

## FINAL TERMS

### PROHIBITION OF SALES TO EEA RETAIL INVESTORS:

THE NOTES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE EUROPEAN ECONOMIC AREA (“*EEA*”). FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF:

- (A) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF DIRECTIVE 2014/65/EU, AS AMENDED (“*MIFID II*”);
- (B) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE 2016/97/EU, AS AMENDED (THE “*INSURANCE DISTRIBUTION DIRECTIVE*”), WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II; OR
- (C) NOT A QUALIFIED INVESTOR AS DEFINED IN REGULATION (EU) 2017/1129, AS AMENDED (THE “*PROSPECTUS REGULATION*”).

CONSEQUENTLY NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014, AS AMENDED (THE “*PRIIPS REGULATION*”) FOR OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EEA WILL BE PREPARED AND THEREFORE OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.

### PROHIBITION OF SALES TO UK RETAIL INVESTORS:

THE NOTES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE UNITED KINGDOM (“*UK*”). FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF:

- (A) A RETAIL CLIENT, AS DEFINED IN POINT (8) OF ARTICLE 2 OF REGULATION (EU) NO 2017/565, AS AMENDED, AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (“*EUWA*”); OR
- (B) A CUSTOMER WITHIN THE MEANING OF THE PROVISIONS OF THE FSMA AND ANY RULES OR REGULATIONS MADE UNDER THE FSMA TO IMPLEMENT THE INSURANCE DISTRIBUTION DIRECTIVE, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT, AS DEFINED IN POINT (8) OF ARTICLE 2(1) OF REGULATION (EU) NO 600/2014, AS AMENDED, AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUWA; OR
- (C) NOT A QUALIFIED INVESTOR AS DEFINED IN ARTICLE 2 OF REGULATION (EU) 2017/1129 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUWA.

CONSEQUENTLY NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUWA, AS AMENDED (THE “*UK PRIIPS REGULATION*”) FOR OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE UK HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE UK MAY BE UNLAWFUL UNDER THE UK PRIIPS REGULATION.

**MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “*distributor*”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

13 September 2024

**Royal Schiphol Group N.V.**  
(with corporate seat at Schiphol, Municipality of Haarlemmermeer, the Netherlands)

**Issue of EUR 600,000,000 3.375 per cent. Fixed Rate Senior Unsecured  
Notes due 17 September 2036  
Guaranteed by Schiphol Nederland B.V.  
under the EUR 5,000,000,000 Euro Medium Term Note Programme**

#### **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the “*Conditions*”) set forth in the prospectus dated 8 May 2024, as supplemented by the supplement dated 3 September 2024 (the “*Prospectus*”) which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the “*Prospectus Regulation*”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Prospectus in order to obtain all the relevant information. Full information on the relevant Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. Copies of the Prospectus are available for viewing at <https://www.schiphol.nl/en/schiphol-group/page/emtn-programme/> and during normal business hours, free of charge, at the registered office of the relevant Issuer and at the specified offices of each of the Paying Agents.

1.	(i)	Issuer:	Royal Schiphol Group N.V.
	(ii)	Guarantor:	Schiphol Nederland B.V.
2.	(i)	Series Number:	13
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.		Specified Currency or Currencies:	Euro (EUR)
4.		Aggregate Nominal Amount:	
	(i)	Series (including this Tranche):	EUR 600,000,000
	(ii)	Tranche:	EUR 600,000,000
5.		Issue Price:	98.830 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denomination(s):	At least EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000
	(ii)	Calculation Amount:	EUR 1,000
7.	(i)	Issue Date:	17 September 2024

	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	17 September 2036
9.	Interest Basis:	3.375 per cent. Fixed Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11.	Put/Call Options:	Issuer Call  Issuer Residual Call  Change of Control Put  (further particulars specified below)

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

12.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate(s) of Interest:	3.375 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	17 September in each year, commencing 17 September 2025, up to and including the Maturity Date
	(iii) Fixed Coupon Amount(s):	EUR 33.75 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Date(s):	17 September in each year
13.	<b>Floating Rate Note Provisions</b>	Not Applicable
14.	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

15.	Notice periods for Condition 6(b):	Minimum period: 30 days  Maximum period: 60 days
16.	<b>Issuer Call</b>	Applicable
	(i) Optional Redemption Date(s):	Any Business Day up to but excluding the Maturity Date
	(ii) Optional Redemption Amount(s), and method, if any, of calculation of such amount(s):	Any Business Day up to but excluding 17 June 2036 at the Make-Whole Amount and any Business Day from and including 17 June 2036 up to but excluding the Maturity Date at EUR 1,000 per Calculation Amount

(iii)	Reference Bond:	Bundesrepublik Deutschland: DBR 0.00%, 15 May 2035, ISIN: DE0001102549
(iv)	Redemption Margin:	+ 0.20 per cent.
(v)	Quotation Time:	11:00 AM CET
(vi)	If redeemable in part:	
	(a) Minimum Redemption Amount:	EUR 100,000
	(b) Higher Redemption Amount:	EUR 600,000,000
(vii)	Notice period (if other than as set out in the Conditions):	As per the Conditions
17.	<b>Issuer Residual Call</b>	Applicable
	(i) Residual Call Early Redemption Amount:	EUR 1,000 per Calculation Amount
	(ii) Minimum Percentage:	75 per cent.
18.	<b>Investor Put</b>	Not Applicable
19.	<b>Change of Control Put:</b>	Applicable
	(i) Optional Redemption Amount:	EUR 1,000 per Calculation Amount
	(ii) Additional Business Centre(s):	Not Applicable
20.	Final Redemption Amount:	EUR 1,000 per Calculation Amount
21.	Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default:	EUR 1,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

22.	Form of Notes:	
	Form:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
	New Global Note:	Yes
23.	Additional Financial Centre(s):	Not Applicable
24.	Talons for future Coupons to be attached to Definitive Notes:	No
25.	Relevant Benchmarks:	Not Applicable

**RESPONSIBILITY**

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. To the best of the knowledge of the Issuer and the Guarantor the information contained in these Final Terms is in accordance with the facts and makes no omission likely to affect the import of such information.

Signed on behalf of Royal Schiphol Group N.V.:

Signed on behalf of Schiphol Nederland B.V.:

By .....  
*Duly authorised*

By .....  
*Duly authorised*

By .....  
*Duly authorised*

By .....  
*Duly authorised*

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext in Amsterdam with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 11,790

### 2. RATINGS

- Ratings: The Notes to be issued are expected to be rated A by S&P Global Ratings Europe Limited (“S&P”) and A2 by Moody’s France SAS (“Moody’s”).
- Each of S&P and Moody’s is established in the European Union and registered under Regulation (EC) No 1060/2009.

### 3. USE OF PROCEEDS, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Use of Proceeds: General corporate purposes
- (ii) Estimated net proceeds: EUR 591,480,000
- (iii) Estimated total expenses: Not Applicable

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.

### 5. YIELD (*Fixed Rate Notes only*)

- Indication of yield: 3.496 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers: ABN AMRO Bank N.V.  
BNP Paribas  
Coöperatieve Rabobank U.A.  
NatWest Markets N.V.

(iii)	Date of Subscription Agreement:	13 September 2024
(iv)	Stabilising Manager(s) (if any):	Coöperatieve Rabobank U.A.
(v)	If non-syndicated, name of relevant Dealer:	Not Applicable
(vi)	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
(vii)	Prohibition of Sales to EEA Retail Investors:	Applicable
(viii)	Prohibition of Sales to UK Retail Investors:	Applicable

## 7. OPERATIONAL INFORMATION

(i)	ISIN Code:	XS2901969902
(ii)	Common Code:	290196990
(iii)	CFI Code:	As set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
(iv)	FISN Code:	As set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
(v)	Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):	Not Applicable
(vi)	Delivery:	Delivery against payment
(vii)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(viii)	Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.