, if the Chairman is absent or unable to act, any Managing Director. The notice must specify the meeting agenda.

5.1.3 After consultation of the Company Secretary, the Managing Director convening a meeting sets the agenda for that meeting. Managing Directors or Executive Team Members may submit agenda items to the Managing Director convening the Management Board or Executive Team meeting, respectively.

5.2 Meeting location

5.2.1 Meetings are normally held at the Company's offices, but may also take place elsewhere.

5.2.2 Meetings may also be held by telephone or videoconference provided that all participants can hear each other simultaneously. Executive Team Members attending the meeting by telephone or videoconference will be considered as present at the meeting.

5.3 Attendance by proxy

5.3.1 A Managing Director may be represented at a meeting by another Managing Director holding a proxy in writing. Executive Directors, may be represented at a meeting by another Executive Team Member holding a proxy in writing.

5.3.2 The Management Board or the Executive Team may require that certain officers and external advisers attend any meeting of the Management Board or the Executive Team, respectively.

5.4 Chairman of the Management Board and Executive Team meetings

The Chairman chairs the meetings of the Management Board and the Executive Team. If the Chairman is not present at a meeting, the other Managing Director present at the meeting will serve as chairman of that meeting.

5.5 Adoption of resolutions - quorum requirements

5.5.1 The Executive Team may only adopt resolutions in a meeting if a majority of the Executive Team Members entitled to vote, including at least one Managing Director entitled to vote, is present or represented at the meeting.

5.5.2 If the Chairman believes there is an exceptional situation that requires the Executive Team's immediate resolution, the quorum requirement referred to in this clause 5.5.1 does not apply, provided that:

- (a) at least one Managing Director entitled to vote is present or represented at the meeting; and
- (b) reasonable efforts have been made to involve the other Executive Team Members in the decision-making.

5.5.3 The Management Board may adopt resolutions in a meeting of the Management Board if at least one Managing Director entitled to vote is present at the meeting.

5.5.4 Managing Directors and Executive Team Members shall strive to attend all Management Board meetings or Executive Team meetings, respectively. If a Managing Director or Executive Team Member is not in a position to attend a Management Board meeting or Executive Team meeting, respectively, the Managing Director or Executive Team Member will in so far as reasonably possible communicate its views with respect to the items on the agenda of the relevant meeting to one or more of the other Managing Directors or Executive Team members, respectively.

5.5.5 Resolutions adopted are communicated to Managing Directors or Executive Team Members, respectively, not present at a meeting without delay.

5.6 Adoption of resolutions - majority requirements

5.6.1 Each Managing Director has one vote in meetings of the Management Board. Each Executive Team Member has one vote in meetings of the Executive Team.

5.6.2 Where possible, each of the Management Board and the Executive Team adopt their respective resolutions by unanimous vote. If this is not possible, the resolution is adopted:

- (a) in case of the Management Board: by a majority of the votes cast;
- (b) in case of the Executive Team:
 - (i) by a majority of the votes cast, which majority must include a majority of the votes cast by the Managing Directors present or represented at the meeting; or
 - (ii) in case no majority exists in accordance with clause 5.6.2(b)(i), by a majority of the votes cast by the Managing Directors present or represented at the meeting.

5.6.3 Should the other Managing Director or Executive Team Members, respectively, deem a resolution to be passed to carry such significance that they consider effecting that resolution desirable, but if this is not supported by the Chairman, the Chairman shall immediately inform the Chairman of the Supervisory Board thereof.

5.6.4 If there is insufficient agreement on certain matters during the meeting, the chairman of the meeting may defer these matters for further discussion or withdraw the proposal for a resolution on these matters.

5.6.5 A resolution of the Executive Team validly adopted in accordance with these Rules will be deemed to be a resolution of the Management Board and will be recorded as such in the minutes.

5.6.6 The Management Board, given its statutory responsibilities, retains the authority to, at all times and in all circumstances, adopt resolutions without the participation of the other Executive Team Members, provided that the Management Board will not do so structurally and inform the other Executive Team Members of such resolutions, preferably in advance or as soon as reasonably possible thereafter.

5.7 Meeting minutes

The Company Secretary or any other person designated as the meeting secretary prepares the meeting minutes. The minutes are adopted:

- (a) by a resolution adopted in the next meeting; or
- (b) by the chairman and secretary of the particular meeting, after having consulted the Managing Directors or Executive Team Members, respectively, present or represented at that meeting.

5.8 Adopting resolutions without holding a meeting

5.8.1 The Management Board and the Executive Team may also adopt resolutions without holding a meeting, provided that:

- (a) the resolutions are adopted in writing; and
- (b) Managing Directors entitled to vote or Executive Team Members entitled to vote, respectively, have consented to adopting the resolutions without holding a meeting.

5.8.2 Clause 5.6 applies *mutatis mutandis* to adopting resolutions without holding a meeting.

5.9 Evidence of resolutions adopted

5.9.1 Resolutions can be evidenced by a statement signed by the Chairman.

5.9.2 Resolutions adopted at a specific meeting can also be evidenced by a statement signed by the chairman of that meeting.

5.10 Resolutions requiring approval of the Supervisory Board or the General Meeting

5.10.1 The Articles of Association list the resolutions of the Management Board that are subject to the approval of the Supervisory Board or the General Meeting. Pursuant to article 14.1 of the Articles of Association the Supervisory Board is authorised to set threshold amounts for Supervisory Board approval in relation to certain Management Board resolutions. The Supervisory Board has set the following thresholds in the Supervisory Board Rules:

5.10.1.1 For capital expenditure projects and/or contracts, the Supervisory Board has set the threshold amount at 25 million euros per project and/or contract based on the entire term of the project and/or contract, including extensions. In addition, the Supervisory Board has set a threshold amount of 15 million euros per project and/or contract for Supervisory Board approval in relation to each Management Board resolution that has not yet been covered in the Tactical Plan as approved by the Supervisory Board.

5.10.1.2 For operational expenditure projects and/or contracts, the Supervisory Board has set the threshold amount at 100 million euros per project and/or contract based on the entire term of the project and/or contract, including extensions.

5.10.1.3 In addition to article 5.10.1.2 above, the Management Board informs the Supervisory Board, at the discretion of the Supervisory Board, via the Capital Program, Operations & Investments Committee about all operational expenditure projects and/or contracts with a value lower than 100 million euros that (i) have

been entered into for a longer term than five years; or (ii) have been extended because of which the total contract term exceeds a term of five years.

5.10.2 The Management Board shall ensure that instructions to managing directors of Group Companies shall be based on a resolution of the general meeting of the relevant Group Company.

6 CONFLICTS OF INTEREST

6.1 Preventing conflicts of interest

6.1.1 Any conflict of interest between the Company and a Managing Director or an Executive Team Member should be prevented.

6.1.2 Managing Directors and Executive Team Members must be alert to conflicts of interest and may not:

- (a) compete with the Company;
- (b) demand or accept substantial gifts from the Company for themselves or their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree;
- (c) provide unjustified advantages to third parties at the Company's expense;
- (d) take advantage of business opportunities that the Company is entitled to, for themselves or for their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree.

6.2 Definition

6.2.1 For the purpose of these Rules, a "conflict of interest" means:

- (a) a direct or indirect personal conflict of interest within the meaning of article 2:129(6) Dutch Civil Code; and
- (b) any other situation which causes reasonable doubt about whether the Managing Director or the Executive Team Member concerned is primarily guided in the decision-making process by the interests of the Company and its business.

6.2.2 A Managing Director or Executive Team Member has a potential conflict of interest if the Company intends to enter into a transaction with a legal entity or is

involved in the decision-making concerning the Company entering into a transaction with a legal entity:

- (a) in which that Managing Director or Executive Team Member has a material financial interest;
- (b) whose management or supervisory board includes a member who has a family law relationship with that Managing Director or Executive Team Member; or
- (c) where that Managing Director or Executive Team Member has a management or supervisory position.

6.3 Consequences

Managing Directors and Executive Team Members may not participate in the deliberations and decision-making process on a subject where the Managing Director or Executive Team Member is found to have a conflict of interest pursuant to clause 6.5. Such Managing Director or Executive Team Member does not qualify as a Managing Director or Executive Team Member entitled to vote in relation to that subject.

6.4 Obligation to report

A Managing Director or Executive Team Member must without delay report any conflict of interest or potential conflict of interest to the chairman of the Supervisory Board and to the other Managing Director or Executive Team Members, respectively. The Managing Director or Executive Team Member must provide all relevant information, including any relevant information concerning his or her spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree.

6.5 Determination of conflicts of interest

The Supervisory Board decides whether a Managing Director has a conflict of interest, without the Managing Director being present. The Management Board decides whether an Executive Team Member, not being a Managing Director, has a conflict of interest, without the Executive Team Member being present.

6.6 At arm's length and Supervisory Board approval

Resolutions on a subject in respect of which the Supervisory Board has found one or more Managing Directors to have a conflict of interest:

- (a) may only be adopted if the Company enters into the transaction on terms that are customary in the market; and

(b) require the Supervisory Board's approval.

7 RELATIONSHIP WITH THE SUPERVISORY BOARD

7.1 Information to the Supervisory Board

- 7.1.1 The Management Board shall provide the Supervisory Board with information to the best of its knowledge on a timely basis on all facts and developments concerning the Company, which the Supervisory Board may need to function as required and to properly carry out its duties.
- 7.1.2 The Management Board shall provide the Supervisory Board a monthly report prepared in a format to be agreed from time to time containing detailed information including finance, marketing, investments and staff. This periodic report shall be accompanied by a memorandum from the Management Board containing an explanation of, and comments on, the above as well as information on its policies.
- 7.1.3 Each year, without prejudice to the above, the Management Board shall provide the Supervisory Board with a budget for the following year, an up-to-date version of its long-term plans, the main features of the strategic policy, the general and financial risks, the management and control systems of the Company and the compliance with all relevant laws and regulations. These documents shall be provided on a timely basis so as to enable the Supervisory Board to approve them by latest December of the current year.

8 EVALUATION OF MANAGING DIRECTORS AND EXECUTIVE TEAM MEMBERS. POSITIONS OUTSIDE THE COMPANY

8.1 Evaluation

- 8.1.1 The chairman of the Supervisory Board is the main contact for the Supervisory Board where it concerns the performance of the Managing Directors.
- 8.1.2 The Management Board and the Executive Team must regularly, and at least annually, evaluate their own performance and the performance of each Managing Director and Executive Team Member, respectively.
- 8.1.3 The Supervisory Board will take part in the annual performance review process of the Executive Team Members. The annual performance review of Executive Team Members will be conducted by at least one Managing Director and one Supervisory Board Director.

8.2 Positions outside the Company

- 8.2.1 Managing Directors must inform the Supervisory Board before accepting positions outside the Company. Executive Team Members, other than the Managing Directors, must inform the Management Board before accepting positions outside the Company.
- 8.2.2 Managing Directors may not accept a position as supervisory board member or non-executive director of another company without the prior approval of the Supervisory Board. Executive Team Members, other than Managing Directors, may not accept a position as supervisory board member or non-executive director of another company without the prior approval of the Management Board.

9 CONFIDENTIALITY

Managing Directors and other Executive Team Members must treat all information and documentation obtained in connection with their position as Managing Director or Executive Team Member with the necessary discretion, integrity and confidentiality.

10 MISCELLANEOUS

10.1 Decision not to comply with these Rules

Subject to the approval of the Supervisory Board, the Executive Team may occasionally resolve not to comply with these Rules by a resolution.

10.2 Amendment of these Rules

Subject to the approval of the Supervisory Board, the Management Board may amend these Rules in accordance with the Articles of Association.

10.3 Partial invalidity

If any provision of these Rules is held to be or becomes invalid (in each case either in its entirety or in part) that provision will to the extent of its invalidity be deemed not to form part of these Rules but the validity of the remainder of these Rules will not be affected.

10.4 Governing law and jurisdiction

10.4.1 These Rules are governed exclusively by Dutch law.

10.4.2 Any disputes arising out of or in connection with these Rules, including disputes concerning its applicability will be resolved by the courts in Haarlem, the Netherlands.

Schedule 1 Definitions

"**Accountable Manager**" or "**AM**" means the accountable manager of the Company appointed in accordance with clause 2.7;

"**Annex**" means an annex to these Rules;

"**Articles of Association**" means the articles of association of the Company;

"**CEO**" means the CEO of the Company appointed in accordance with clause 2.4;

"**Chairman**" means the CEO with the title Chairman, in accordance with clause 2.4;

"**Chief Financial Officer**" or "**CFO**" means the chief financial officer of the Company appointed in accordance with clause 2.5;

"**Code**" means the Dutch Corporate Governance Code;

"**Company Secretary**" means the company secretary appointed in accordance with clause 4.2;

"**Company**" means Royal Schiphol Group N.V.;

"**Executive Director Infrastructure**" means the executive director infrastructure of the Company appointed in accordance with clause 2.6;

"**Executive Director Commercial**" means the executive director commercial of the Company appointed in accordance with clause 2.6;

"**Executive Director Human Resources**" means the executive director human resources of the Company appointed in accordance with clause 2.6;

"**Executive Director Operations**" means the executive director operations of the Company appointed in accordance with clause 2.6;

"**Executive Team**" means the executive team of the Company, consisting of the Executive Team Members;

"**Executive Team Member**" means a member of the Executive Team, including the Managing Directors;

"**Group Company**" means a group company as referred to in article 2:24b Dutch Civil Code (*Burgerlijk Wetboek*);

"**Group**" means the Company together with its Group Companies;

"**Management Board**" means the management board of the Company;

"**Managing Director**" means a member of the Management Board;

"**Rules**" means these rules of the Management Board and the Executive Team;

"**Schedule**" means a Schedule to these Rules; and

"**Supervisory Board**" means the supervisory board of the Company.

Schedule 2 General responsibilities of the Management Board and the Executive Team and division of duties between the Managing Directors and the other Executive Team Members

2 GENERAL RESPONSIBILITIES OF THE MANAGEMENT BOARD AND THE EXECUTIVE TEAM

2.1 General

2.1.1 The Management Board, together with the Executive Team within the scope of its mandate set out in this Schedule 2, manages the Company.

2.1.2 In discharging its duties, the Management Board and the Executive Team shall be guided by the interests of the Company and its business, taking into consideration the interest of the Company's stakeholders.

2.2 Responsibilities

2.2.1 The Management Board granted a mandate to the Executive Team with respect to its responsibilities for the management of the Company, including:

- (a) setting the Company's management agenda;
- (b) enhancing the Group's performance;
- (c) developing a general strategy, taking into account risks connected to the Group's business activities and sustainable long-term value creation;
- (d) adopting values for the Company and the Group to contribute to a culture focused on sustainable long-term value creation, incorporating and maintaining these values, and encouraging behaviour that is in line with these values by showing exemplary behaviour;
- (e) determining and pursuing operational and financial objectives;
- (f) structuring and managing internal business controls;
- (g) preparing the Business Plan consisting of the Strategic Plan and the Tactical Plan;
- (h) overseeing the Group's financial reporting process;
- (i) compliance by the Group with applicable laws and regulations;

- (j) compliance with and maintaining the corporate governance structure of the Group;
- (k) compliance with safety standards and monitoring the safety performance of all airport operations;
- (l) ensuring publication by the Company of any information required by applicable laws and regulations;
- (m) preparing the Company's annual budget and significant capital expenditures;
- (n) pursuing corporate social responsibility.

2.2.2 The Management Board remains responsible for, and shall resolve in meetings of the Management Board:

- (a) preparing the Company's annual accounts and management report;
- (b) appointing or dismissing Executive Team Members, other than Managing Directors, and setting their remuneration and other terms and conditions relating to their appointment; and
- (c) all other resolutions in respect of which adoption by the Management Board is required by law and all resolutions of which the Management Board decided to adopt such resolutions without the participation of the other Executive Team Members in accordance with clause 5.6.6.

3 DUTIES ASSIGNED TO SPECIFIC MANAGING DIRECTORS

3.1 CEO

3.1.1 The CEO is primarily responsible for:

- (a) the Company's short and longer term strategy;
- (b) effective co-determination structures, to ensure that the Company is effective in achieving all its objectives;
- (c) MRS (Maatschappelijke Raad Schiphol);
- (d) Stakeholder Management;
- (e) Eindhoven Airport, Lelystad Airport and Rotterdam Airport;
- (f) the Company's Masterplan and Mid Term Plan;

- (g) the innovation and sustainability strategy and objectives, and execution thereof;
- (h) achieving the environmental objectives;
- (i) Corporate Affairs;
- (j) Corporate Legal;
- (k) maintaining close and frequent contact with the Supervisory Board and in particular the Chairman of the Supervisory Board and providing adequate information to the other Managing Directors and Executive Team Members of the outcome thereof on a timely basis;
- (l) ensuring that timely and adequate information is provided to the Supervisory Board and the individual Supervisory Directors as required for the proper execution of their task;
- (m) representing the Executive Team in the People Committee, the Safety, Sustainability and Stakeholders Committee and the Supervisory Board;
- (n) the effective functioning of the Executive Team by ensuring that adequate information is provided to the Managing Directors and Executive Team Members on a timely basis as required to properly perform their duties and by periodically discussing the activities with the other Managing Directors and Executive Team Members;
- (o) preparing decision-making at and reports of Executive Team meetings with the board of group companies, and meetings with the heads of the designated corporate staff departments;
- (p) ensuring ample time to seek advice, consultation and other aspects related to preparing the decision-making process at and reports of Executive Team meetings and supervising the execution of the resolutions passed;
- (q) ensuring support of the other Managing Directors and Executive Team Members and mediate in the event of any difference of opinion between those Managing Directors and Executive Team Members; and
- (r) serving as the chairman of the Integrity Committee and as such, receiving and taking decisions on reports made by employees of the Company on irregularities of a general, operational and financial nature within the company to the extent the reports made by these employees have not been made to the Chairman of the Supervisory Board pursuant to the rules governing the Company relating to the reporting of irregularities.

3.1.2 The CEO attends the meetings of the Supervisory Board or its committees if invited by the Supervisory Board or the respective committee.

3.2 Chief Financial Officer

3.2.1 The Chief Financial Officer is primarily responsible for:

- (a) activities relating to business economics and finance (including control and treasury);
- (b) risk management, internal audit, procurement and contracting, compliance and privacy;
- (c) non-financial information and reporting;
- (d) the international policy and the monitoring of the performance of the Alliances & Participations business area (with the exception of the operation of the subsidiary airports in the Netherlands);
- (e) the planning, development, realization and managing of all IT & Data assets within the Company;
- (f) the Data & AI strategy and objectives, and execution thereof;
- (g) first point of contact towards the shareholders and the capital markets;
- (h) representing the Executive Team in the Audit Committee and the Supervisory Board;
- (i) preparing the decision-making process on the level of the airport charges (together with the Executive Director Operations), including coordination towards the Dutch Authority for Consumers and Markets;
- (j) preparing the decision-making process on investments (together with the Executive Director Infrastructure and/or the Executive Director Commercial); and
- (k) chairing all meetings of the Capital Lifecycle Board (with the option to delegate the chairmanship to other members of the Executive Team or Management Board).

3.2.2 The CFO attends the meetings of the Supervisory Board or its committees if invited by the Supervisory Board or the respective committee.

4 DUTIES ASSIGNED TO SPECIFIC EXECUTIVE TEAM MEMBERS

4.1 Executive Director Operations

4.1.1 The Executive Director Operations is primarily responsible for:

- (a) contributing to the design and execution of the overall Company short and long term strategy, specifically leading the operational management of Amsterdam Airport Schiphol and for the Aviation business area (including aviation marketing, cargo and airline experience);
- (b) crisis management and the associated management of the on-call duties ("piketdiensten") at Amsterdam Airport Schiphol, and arranging a replacement in the event of their absence;
- (c) security, health, safety and environment and representing the Executive Team as chair of the Safety Review Board;
- (d) emergency response including participation in the "*Veiligheidsregio Kennemerland*";
- (e) the performance and tasks of the Security Information Office;
- (f) representing the Executive Team in the Safety, Sustainability & Stakeholders Committee and the Supervisory Board;
- (g) preparing the decision-making process on the level of the airport charges (together with the Chief Financial Officer); and
- (h) projects or assignments specifically assigned to the Executive Director Operations by the Executive Team and/or Management Board

4.2 Executive Director Infrastructure

4.2.1 The Executive Director Infrastructure is primarily responsible for:

- (a) contributing to the design and execution of the overall Company short and long term strategy, specifically leading the planning, development, realization and managing of all fixed assets within the Company (with the exception of real estate related assets);
- (b) management, support, execution and financial monitoring of all capital projects of the Company;
- (c) representing the Executive Team in the Capital Projects, Operations & Investments Committee and the Supervisory Board;

- (d) preparing the decision-making process on investments (together with the Chief Financial Officer); and
- (e) specific projects or assignments specifically assigned to the Executive Director Infrastructure by the Executive Team and/or Management Board

4.3 Executive Director Commercial

4.3.1 The Executive Director Commercial is primarily responsible for:

- (a) contributing to the design and execution of the overall Company short and long term strategy, specifically leading the Commercial business area and the Company's commercial affairs that go beyond individual areas (incl. real estate related assets)
- (b) the passenger experience;
- (c) representing the Executive Team in the Capital Projects, Operations & Investments Committee and the Supervisory Board;
- (d) preparing the decision-making process on investments (together with the Chief Financial Officer); and
- (e) specific projects or assignments specifically assigned to the Executive Director Commercial by the Executive Team and/or Management Board

4.4 Executive Director Human Resources

4.4.1 The Executive Director Human Resources is primarily responsible for:

- (a) contributing to the design and execution of the overall Company short and long term strategy, leading the specific People strategy within the total context of Company, its affiliates and the sector;
- (b) planning and coordination of the human resources of the Company;
- (c) ensuring solid performance of ET & LT Members by facilitating process and supporting in development needs
- (d) succession Planning & Talent Management for LT positions in the Company;
- (e) the Company's values and culture;
- (f) remuneration Policy for CLA and Senior Management

- (g) development of strategies, policies and procedures in relation to human resources and the implementation thereof, including working conditions at the airport (in a broader sense);
- (h) building strong relationships within the sector;
- (i) first point of contact towards the works council, central works council and the unions; and
- (j) representing the Executive Team in the People Committee and the Supervisory Board; and
- (k) specific projects or assignments specifically assigned to the Executive Director Human Resources by the Executive Team and/or Management Board