

**SUPPLEMENT DATED APRIL 12, 2011 TO THE PROSPECTUS DATED
MAY 19, 2010**



N.V. LUCHTHAVEN SCHIPHOL

(INCORPORATED WITH LIMITED LIABILITY IN THE NETHERLANDS UNDER THE NAME
N.V. LUCHTHAVEN SCHIPHOL WITH CORPORATE SEAT AT SCHIPHOL,
MUNICIPALITY OF HAARLEMMERMEER, THE NETHERLANDS)

AS AN ISSUER AND AS A GUARANTOR

SCHIPHOL NEDERLAND B.V.

(INCORPORATED WITH LIMITED LIABILITY IN THE NETHERLANDS UNDER THE NAME
SCHIPHOL NEDERLAND B.V. WITH CORPORATE SEAT AT SCHIPHOL, MUNICIPALITY
OF HAARLEMMERMEER, THE NETHERLANDS)

AS AN ISSUER AND AS A GUARANTOR

€2,000,000,000

EURO MEDIUM TERM NOTE PROGRAMME

This supplement (the “**Supplement**”) is supplemental to the prospectus (the “**Prospectus**”) dated May 19, 2010 relating to the €2,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) of N.V. Luchthaven Schiphol (“**Schiphol Group**”) and Schiphol Nederland B.V. (“**Schiphol Nederland**” and, together with Schiphol Group, the “**Issuers**” and each an “**Issuer**”). The Prospectus comprises a base prospectus for the purposes of Directive 2003/71/EC as amended from time to time (the “**Prospectus Directive**”), as implemented into Dutch law by the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*, the “**Financial Markets Supervision Act**”) and its implementing regulations. Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement constitutes a supplement to a prospectus for the purposes of Article 16 of the Prospectus Directive and has been prepared in accordance with Article 5:23 of the Financial Markets Supervision Act and the rules promulgated thereunder. This Supplement is the first supplement to the Prospectus and has been approved by, and filed with, the Netherlands Authority for the Financial Markets (*Stichting Autoriteit*

Financiële Markten, the “**AFM**”) as a supplemental prospectus issued in compliance with the Prospectus Directive, Commission Regulation (EC) No. 809/2004 and the Financial Markets Supervision Act. The Issuers have requested the AFM to provide the competent authority in the United Kingdom with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Financial Markets Supervision Act and related regulations which implement the Prospectus Directive into Dutch law (“**Notification**”). The Issuers may request the AFM to provide competent authorities in additional Member States within the European Economic Area with a Notification.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Issuers.

Each of Schiphol Group and Schiphol Nederland accepts responsibility for the information contained in this Supplement and declares that, to the best of the knowledge and belief of each of Schiphol Group and Schiphol Nederland (each having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

So long as Notes are capable of being issued under the Programme, copies of the Prospectus, this Supplement and any documents incorporated herein or therein by reference will be available free of charge at the registered office of each of the Issuers and at the specified offices of each of the Paying Agents. The document from which the below information is incorporated by reference in this Supplement is available for viewing on the website, *www.schipholgroup.com*.

Subscribers for any Notes to be issued have the right to withdraw such subscription within two business days following the publication of this Supplement.

This Supplement has been produced for the purposes of including the audited consolidated financial statements and company financial statements of Schiphol Group (including the notes thereto and the auditor's report thereon) in respect of the financial year ended December 31, 2010 published by Schiphol Group on April 5, 2011.

Addition to Documents Incorporated by Reference (on page 19 of the Prospectus)

The following text shall be added to the section "**Documents Incorporated by Reference**" on page 19 of the Prospectus as a new sub-paragraph (a) (so that the current sub-paragraph (a) shall become sub-paragraph (b) and the current sub-paragraph (b) shall become a new sub-paragraph (c)):

“(a) Schiphol Group Annual Report 2010, pages 157 to 268, containing the audited consolidated financial statements and company financial statements of Schiphol Group (including the notes thereto and the auditor's report thereon) in respect of the financial year ended December 31, 2010;”

The consolidated financial statements and company financial statements of Schiphol Group contained in the Schiphol Group Annual Report 2010 have been audited, approved by its supervisory board on February 16, 2011, but have not yet been adopted by the annual general meeting of shareholders of Schiphol Group. This adoption is expected to take place on April 18, 2011. The consolidated financial statements and company financial statements of Schiphol Group contained in the Schiphol Group Annual Report 2010 have been signed by all managing directors and all supervisory directors of Schiphol Group on February 16, 2011.

General

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in or incorporated by reference in the Prospectus, the statements in (a) will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.