Royal Schiphol Group

Royal Schiphol Group N.V.

SUPERVISORY BOARD RULES

governing the internal proceedings of the Supervisory Board

Effective as per 16 June 2026

Royal Schiphol Group

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1 STATUS, DEFINITIONS AND CONSTRUCTION

1.1 Status

1.1.1 These Rules were adopted by the Supervisory Board on [16 June] 2026. These Rules are complementary to the provisions regarding the Supervisory Board and its members as contained in applicable laws, regulations and the Articles of Association.

1.1.2 These Rules apply to the Supervisory Board and its members.

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 Any reference to "*including*" means including but not limited to.

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

1.2.5 If there is a discrepancy between an English term and a Dutch term used to clarify the same, the meaning of the Dutch term shall prevail.

1.3 Construction

1.3.1 References to Schedules and Clauses are references to clauses of and Schedules to these Rules, unless the context requires otherwise.

1.3.2 Schedules form an integral part of these Rules.

2 COMPOSITION OF THE SUPERVISORY BOARD, DIVISION OF DUTIES AND RESPONSIBILITIES

2.1 Composition of the Supervisory Board

2.1.1 The Supervisory Board shall prepare a profile of its size and composition, taking into account the nature of the Company's business and its activities, with due observance of Clause 5.7. The profile is set out in Schedule 2.

2.1.2 The Supervisory Board must maintain a rotation schedule to prevent invalid reappointments. Supervisory Directors shall resign in accordance with the rotation schedule.

2.1.3 Supervisory Directors shall retire early in the event of inadequate performance, structurally conflicting interests (*tegenstrijdig belang*), and other events as a result of which retirement is deemed necessary at the discretion of the Supervisory Board.

2.2 Responsibilities

2.2.1 The general responsibilities of the Supervisory Board are set out in Schedule 3.

2.3 Chair and Vice-Chair

2.3.1 The Supervisory Board appoints one of the Supervisory Directors as Chair and one of its members as Vice-Chair.

2.3.2 The Chair cannot be a former Managing Director and must be independent pursuant to best practice provision 2.1.8 of the Code.

2.3.3 The responsibilities of the Chair and the Vice-Chair are set out in Schedule 4.

3 COMMITTEES OF THE SUPERVISORY BOARD

3.1 General

3.1.1 The Supervisory Board may assign the preparation of its decision-making on certain topics to one or more permanent or ad hoc Committees.

3.1.2 The task of the Committees is to advise the Supervisory Board and prepare the decision-making of the Supervisory Board. The existence of Committees does not diminish the responsibility of the Supervisory Board and the Supervisory Directors. The Committees cannot adopt resolutions (on behalf) of the Supervisory Board.

3.1.3 From its midst the Supervisory Board appoints the Committee members among which a chair. In addition the Supervisory Board appoints for each Committee a secretary. The secretary does not need to be a Supervisory Director.

3.1.4 The Committees report on a regular basis to the Supervisory Board about their actions, reviews, proposals and findings.

3.1.5 Should one or more Committees as referred to in Clause 3.2.1 not or no longer exist, the Supervisory Board shall take over the tasks that were assigned to that Committee.

3.1.6 The Supervisory Board as well as each of the Committees may, as far as necessary or appropriate, obtain professional advice. The Company shall make available the financial means for this purpose.

3.2 Permanent Committees

3.2.1 The Supervisory Board has the following permanent Committees:

(a) the Audit and Investment Committee - with duties and internal proceedings as set out in Schedule 5;

(b) the Operations and Passengers Committee, with duties and internal proceedings as set out in Schedule 6;

(c) the People and Transformation Committee, with duties and internal proceedings as set out in Schedule 7; and

(d) the Public Affairs and Sustainability Committee, with duties and internal proceedings as set out in Schedule 8.

3.3 Ad hoc Committees

3.3.1 Ad hoc Committees are established when the Supervisory Board resolves this.

3.3.2 The duties and internal proceedings of ad hoc Committees are set out in writing by the Supervisory Board and are deemed to form part of these Rules.

4 COMPANY SECRETARY

4.1 Duties and responsibilities

4.1.1 The Company Secretary (or another person designated for that purpose) assists the Supervisory Board and 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 Chair in organising Supervisory Board meetings.

4.2 Appointment and dismissal

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

5 MEETINGS OF THE SUPERVISORY BOARD AND DECISION-MAKING

5.1 Convening meetings and agenda

5.1.1 Meetings will be held in accordance with a meeting schedule to be annually set by the Supervisory Board. Additional meetings are convened at the request of the Chair or two Supervisory Directors jointly.

5.1.2 Meetings are convened in a timely manner by the Company Secretary (or another person designated for that purpose) on behalf of the Chair or two Supervisory Directors jointly or the Management Board. The notice must specify the meeting agenda and shall be dispatched seven working days before the meeting and sent to each Supervisory Director and the Management Board.

5.1.3 The Supervisory Director(s) or the Management Board convening a meeting set(s) the agenda for that meeting. Supervisory Directors may submit agenda items to the Supervisory Director(s) or the Management Board convening the meeting.

5.2 Meeting location

5.2.1 Meetings are normally held at the offices of the Company, 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. Supervisory Directors attending the meeting by telephone or videoconference will be considered as present at the meeting.

5.3 Attendance

5.3.1 A Supervisory Director may be represented at a meeting by another Supervisory Director.

5.3.2 The Company Secretary (or another person designated for that purpose) attends the meetings of the Supervisory Board, unless the Supervisory Board determines otherwise.

5.3.3 The Managing Directors may attend the Supervisory Board meetings, unless the Supervisory Board decides otherwise.

5.3.4 The external auditor must be invited to attend the meeting at which the report of the external auditor on the audit of the financial statements is discussed.

5.3.5 Subject to Clause 3.1.6, the Supervisory Board may require that internal officers and external professional advisers attend its meetings.

5.4 Chair of the meeting

5.4.1 The Chair, or if the Chair is not present at the meeting the Vice-Chair, chairs the meeting. The Chair can appoint another Supervisory Director as chai for a specific meeting if both the Chair and the Vice-Chair cannot attend to that meeting, failing which the Supervisory Directors present at the meeting will appoint one of them as chair of that meeting.

5.5 Adoption of resolutions - quorum requirements

5.5.1 The Supervisory Board may only adopt resolutions in a meeting if at least half of the Supervisory Directors is present or represented.

5.6 Adoption of resolutions - majority requirements

5.6.1 Each Supervisory Director has one vote.

5.6.2 Where possible, the Supervisory Board adopts its resolutions by unanimous vote. If this is not possible, the resolution is adopted by a majority of votes cast.

5.6.3 In the event of a tie and if requested by any Supervisory Director, the Supervisory Board shall take another vote cast in respect of the proposed resolution at the end of the meeting. In the event of a second tie, the proposed resolution shall be considered to have been rejected.

5.6.4 If there is insufficient (at the discretion of the chair of the meeting) agreement on certain matters during the meeting, the chair of the meeting may defer these matters for further discussion or withdraw the proposal for the resolution.

5.7 Resolutions concerning the profile

5.7.1 In deviation from Clauses 5.5 and 5.6, a resolution to amend the profile can only be passed by unanimous vote at a meeting in which all Supervisory Directors are present or represented, if the amendment concerns components of the profile for which this is required.

5.8 Meeting minutes

5.8.1 The Company Secretary (or another person designated for that purpose) shall prepare the meeting minutes. The minutes are adopted:

(a) in the next meeting of the Supervisory Board; or

(b) by the chair and secretary of the particular meeting, after having consulted the Supervisory Directors present or represented at that meeting.

5.8.2 The adopted minutes shall be added to the documents of the next meeting.

5.9 Adopting resolutions without holding a meeting

5.9.1 The Supervisory Board may also adopt resolutions without holding a meeting, provided that:

(a) the resolutions are adopted in writing or by means of an electronic message that is legible and reproducible;

(a) the motion in question has been submitted to all Supervisory Directors; and

(b) all Supervisory Directors entitled to vote have consented to adopting the resolutions without holding a meeting.

5.9.2 These resolutions shall be recorded in the minutes of the next meeting.

5.9.3 Clauses 5.6.1 through 5.6.3 apply *mutatis mutandis* to adopting resolutions without holding a meeting.

5.10 Evidence of resolutions adopted

5.10.1 Resolutions can be evidenced by either the Chair's signature or the signatures of two (other) Supervisory Directors jointly.

5.10.2 Resolutions are communicated to the Management Board without delay.

6 CONFLICTS OF INTEREST

6.1 Preventing conflicts of interest

6.1.1 Any conflict of interest between the Company and Supervisory Directors should be prevented. The Supervisory Board is responsible for dealing with any conflicts of interest between Supervisory Directors and the Company. Supervisory Directors 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; and/or

(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 purposes of Clauses 6.2 through 6.6, a '*conflict of interest*' means:

(a) a direct or indirect personal conflict of interest (*tegenstrijdig belang*) within the meaning of article 2:140(5) Dutch Civil Code; and

(b) any other situation which causes reasonable doubt about whether the Supervisory Director concerned is primarily guided in the decision-making process by the interests of the Company and its business.

6.2.2 A Supervisory Director has a potential conflict of interest if the Company intends to enter into a transaction with a legal entity:

(a) in which that Supervisory Director has a material financial interest;

(b) whose management or supervisory board includes a member who has a family relationship with that Supervisory Director; and/or

(c) where that Supervisory Director has a management or supervisory position.

6.3 Obligation to report

6.3.1 A Supervisory Director, other than the Chair or Vice-Chair, must without delay report any conflict of interest or potential conflict of interest to the Chair, or in the Chair's absence, the Vice-Chair. The Chair must without delay report any conflict of interest or potential conflict of interest to the Vice-Chair or, in the Vice-Chair's absence, to the other Supervisory Directors. The Vice-Chair must without delay report any conflict of interest or potential conflict of interest to the Chair or, in the Chair's absence, to the other Supervisory Directors. The Supervisory Director 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.

6.4 Determination of conflicts of interest

6.4.1 The Supervisory Board decides whether a Supervisory Director has a conflict of interest; a Supervisory Director shall be deemed conflicted and shall thus not participate in the decision-making process regarding his or her own potential conflict of interest in accordance with Clause 6.5.

6.5 Consequences

6.5.1 A Supervisory Director shall not participate in deliberations and decision-making processes including but not limited to preparation and voting, of the Supervisory

Board or a Committee regarding a subject in relation to which he or she has or is deemed to have a conflict of interest.

6.6 At arm's length and Supervisory Board approval

6.6.1 Management Board resolutions on a subject in respect of which the Supervisory Board found one or more Supervisory Directors to have a conflict of interest require the approval of the Supervisory Board. The Supervisory Board will only grant its approval if the transaction concerned is to be entered into by the Company on terms that are customary in the market.

7 RELATIONSHIP WITH THE MANAGEMENT BOARD, GENERAL MEETING AND EMPLOYEE-PARTICIPATION BODIES

7.1 Main contact person

7.1.1 The Chair is the Supervisory Board's main contact for the Management Board, the General Meeting and any employee-participation body.

7.2 General Meeting and requests for information

7.2.1 The Chair, the CEO and the other members of the Executive Committee shall participate in General Meetings, unless they are prevented from attending for well-founded reasons. As a rule, the Chair shall chair the General Meeting, and shall decide on the contents of resolutions.

7.2.2 The Supervisory Board shall adequately provide the General Meeting with information it requires, unless important interests (*zwaarwegende belangen*) of the Company or any law, rules or regulations applicable to the Company prevent it from doing so.

7.2.3 If the Supervisory Board decides not to provide the General Meeting with all information requested based on an overriding interest of the Company, the Supervisory Board must explain this.

7.3 Management Board - resolutions requiring Supervisory Board approval

7.3.1 The Articles of Association provide that certain resolutions of the Management Board are subject to the approval of the Supervisory Board. 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.

7.3.1.1 For capital expenditure projects and/or contracts, the Supervisory Board has set the threshold amount at 50 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 25 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.

7.3.1.2 For M&A transactions as referred to in article 14.1.(e) and the acquisition, disposal, and encumbrance of land and buildings as referred to in article 14.1.(m) of the Articles of Association the Supervisory Board has set the same threshold amount of 50 million euros as referred to in Clause 7.3.1.1.

7.3.1.3 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.

7.3.1.4 In addition to article 7.3.1.2, the Management Board informs the Supervisory Board, at the discretion of the Supervisory Board, via the Operations & Passengers Committee about all operational expenditure projects and/or contracts with minimum value of 5 million euros and with a total contract duration of more than ten years.

7.3.2 Without prejudice to any approval rights of the Supervisory Board pursuant to applicable law, the Articles of Association or these Rules, the following plans and budgets require the prior approval of the Supervisory Board:

(a) the Group's Vision 2050 and Strategic Plan and any material amendment thereto;

(b) the Mid-Term Plan and, once developed, the Master Plan, and any material amendment thereto;

(c) the annual Strategic Portfolio Update relating to the Group's capital expenditure and investment portfolio for the subsequent five-year period; and

(d) the annual capital expenditure budget for the subsequent financial year.

7.4 Management Board - evaluation

7.4.1 The Supervisory Board must regularly, and at least annually, evaluate the performance of the Management Board and the Managing Directors. The evaluation takes place without the Managing Directors being present.

7.5 Managing Directors and majority shareholders - conflicts of interest

7.5.1 The Supervisory Board is responsible for dealing with conflicts of interest between Managing Directors and/or shareholders on the one hand and the Company on the other hand.

7.5.2 The Management Board Rules contain the following provisions regarding conflicts of interest:

(a) a Managing Director must without delay report any conflict of interest or potential conflict of interest to the Chair and the other Managing Directors. The Managing Director 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;

(b) the Supervisory Board decides whether a Managing Director has a conflict of interest, without the Managing Director being present; and

(c) Management Board resolutions on a subject in respect of which the Supervisory Board has found one or more Managing Directors to have a conflict of interest (i) may only be adopted if the transaction is to be entered into by the Company on terms that are customary in the market, and (ii) require the approval of the Supervisory Board.

7.5.3 All transactions between the Company and legal or natural persons who hold at least ten percent of the shares in the Company that are of material significance to the Company and/or to such persons require the approval of the Supervisory Board. The Supervisory Board will only grant its approval if the transaction is to be entered into by the Company on terms that are customary in the market.

8 ANNUAL EVALUATION OF SUPERVISORY DIRECTORS AND POSITIONS OUTSIDE THE COMPANY

8.1 Evaluation of Supervisory Directors

8.1.1 The Chair of the Supervisory Board is the main contact of the Supervisory Board regarding the performance of Supervisory Directors other than the Chair. The Vice-Chair is the main contact of the Supervisory Board regarding the Chair's performance.

8.1.2 The Supervisory Board must regularly, and at least annually, evaluate its own and each of the Supervisory Directors' performance. The Supervisory Board will periodically seek the support of an external expert for its evaluation.

8.2 Positions outside the Company

8.2.1 Supervisory Directors must inform the Supervisory Board before accepting positions outside the Company.

9 CONFIDENTIALITY

9.1.1 Each Supervisory Director shall treat all information and documentation obtained in connection with his or her position as Supervisory Director with the necessary discretion, integrity and confidentiality.

10 MISCELLANEOUS

10.1 Decision not to comply with these Rules

10.1.1 The Supervisory Board may occasionally resolve not to comply with these Rules by a resolution provided that (i) the non-compliance is not contrary to applicable law and the Articles of Association and (ii) the reasons for the non-compliance are properly recorded.

10.2 Amendment of these Rules

10.2.1 The Supervisory Board may amend these Rules by resolution.

10.3 Partial invalidity

10.3.1 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 by Dutch law.

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

Royal Schiphol Group

Schedule 1 Definitions

Capitalised terms in these Rules have the following meanings:

"**Articles of Association**" means the articles of association (*statuten*) of the Company from time to time;

"**Audit and Investment Committee**" means the Committee referred to in Clause 3.2.1(a);

" **Operations & Passengers Committee**" means the Committee referred to in Clause 3.2.1(b);

"**CEO**" means the Managing Director with title Chief Executive Officer;

"**Chair**" means the Supervisory Director with title Chair, in accordance with Clause 2.3.1;

"**Code**" means the Dutch Corporate Governance Code 2025;

"**Committee**" means a permanent or ad hoc committee of Supervisory Directors that has been established in accordance with these Rules to advise and prepare decision making of the Supervisory Board as a whole;

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

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

"**General Meeting**" means the general meeting of shareholders (*algemene vergadering van aandeelhouders*) of the Company;

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

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

"**Management Board**" means the management board (*bestuur*) of the Company;

"**Management Board Rules**" (or the Company's "Executive Committee Rules") mean the regulations (*reglement*) applicable to the Management Board and Executive Committee, as amended from time to time;

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

"**People & Transformation Committee**" means the Committee referred to in Clause 3.2.1(c);

"**Rules**" means these Supervisory Board regulations, as amended from time to time;

" Public Affairs & Sustainability Committee" means the Committee referred to in Clause 3.2.1(d);

"**Supervisory Board**" means the supervisory board (*raad van commissarissen*) of the Company;

"**Supervisory Director**" means a member of the Supervisory Board (*commissaris*);

"**Vice-Chair**" means the Supervisory Director with title Vice-Chair, in accordance with Clause 2.3.1; and

"**Works Council**" means the works council (*ondernemingsraad*) of the Company.

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Schedule 2 Profile of the Supervisory Board

1 General

1.1.1 In composing the Supervisory Board the legal requirements and requirements under the Articles of Association shall be observed and the Code in respect thereof complied with. The nature and scope of the Group and the business operations associated with the Company shall furthermore be taken into account.

2 Profile

2.1 Composition

2.1.1 The Supervisory Board's composition will be such that there is an appropriate level of diversity in terms of expertise, experience, competencies, other personal qualities, gender or gender identity, age, nationality and (cultural) background amongst its members, to enable the Supervisory Board to best meet its various obligations towards the Company and those involved in the Company (including the shareholders).

2.1.2 Supervisory Directors shall not be:

(a) persons employed by the Company;

(b) persons employed by a company that is dependent on the Company; and

(c) directors and persons employed by an employee organisation usually involved in defining the terms and conditions of employment of the persons referred to under (a) and (b) above.

2.1.3 Supervisory Directors cannot be persons who are supervisory director or non-executive officer with at least five legal entities (as defined in article 2:142a Dutch Civil Code), whereas chairmanship counts twice.

2.1.4 The Supervisory Board shall consist of at least five and no more than eight natural persons to be determined by the General Meeting.

2.1.5 No former Managing Director shall serve on the Supervisory Board.

2.1.6 When appointing its members the Supervisory Board shall aim to achieve the best possible complementary composition, the aim of which, in addition to possessing the general knowledge and managerial experience required to fulfil the task of supervisory director, is specific knowledge of one or more of the following areas relevant to the Company:

(a) aviation business;

(b) commercial activities;

(c) finance, accountancy and risk management;

(d) sustainable development/environment;

(e) international experience;

(f) digitalization;

(g) government and stakeholders Schiphol;

(h) human resource management;

(i) sustainable corporate responsibility;

(j) project management; and

(k) corporate governance.

2.1.7 At least one Supervisory Director shall have extensive knowledge and understanding of and affinity for Amsterdam Airport Schiphol's exceptional significance for the municipality of Amsterdam and the surrounding region. This Supervisory Director shall be nominated for appointment by the General Meeting only after consultation with the Amsterdam mayor and aldermen.

2.1.8 At least one Supervisory Director must be a financial expert, having the relevant knowledge and experience in financial administration / accounting for listed companies or other legal entities.

2.1.9 At least one Supervisory Director must be a sustainability expert, having the relevant knowledge and experience in sustainability.

2.1.10 At least one Supervisory Director must be an aviation expert, having the relevant knowledge and experience in aviation.

2.2 **Diversity**

2.2.1 The desired composition of the Supervisory Board is such that it complies with the Company's diversity principles.

2.3 **Independence**

2.3.1 The desired composition of the Supervisory Board is such that it enables Supervisory Directors to operate independently and critically *vis-à-vis* one another, the Management Board, and particular interests involved.

2.3.2 In particular, the desired composition of the Supervisory Board is such that:

(a) at most one Supervisory Director does not qualify as independent pursuant to Best Practice provision 2.1.8 sections (i) to (v) inclusive of the Code; and

(b) less than half of the Supervisory Directors do not qualify as independent pursuant to Best Practice provision 2.1.8 of the Code.

3 Adoption/amendments to this Schedule 2

3.1.1 The Supervisory Board may only unanimously resolve to adopt and amend section 2 of this Schedule 2 in a meeting where all Supervisory Directors are present or represented.

Royal Schiphol Group

Schedule 3 General responsibilities of the Supervisory Board

1 GENERAL RESPONSIBILITIES OF THE SUPERVISORY BOARD

1.1 The Supervisory Board supervises the policies, management and the general affairs of the Group. The Supervisory Board assists the Management Board with advice on general policies related to the Company and its business.

1.2 In fulfilling its duties and responsibilities, the Supervisory Board shall be guided by the interests of the Company and its business.

1.3 The duties and responsibilities of the Supervisory Board include supervising and advising the Management Board with respect to the following:

(a) setting the Company's management agenda;

(b) enhancing the performance of the Group;

(c) developing a general strategy, that contributes to 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, and incorporating and maintaining these values;

(e) determining and pursuing operational and financial objectives;

(f) structuring and managing internal business control systems;

(g) preparing the Business Plan consisting of the Strategic Plan and the Tactical Plan (i.e. financial budget, multiyear financial outlook (3-5year) including the funding plan and project portfolio budget) (all as defined in the Management Board Rules);

(h) overseeing the Group's financial and sustainability reporting processes;

(i) compliance by the Group with applicable laws and regulations;

(j) ensuring compliance with and maintaining the corporate governance structure of the Group;

(k) ensuring publication by the Company of any information required by applicable laws and regulations;

(l) preparing the Company's annual report, the annual budget and significant capital expenditures; and

monitoring corporate social responsibility issues.

1.4 In addition, the responsibilities and tasks of the Supervisory Board include:

(a) selecting and appointing individuals as Managing Director, and potentially suspending or dismissing Managing Directors and approving the appointment of the other members of the Executive Committee;

(b) adopting a diversity & inclusion policy for the Supervisory Board and the Management Board and approving the diversity & inclusion policy for senior management and the rest of the workforce;

(c) proposing the remuneration policy for Managing Directors for adoption by the General Meeting and determining the remuneration and the employment terms for the individual Managing Directors in conformity with the remuneration policy;

(d) selecting and nominating individuals for appointment by the General Meeting as Supervisory Directors;

(e) proposing the remuneration for Supervisory Directors for adoption by the General Meeting;

(f) reviewing the performance of the Supervisory Board, its Committees, and individual Supervisory Directors and discussing the conclusions that must be drawn on the basis of this review at least on an annual basis;

(g) reviewing the performance of the Management Board and individual Managing Directors and discussing the conclusions that must be drawn on the basis of this review at least on an annual basis;

(h) selecting and nominating for appointment by the General Meeting of the Company's external auditor;

(i) reviewing and approving any resolution of the Management Board concerning matters that require approval of the Supervisory board pursuant to applicable law or the Articles of Association;

(j) being responsible for the decision-making on dealing with conflicts of interest regarding Managing Directors, Supervisory Directors and shareholders in relation to the Company;

(k) adopting the remuneration report on the remuneration policy conducted; and

(l) annually drawing up a report on the functioning and activities of the Supervisory Board and its Committees for the Company's annual report.

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Schedule 4 Responsibilities of the Chair and the Vice-Chair

1 RESPONSIBILITIES OF THE CHAIR AND THE VICE-CHAIR

1.1 Chair

1.1.1 The Chair is primarily responsible for ensuring that:

(a) the Supervisory Board has proper contact with the Management Board, any employee participation body and the General Meeting;

(b) the Supervisory Board elects a Vice-Chair;

(c) there is sufficient time for deliberation and decision-making by the Supervisory Board;

(d) the Supervisory Directors receive all information that is necessary for the proper performance of their duties in a timely fashion;

(e) the Supervisory Board and its committees function properly;

(f) the performance of individual Managing Directors, members of the Executive Committee and Supervisory Directors is assessed at least annually;

(g) the Supervisory Directors, Managing Directors and members of the Executive Committee follow their induction programme;

(h) the Supervisory Directors, Managing Directors and members of the Executive Committee follow their education or training programme;

(i) the Executive Committee and Management Board performs activities in respect of culture;

(j) the Supervisory Board recognises signals from Company's business and ensures that any material misconduct and irregularities, or suspicion thereof, are reported to the Supervisory Board without delay;

(k) the General Meeting proceeds in an orderly and efficient manner;

(l) effective communication with shareholders is assured; and

(m) the Supervisory Board is involved closely, and at an early stage, in any merger or takeover process.

1.1.2 The Chair acts as the Supervisory Board's main contact for the Management Board, other Supervisory Directors and shareholders.

1.1.3 The Chair shall consult regularly with the CEO.

1.2 **Vice-Chair**

1.2.1 The Vice-Chair deputises for the Chair in the event of the Chair's absence or inability to act.

1.2.2 The Vice-Chair acts as main contact for individual Supervisory Directors and Managing Directors regarding the performance of the Chair.

Royal Schiphol Group

Schedule 5 Audit and Investment Committee Charter

1 TASK AND RESPONSIBILITIES

General

1.1 The Audit and Investment Committee advises the Supervisory Board and prepares its decision making regarding the Company's internal risk management and control systems, the integrity and quality of the financial and sustainability reporting the Group's investment programme (as defined below) and advising the Supervisory Board on the approval of material investment decisions.

Responsibilities

1.2 Responsibilities of the Audit and Investment Committee include advising the Supervisory Board regarding:

(a) the results of the statutory audit, including the contribution of the statutory audit to the integrity of the financial and sustainability reporting of the Company and the role of the Audit Committee in that process;

(b) the financial and sustainability reporting process and proposals to safeguard the integrity of this process;

(c) the design and effectiveness of the internal risk management and control systems (including the assessment and statement on risk management (*Verklaring omtrent Risicobeheersing*)), the internal audit function and risk management systems with regard to the Company's financial reporting and the effect of codes of conduct;

(d) the statutory audit of the annual accounts and the consolidated annual accounts, including the audit that takes into account the assessment of the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*) pursuant to Section 26(6) of the EU Directive, no. 537/2014, of 16 April 2014;

(e) the independence of the external auditor, specifically taking into account the extension of ancillary services to the Company;

(f) the selection process for the external auditor and the nomination to extend the assignment to carry out the statutory audit;

(g) the annual non-financial information by the Company including Corporate Responsibility information;

(h) the performance of the internal audit function, including the action plan for the internal audit function and findings;

(i) dismissals of senior internal auditors;

(j) the relations with, and compliance with recommendations and following up of comments by, the internal and external auditors and any other external party involved in auditing the sustainability reporting;

(k) the funding of the Company;

(l) the application, reliability and continuity of information and communication technology by the Company, including risks relating to cybersecurity;

(m) the Company's tax policy, including BEPS (Base Erosion / Profit Shifting);

(n) policy and activities relating to insurances and pensions;

(o) investments, disinvestments, mergers and acquisitions including financing and post investment analyses;

(p) the Group's investment programme, as set out in the Company's Masterplan, Mid-Term Plan and Strategic Portfolio, which involves (inter alia) the development of a new pier, airside infrastructure, a new terminal and associated infrastructure, including its baggage handling system, adjustments of landside infrastructure and parking facilities, adjustments to the rail station area and real estate developments (the "**major projects**"), including:

(i) finance and budget of the major projects;

(ii) governance, risk management, organization and strategy of the major projects;

(iii) major contracts, including tender strategy, processes and the selection of potential contractual counterparties regarding the major projects;

(iv) the design for and performance (from time to time) of construction works of the major projects;

(v) major projects related stakeholder management, stakeholder consultation and other stakeholder involvement; and

(vi) major projects related health, safety and environmental matters (e.g. policies, procedures, events and incidents); and

(q) other material investment strategies and programmes.

1.3 Each year the Audit and Investment Committee is informed by the Management Board about the Regulatory Accounts of the aviation and security activities pursuant to Section 8.25 g4 of the Aviation Act and the related reports from the external auditor prior to their publication.

1.4 In addition, the Audit and Investment Committee maintains the relationship with the external auditor, including regarding:

(a) the scope, the approach of the activities and the remuneration of the external auditor;

(b) the independence of the external auditor (with particular attention to the provision of additional services to the Group);

(c) the involvement of the external auditor with respect to the contents and publication of financial and sustainability reporting by the Company other than through the annual financial statements;

(d) based (among other things) on the documents from which the audit plan was developed, the findings and outcomes of the audit work on the financial statements and the management report; and

(e) irregularities in respect of the content of financial and sustainability reporting as reported by the external auditor.

2 Composition

General

2.1 The Supervisory Board determines the size of the Audit and Investment Committee, provided that the Audit and Investment Committee consists of at least three members.

2.2 Members of the Audit and Investment Committee are appointed by the Supervisory Board.

2.3 At least half of the members of the Audit and Investment Committee must be independent pursuant to Best Practice provision 2.1.8 of the Code.

2.4 At least one member of the Audit and Investment Committee must have specific expertise in financial reporting and/or reviewing financial reports and the financial administration for listed companies or other large companies.

Chair

2.5 The Supervisory Board appoints one of the Audit and Investment Committee members as the Committee's chair.

2.6 The Chair or a former Managing Director cannot serve as chair of the Audit and Investment Committee. The chair of the Audit and Investment Committee must be independent pursuant to Best Practice provision 2.1.8 of the Code.

3 MEETINGS

3.1 The Audit and Investment Committee shall hold at least two meetings per year and whenever one or more of its members have requested a meeting. Audit Committee meetings in which the semi-annual and annual financial results are discussed shall be held in advance of the meeting in which the Supervisory Board is to discuss those results.

3.2 At least two Committee members should attend the meeting.

3.3 In principle, the Company's external auditor shall attend all Audit and Investment Committee meetings.

3.4 The Audit and Investment Committee shall hold a meeting with the Company's external auditor at least once a year without any of the Managing Directors and (representatives of) the internal audit function being present. Without prejudice to the above, the Audit and Investment Committee shall decide if and when the Managing Directors or other employees of the Company shall attend its meetings.

3.5 The Company's Finance Director shall serve as secretary of the Audit and Investment Committee (or another person designated for that purpose) unless the Audit and Investment Committee designates another person to fulfil this position.

3.6 Clause 5 of the Rules shall as much as possible be applied to Audit and Investment Committee meetings.

4 REPORT TO THE SUPERVISORY BOARD

4.1 The Audit and Investment Committee regularly reports to the Supervisory Board in respect of its deliberations and findings.

4.2 The Audit and Investment Committee's reporting includes:

(a) how the tasks and responsibilities of the Audit and Investment Committee are carried out;

(b) (changes in) the composition of the Audit and Investment Committee;

(c) meetings of the Audit and Investment Committee and the main items discussed.

4.3 Without prejudice to the general reporting provision set out in sections 4.1 and 4.2 above, the Audit and Investment Committee will report on the results of the annual statutory audit to the Supervisory Board, including developments concerning the relationship with the external auditor, in particular the independence of the external auditor. The report shall address, *inter alia*, the desirability of rotation of partners within a firm of external auditors that is responsible for the Company's audit, and the desirability of any other work for the Company by the external auditor. The report will comment on how the audit has contributed to the integrity of the financial and sustainability reporting, and will mention the role of the Audit Committee in the audit.

Royal Schiphol Group

Schedule 6 Operations and Passengers Committee Charter

1 TASK AND RESPONSIBILITIES

General

1.1 The Operations and Passengers Committee advises the Supervisory Board and prepares its decision making regarding the Company's operations, operating model, security and safety, commercial and procurement strategy and other material operational and passenger related matters.

Responsibilities

1.2 Responsibilities of the Operations and Passengers Committee include advising the Supervisory Board with regard to:

(a) strategic operational performance, projects and material topics concerning operations, aviation, quality for passengers and airlines and passenger and airline satisfaction;

(b) commercial strategy and material developments;

(c) safety management and safety performance and other safety related matters, including passenger safety, staff safety and safety of the airport in general;

(d) health related matters, including absenteeism, incidents and health impact of the airport and operations in general;

(e) security related matters; and

(f) procurement strategy and operating model.

2 COMPOSITION

General

2.1 The Supervisory Board determines the size of the Operations and Passengers Committee, provided that the Operations and Passengers Committee consists of at least two members.

2.2 Members of the Operations and Passengers Committee are appointed by the Supervisory Board.

Chair

2.3 The Supervisory Board appoints one of the Operations and Passengers Committee members as the Committee's chair.

3 MEETINGS

3.1 The Operations and Passengers Committee shall meet at least four times a year and, in addition thereto, whenever any of its members deems it necessary or useful to meet in view of the Committee's task and responsibilities set out in section 1 (task and responsibilities) above.

3.2 The Operations and Passengers Committee may invite Managing Directors to attend Operations and Passengers Committee meetings.

3.3 The Company Secretary (or another person designated for that purpose) shall act as secretary to the Operations and Passengers Committee.

3.4 Clause 5 of the Rules shall as much as possible be applied to Operations and Passengers Committee meetings.

4 REPORT TO THE SUPERVISORY BOARD

4.1 The Operations and Passengers Committee regularly reports to the Supervisory Board in respect of its deliberations and findings.

4.2 The Operations and Passengers Committee's reporting includes:

(a) how the tasks and responsibilities of the Operations and Passengers Committee are carried out;

(b) (changes in) the composition of the Operations and Passengers Committee;

(c) meetings of the Operations and Passengers Committee and the main items discussed;

Royal Schiphol Group

Schedule 7 People & Transformation Committee Charter

1 TASK AND RESPONSIBILITIES

General

1.1 The People and Transformation Committee advises the Supervisory Board and prepares its decision making regarding the nomination, appointment and remuneration, as the case may be, of Managing and Supervisory Directors and transformation and innovation related matters.

Responsibilities

1.2 Responsibilities of the People and Transformation Committee include advising the Supervisory Board and preparing its decision making regarding:

(a) selection criteria and appointment procedures for Managing Directors and Supervisory Directors;

(b) size and composition of the Management Board and the Supervisory Board, including the composition profile for the Supervisory Board;

(c) performance of individual Managing Directors, members of the Executive Committee and Supervisory Directors;

(d) appointment and reappointment of Managing Directors and Supervisory Directors and the approval of the appointment of members of the Executive Committee;

(e) succession and replacement of Managing Directors and Supervisory Directors;

(f) remuneration policy, remuneration of Managing Directors and short-term incentive targets;

(g) the Human Resources strategy, including works council and union matters;

(h) talent management and succession planning for key positions in the Company;

(i) the Company's values and culture;

(j) the Company's diversity and inclusion principles for the composition of the Supervisory Board and the Management Board;

(k) policies and practices regarding selection criteria, appointment procedures and remuneration for senior management;

(l) remuneration of individual Managing Directors;

(m) health related matters, including absenteeism and health impact of the airport and operations related to the Quality of Work; and

(n) transformation and innovation planning and the adoption and strategy relating to AI and technology.

1.3 For the purpose of the responsibility referred to under section 1.2.1(f) above, the People and Transformation Committee shall submit to the Supervisory Board on an annual basis a proposal for the remuneration (including severance) policy to be pursued in respect of the individual Managing Directors. In preparing the proposal, the People and Transformation Committee shall hear each Managing Director to which the proposal relates in respect of the items set out therein. The proposal shall in any event include:

(a) remuneration structure (fixed and variable components);

(b) performance criteria;

(c) scenario analyses; and

(d) pay ratios within the Company.

2 COMPOSITION

General

2.1 The Supervisory Board determines the size of the People and Transformation Committee, provided that the People Committee consists of at least two members.

2.2 Members of the People and Transformation Committee are appointed by the Supervisory Board.

2.3 Supervisory Board members appointed pursuant to the recommendation of the Works Council automatically serve on the People and Transformation Committee.

Chair

2.4 The Supervisory Board appoints one of the People and Transformation Committee members as the Committee's chair.

3 MEETINGS

3.1 The People and Transformation Committee shall meet at least twice a year and, in addition thereto, whenever any of its members deems it necessary or useful to meet in view of the Committee's task and responsibilities set out in section 1 (*task and responsibilities*) above.

3.2 The People and Transformation Committee may invite Managing Directors to attend People Committee meetings.

3.3 The Company Secretary (or another person designated for that purpose) shall act as secretary to the People and Transformation Committee.

3.4 Clause 5 of the Rules shall as much as possible be applied to People and Transformation Committee meetings.

4 REPORT TO THE SUPERVISORY BOARD

4.1 The People and Transformation Committee regularly reports to the Supervisory Board in respect of its deliberations and findings.

4.2 The People and Transformation Committee's reporting includes:

(a) how the tasks and responsibilities of the People Committee are carried out;

(b) (changes in) the composition of the and Transformation People Committee; and

(c) meetings of the People and Transformation Committee and the main items discussed.

Royal Schiphol Group

Schedule 8 Public Affairs & Sustainability Committee Charter

1 TASK AND RESPONSIBILITIES

General

1.1 The Public Affairs & Sustainability Committee advises the Supervisory Board and prepares its decision making regarding public affairs and sustainability related matters.

Responsibilities

1.2 Responsibilities of the Public Affairs & Sustainability Committee include advising the Supervisory Board and preparing its decision making regarding:

(a) sustainability strategy, target setting, the monitoring of sustainability performance, , including (the development of and compliance with) policies to limit environmental impact (e.g waste, carbon footprint, air quality, etc.) and to contribute to or meet sustainability targets (e.g. regarding climate, innovation, clean energy, health and well-being, etc.);

(b) stakeholder involvement, stakeholder consultation and social responsibility related matters;

(c) corporate responsibility in general; and

(d) public affairs and communication strategy; and

(e) regulatory matters and developments (*e.g.* nature permit and LVB).

1.3 In addition, the Public Affairs & Sustainability Committee shall act as advisory body to the Management Board in respect of the matters set out in section 1.2 above.

2 COMPOSITION

General

2.1 The Supervisory Board determines the size of the Public Affairs & Sustainability Committee, provided that the Public Affairs & Sustainability Committee consists of at least two members.

2.2 Members of the Public Affairs & Sustainability Committee are appointed by the Supervisory Board.

Chair

2.3 The Supervisory Board appoints one of the Public Affairs & Sustainability Committee members as the Committee's chair.

3 MEETINGS

3.1 The Public Affairs & Sustainability Committee shall meet at least twice a year and, in addition thereto, whenever any of its members deems it necessary or useful to meet in view of the Committee's task and responsibilities set out in section 1 (*task and responsibilities*) above.

3.2 At least one Managing Director shall attend Public Affairs & Sustainability Committee meetings.

3.3 The Company Secretary (or another person designated for that purpose) shall act as secretary to the Public Affairs & Sustainability Committee.

3.4 Clause 5 of the Rules shall as much as possible be applied to Public Affairs & Sustainability Committee meetings.

4 REPORT TO THE SUPERVISORY BOARD

4.1 The Public Affairs & Sustainability Committee regularly reports to the Supervisory Board in respect of its deliberations and findings.

4.2 The Public Affairs & Sustainability Committee's reporting includes:

(f) how the tasks and responsibilities of the Public Affairs & Sustainability Committee are carried out;

(g) (changes in) the composition of the Public Affairs & Sustainability Committee; and

(h) meetings of the Public Affairs & Sustainability Committee and the main items discussed.