

Corporate Governance

Royal Schiphol Group N.V., also acting as Luchthaven Schiphol and Schiphol Group, is a public limited liability company with a two-tier board system ('structuurregime') and three shareholders: the State of the Netherlands, the municipality of Amsterdam and the municipality of Rotterdam.

General

Schiphol Group's corporate governance structure is based on Dutch law, the Dutch Corporate Governance Code, its articles of association and several internal regulations. The Group has been applying the Dutch Corporate Governance Code since 2004 based on the 'comply or explain' principle. Schiphol has updated its policies in line with the new version of the Corporate Governance Code 2022. Schiphol's internal regulations include the Management Board Rules and the Supervisory Board Rules, including charters regarding the Supervisory Board's permanent committees and regulations regarding conflicts of interest and the reporting of misconduct.

All documents referred to in this paragraph are published on www.schiphol.nl under Royal Schiphol Group, on the Investor Relations page.

Management Board and Executive Team

As of 1 February 2023, the governance structure of Schiphol Group has changed. The Management Board has been integrated in the Executive Team and consists of six members: a President and Chief Executive Officer (CEO), an Executive Vice-President and Chief Financial Officer (CFO), an Executive Director Airport Operations & Aviation Partnerships, an Executive Director Schiphol Infrastructure, an Executive Director Schiphol Commercial and an Executive Director Human Resources. The new leadership structure allows for more direct and integrated control of the Group's key operational responsibilities. The broad composition of the Executive Team strengthens the business operations and ensures a better implementation of the strategic agenda. The members of the Group Executive Team are jointly responsible for the management of Schiphol Group and for general affairs within Schiphol Group and its Group companies.

The CEO and CFO are the statutory directors. Each statutory director has assumed responsibility for a specific portfolio approved by the Supervisory Board.

On 1 February 2023, the Supervisory Board terminated the employment agreement of Executive Vice-President and Chief Operations Officer Hanne Buis due to a difference of opinion concerning the operational management of the airport. Despite joint efforts, the differences could not be bridged. The position remains vacant.

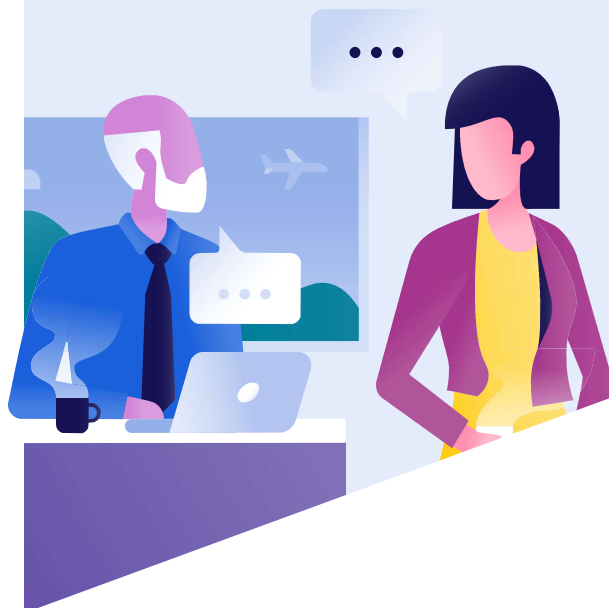
The appointment of Mr Sondag as interim CEO has been extended until 29 February 2024. In November 2023, it was announced that Mr Van Oord would be appointed as permanent CEO with effect from 1 June 2024 for an initial term of four years. For the period from 1 March 2024 to 31 May 2024, Mr Carsouw (CFO) will be appointed interim CEO.

Supervisory Board

The Supervisory Board is responsible for supervising the management and general affairs of Schiphol Group. In addition, the Supervisory Board supports the Executive Team with advice. The Supervisory Board consists of at least five, and at most eight, members and meets at least four times a year.

The Supervisory Board has four permanent committees:

1. The Audit Committee prepares and discusses the Supervisory Board's decision-making on Group financing, the internal risk management and control systems, as well as on integrity reporting, claims and the quality of the financial and non-financial reporting.
2. The Capital Programme, Operations & Investments Committee prepares and discusses matters relating to the Supervisory Board's decision to approve investment



decisions (as stated in the articles of association and internal regulations). The committee is closely involved in major projects (including Pier A, the expansion of the Quebec taxiway, Southern Development and the Redevelopment of Lounge 1) as well as the (general) operational and commercial developments at the airport.

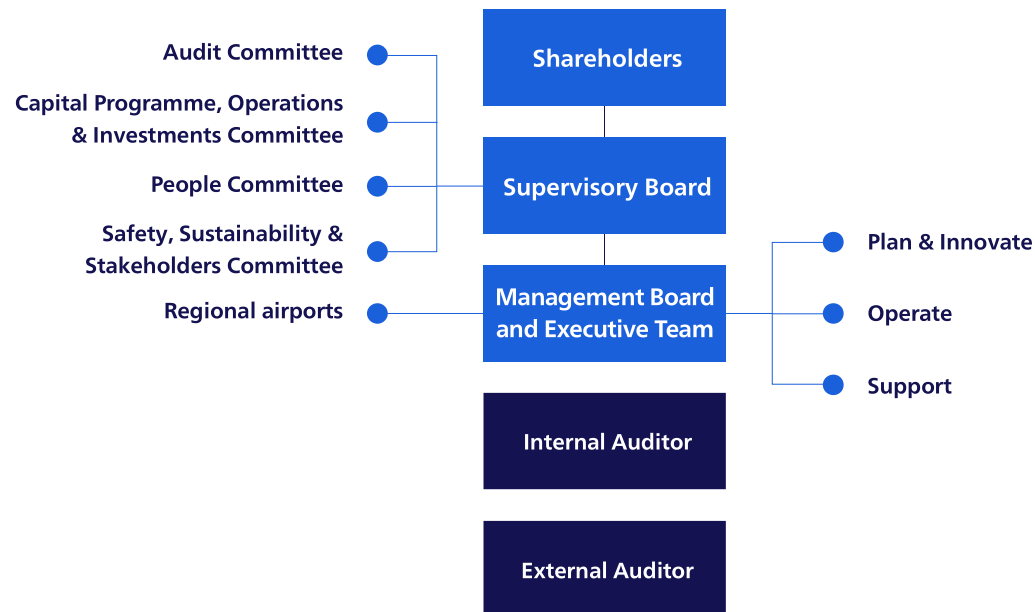
3. The People Committee prepares and discusses the Supervisory Board's decision-making on nominations, appointments and remuneration. The committee also engages in topics relating to diversity and inclusion as well as succession planning, Schiphol Group's culture (including integrity) and employee-related matters.
4. The Safety, Sustainability and Stakeholders Committee prepares and discusses the Supervisory Board's decisions on safety, sustainability and stakeholder-related matters. ESG is another important topic discussed and dealt with in this committee as well.

The committees meet independently and carry out preparatory work as governed by the charters, which are part of the Supervisory Board rules. The committees report on the outcome of their meetings in a Supervisory Board meeting. The Supervisory Board as a whole makes decisions based on these reports. The Supervisory Board Rules, including the Committee charters, are published on www.schiphol.nl.

Shareholders

The share buyback obligation (financial liability) resulting from the termination of the HubLink industrial cooperation agreement between Groupe ADP and Schiphol Group was settled in December 2022 with the acquisition of the treasury shares, the shares of which Schiphol Group still had on its balance by year-end 2023.

Corporate Governance structure Royal Schiphol Group N.V.



Diversity Policy

Schiphol Group has a Diversity Policy for the Supervisory Board, Management Board and senior management. The policy includes targets for both gender and cultural diversity.

Schiphol Group has an important societal role and therefore a responsibility to actively pursue diversity and inclusion (DE&I, Diversity, Equity & Inclusion). To this end, Schiphol Group has included DE&I in its Destination, as this Destination embodies the intrinsic values of the organisation. As DE&I reflect both society and Schiphol Group's customers, Schiphol Group believes that these are important preconditions for operating as a successful organisation. Moreover, DE&I are important steering points in the relationship with employees and other stakeholders, especially in terms of (personal) leadership.

Results of the policy

The following specific diversity objectives have been identified to increase diversity within the Supervisory Board, Management Board and senior management:

- Maintain gender diversity on the Supervisory Board so at least 30% of the Supervisory Board consists of women and at least 30% consists of men. At year-end, the Supervisory Board of Schiphol Group consisted of three female (43%) and four male (57%) members. Schiphol Group therefore complies with this objective.
- the gender diversity within the Management Board so that at least 30% of the Management Board consists of women and at least 30% consists of men. At year-end, the Management Board of Schiphol Group consisted of zero female (0%) and two male (100%) members. Schiphol Group therefore does not comply with this objective. Schiphol Group believes that gender-diverse management is important for the organisation. At year-end, the Executive Team of Schiphol

- Group consisted of two female (33%) and four male (67%) members, which is in line with the policy.
- Maintain the gender diversity within senior management so that at least 30% of senior management consists of women and at least 30% consists of men. At year-end, senior management consisted of six female (35%) and eleven male (65%) members. Schiphol Group therefore complies with this objective.
 - Increase the cultural diversity of the Supervisory Board, the Management Board and senior management so that by 2025, at least 15% of the Supervisory Board, the Management Board and senior management combined consists of a combination of international and bi-cultural members. At year-end, the Supervisory Board, Management Board and senior management consisted of three members that either have an international (two) or bi-cultural (one) background (12%). Schiphol Group therefore does not comply with this objective and shall continue striving for greater cultural diversity.
 - Schiphol Group pursues rejuvenation in the appointment of members of the Supervisory Board, Management Board and senior management. Schiphol Group always takes rejuvenation into consideration in appointments and succession-planning.

The Diversity Policy is published on www.schiphol.nl, under Royal Schiphol Group, on the Investor Relations page.

Securities transactions

Although the shares of Schiphol Group are not listed on a stock exchange, the company has rules regarding inside information, holding securities and securities transactions, as the company has issued bonds under the EMTN programme, which are listed on Euronext Amsterdam.

Members of the Executive Team and Supervisory Board must refrain from buying and selling these bonds.

The (Deputy) Company Secretary is the central officer referred to in the rules on inside information, holding of securities and securities transactions. The Market Abuse Regulation Committee monitors compliance with the legislation.

The Insider Dealing Policy is published on www.schiphol.nl, under Royal Schiphol Group, on the Investor Relations page.

Sustainability

Governance

The President and CEO of Schiphol Group is primarily responsible for sustainability. The Management Board defines the sustainability vision and policy and is for that purpose assisted by the Supervisory Board's Safety, Sustainability & Stakeholders Committee in this task. The sustainability programme manager is part of Schiphol Group's Strategy and Airport Planning department, which reports directly to the President and CEO to enable Schiphol Group to effectively integrate sustainability throughout the Group and to ensure its impact on strategy.

The achievement of sustainability targets is one of the elements of the remuneration policy for the Management Board. The Executive Director Airport Operations & Aviation Partnerships acts as the airport manager and, in this capacity, is responsible for ensuring compliance with relevant legislation, in particular relating to safety and the environment. Such legislation is often airport-specific. Our ambition is to create the world's

most sustainable, high-quality airports, and our sustainability strategy focuses on the following areas: Energy positive, Circular economy, Sustainable aviation and Communities. We collaborate with partners on these themes, and senior management of the departments that have the most impact regularly discuss these themes to ensure the fulfilment of sustainability ambitions that transcend the individual departments. Workshops regarding sustainability are regularly scheduled throughout the Group to create awareness.

We aim to operate zero-emissions and zero-waste airports by 2030 and circular and energy-positive airports by 2050. The Management Board discusses sustainability developments in general and progress on the roadmap towards achieving our 2030 goals. Sustainability is a fixed component of Schiphol Group's investment strategy. As a matter of principle, sustainability is, to the greatest extent possible, a selection criterion in Schiphol Group's tender processes.

The 'Materiality Analysis' chapter of this annual report describes the way Schiphol Group has determined its material topics for 2023 by means of impacts, risks, and opportunities. Schiphol Group's statutory directors are ultimately responsible for managing the material topics and therewith managing the impacts, risks, and opportunities. They do so by – amongst other things – ensuring that the material topics are on the agenda of the formal Executive Team meetings regularly, having broad discussions and deep dive sessions with business experts regarding the material topics and discussing them during the bilateral meetings with relevant directors as well. The latter is important since the statutory directors delegated managing the material topics to (executive) directors in the organisation. Sustainability plays a pivotal role in all decision-making, realizing that it always remains a balancing act between various aspects. [The Supervisory Board](#) supervises and advises the statutory and executive directors in managing the material topics. Please refer to the Supervisory Board and Management Board Rules [on our website](#) for further details.

Safety and environmental risk control

Schiphol Group implements its objectives, tasks, responsibilities, authorisations and working agreements regarding safety control and environmental risks through safety management systems. The safety manager is accountable for the development and maintenance of the safety management system. All system-related improvements are included in the annual health, safety and environmental (HSE) plan.

Safety is a line responsibility: all operational managers are responsible for effectively managing safety risks in their respective processes. Schiphol's HSE organisation is responsible for providing the operational departments with the necessary support to identify and manage safety risks, and it must ensure suitable systems, procedures and methodologies are in place.

The Executive Director Airport Operations & Aviation Partnerships and relevant senior management are represented in the Safety Review Board (SRB). The SRB monitors the airport's progress on its safety goals and performance and monitors compliance with all HSE regulations, including European Aviation Safety Agency (EASA) requirements.

Safety is a chain responsibility at Schiphol. Our sector partners work together within the Integral Safety Management System (ISMS) framework to identify, monitor, analyse and mitigate safety risks that affect more than one industry party.

Compliance with legislation

Line managers are responsible for compliance with HSE legislation and regulation and must organise a supervisory system to monitor this. The HSE organisation independently assesses whether the line supervision has been adequately organised and functions as intended.

Complying with European aviation safety rules requires continuous attention. The EASA compliance monitoring manager monitors and coordinates EASA compliance via the Compliance Monitoring Group.

Schiphol also has a public-private partnership with four government bodies in safety and environmental legislation inspections and supervisory tasks: Human Environment and Transport Directorate, Rijnland Water Authority, the Omgevingsdienst Noordzeekanaalgebied (North Sea Canal Environment Agency) and the Royal Netherlands Marechaussee. This covers activities such as inspecting the use of auxiliary power units (APUs), supervising ground-handling activities and monitoring airside traffic safety.

ACM Commitments

The five-year limitation period for the commitments offered by Schiphol Group and KLM to the Authority for Consumers and Markets (ACM) to prevent competition risks ended in February 2023. In recent years, Schiphol Group devoted a great deal of attention to this topic via its compliance programme on competition law. Although the commitments ended, Schiphol Group will continue with its general compliance programme on competition law, of which the nature of risks related to discussions with airlines, including KLM, will be an integral part.

Table responsibilities material topics¹

| Material topic | Statutory responsibility | Challenges | Information included in |
|---|--------------------------|---|---|
| Network of destinations | CEO | <ul style="list-style-type: none"> - 440K ATM decision by cabinet - Balanced approach - Competition from other airports | Network of destinations |
| Accessibility | CEO | <ul style="list-style-type: none"> - Improve accessibility by road and rail - Extension of N/S metro line - Execution of landside central programme | Accessibility |
| Energy-positive airports | CEO | <ul style="list-style-type: none"> - Development to become zero-emissions airports by 2030 - Electrification of airside | Energy-positive airports |
| Climate adaptation | CEO | <ul style="list-style-type: none"> - Climate change resilience - Strengthen support for sustainable development | Climate adaptation |
| Sustainable aviation | CEO | <ul style="list-style-type: none"> - Initiatives in the chain promoting innovation and sustainability - Development of SAF, including incentives - Passenger transport to and from the airport | Sustainable aviation |
| Air pollution | CEO | <ul style="list-style-type: none"> - Emission of fine- and ultrafine-particles - Nature permit | Air pollution |
| Water pollution | CEO | <ul style="list-style-type: none"> - Polluted runoff from pavement and surface due to airport operations | Water pollution |
| Soil pollution | CEO | <ul style="list-style-type: none"> - PFAS | Soil pollution |
| Circularity | CEO | <ul style="list-style-type: none"> - Development towards fully circular 2050 - Development into zero-waste airports by 2030 | Circularity |
| Noise | CEO | <ul style="list-style-type: none"> - Improved balance between community and airport - 'Eight-point plan' | Noise |
| Engaging with our communities | CEO | <ul style="list-style-type: none"> - Establish living environment fund | Engaging with our communities |
| Societal value | CEO | <ul style="list-style-type: none"> - Societal cost-benefit analysis | Societal value |
| Employment practices own workforce | CEO | <ul style="list-style-type: none"> - Tight labour market - Labour conditions and circumstances - Employee pride in organisation - Responsible Business Policy | Employment practices own workforce |
| Diversity, equity and inclusion own workforce | CEO | <ul style="list-style-type: none"> - Perceived inclusivity climate in organisation - Discrimination | Diversity, equity and inclusion own workforce |
| Employment practices value chain | CEO | <ul style="list-style-type: none"> - Tight labour market - Labour conditions and circumstances - Operating model - Responsible Business Policy | Employment practices value chain |
| Consumer and end-user experience | CEO/CFO | <ul style="list-style-type: none"> - Quality perception of the airport of airlines, passengers and tenants | Consumer and end-user experience |
| Business continuity | CEO | <ul style="list-style-type: none"> - Maintenance backlog - Complexity of the airport ecosystem - Involvement other sector parties | Business continuity |
| Cyber security | CFO | <ul style="list-style-type: none"> - Efficient and safe business operations | Cyber security |

| Material topic | Statutory responsibility | Challenges | Information included in |
|---------------------------------------|--------------------------|---|---------------------------------------|
| Airport capacity | CEO | <ul style="list-style-type: none"> - Delivery of CAPEX portfolio - Maintain operations during construction - Opening of Lelystad Airport | Airport capacity |
| Safety and security | CEO | <ul style="list-style-type: none"> - Operational staff shortages leading to queues - Development of safety culture - Doubling of taxiway Quebec - Entry-Exit System | Safety and security |
| Business ethics and corporate culture | CEO/CFO | <ul style="list-style-type: none"> - Compliance and promotion of integrity, also sector-wide | Business ethics and corporate culture |
| Supplier and procurement practices | CFO | <ul style="list-style-type: none"> - Operating model - Contracting practices based on collaboration - Implementation of Check-In document (new supplier code) | Supplier and procurement practices |
| Financial solidity | CFO | <ul style="list-style-type: none"> - Pressure on financial ratios and credit ratings - Airport charges system | Financial solidity |

¹ This overview is not exhaustive.