

Royal Schiphol Group N.V.

SUPERVISORY BOARD RULES

governing the internal proceedings of the supervisory board

Effective as per 8 December 2023

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1 STATUS, DEFINITIONS AND CONSTRUCTION

1.1 Status

1.1.1 These Rules were adopted by the Supervisory Board on 8 December 2023.

1.1.2 On that date, each of the Supervisory Directors declared:

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

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 as per 8 December 2023 is set out in Schedule 2.

2.1.2 The Supervisory Board must maintain a rotation schedule to prevent invalid reappointments. The rotation schedule as per 8 December 2023 is set out in Schedule 3.

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 4.

2.3 Chairman and Vice-Chairman

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

2.3.2 The Chairman 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 Chairman and the Vice-Chairman are set out in Schedule 5.

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 chairman. 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 Committee, with duties and internal proceedings as set out in Schedule 6;
- (b) the Capital Programme, Operations & Investments Committee, with duties and internal proceedings as set out in Schedule 7;
- (c) the People Committee, with duties and internal proceedings as set out in Schedule 8; and
- (d) the Safety, Sustainability & Stakeholders Committee, with duties and internal proceedings as set out in Schedule 9.

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 Chairman 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 Chairman 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 Chairman 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 Chairman of the meeting

5.4.1 The Chairman, or if the Chairman is not present at the meeting the Vice-Chairman, chairs the meeting. The Chairman can appoint another Supervisory Director as chairman for a specific meeting if both the Chairman and the Vice-Chairman cannot attend to that meeting, failing which the Supervisory Directors present at the meeting will appoint one of them as chairman 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 chairman of the meeting) agreement on certain matters during the meeting, the chairman 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 chairman 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 Chairman'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 Chairman or Vice-Chairman, must without delay report any conflict of interest or potential conflict of interest to the Chairman, or in the Chairman's absence, the Vice-Chairman. The Chairman must without delay report any conflict of interest or potential conflict of interest to the Vice-Chairman or, in the Vice-Chairman's absence, to the other Supervisory Directors. The Vice-Chairman must without delay report any conflict of interest or potential conflict of interest to the Chairman or, in the Chairman'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 Chairman 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 Chairman, the CEO and the CFO shall participate in General Meetings, unless they are prevented from attending for well-founded reasons. As a rule, the Chairman 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(p) 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 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.

7.3.1.2 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.

7.3.1.3 In addition to article 7.3.1.2, the Management Board informs the Supervisory Board, at the discretion of the Supervisory Board, via the Capital Programme, 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.

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

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

"**Capital Programme, Operations & Investments Committee**" means the Committee referred to in Clause 3.2.1(b);

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

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

"**CFO**" means the Managing Director with title Chief Financial Officer;

"**Code**" means the Dutch Corporate Governance Code 2022;

"**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**" means the Management Board regulations (*reglement*), as amended from time to time;

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

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

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

"**Safety, Sustainability & Stakeholders 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-Chairman**" means the Supervisory Director with title Vice-Chairman, in accordance with Clause 2.3.1; and

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

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.

Schedule 3 Rotation schedule of the Supervisory Board

This rotation schedule was prepared on the basis of Clause 2.1.2 of the Rules, and was last updated on 11 April 2023. The Supervisory Board shall keep the rotation schedule up to date following any (re)appointments, resignations and/or dismissals.

Name	First appointment	(re)appointment as from	Note
Mrs. S. Brummelhuis	2018	April 2022	End of second term April 2026
Mr. D. Collier	2018	April 2022	End of second term April 2026
Mr. C. Figee	2023	April 2023	End of first term April 2027
Mrs. E. van Galen	2021	April 2021	End of first term April 2025
Mr. R.J. van de Kraats (Vice-Chair)	2015	April 2023	End of second term April 2023
Ms. M van der Laan	2023	April 2023	End of first term April 2027
Mr. J. Winter (Chairman)	2022	January 2022	End of first term January 2026

Schedule 4 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 (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
 - (m) 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;
 - (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.

Schedule 5 Responsibilities of the Chairman and the Vice-Chairman

1 RESPONSIBILITIES OF THE CHAIRMAN AND THE VICE-CHAIRMAN

1.1 Chairman

1.1.1 The Chairman 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-Chairman;
- (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 and Supervisory Directors is assessed at least annually;
- (g) the Supervisory Directors and Managing Directors follow their induction programme;
- (h) the Supervisory Directors and Managing Directors follow their education or training programme;
- (i) the Management Board performs activities in respect of culture;
- (j) the Supervisory Board recognises signs 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 Chairman acts as the Supervisory Board's main contact for the Management Board, other Supervisory Directors and shareholders.

1.1.3 The Chairman shall consult regularly with the CEO.

1.2 **Vice-Chairman**

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

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

Schedule 6 Audit Committee Charter

1 TASK AND RESPONSIBILITIES

General

- 1.1 The Audit Committee advises the Supervisory Board and prepares its decision making regarding the Company's internal risk management and control systems and the integrity and quality of the financial and sustainability reporting.

Responsibilities

- 1.2 Responsibilities of the Audit 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 effectiveness of the internal control systems, 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; and
 - (o) investments, disinvestments, mergers and acquisitions including financing and post investment analyses.
- 1.3 Each year the Audit 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 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 Committee, provided that the Audit Committee consists of at least three members.
- 2.2 Members of the Audit Committee are appointed by the Supervisory Board.
- 2.3 At least half of the members of the Audit Committee must be independent pursuant to Best Practice provision 2.1.8 of the Code.
- 2.4 At least one member of the Audit Committee must have specific expertise in financial reporting and/or reviewing financial reports and the financial administration for listed companies or other large companies.

Chairman

- 2.5 The Supervisory Board appoints one of the Audit Committee members as the Committee's chairman.
- 2.6 The Chairman or a former Managing Director cannot serve as chairman of the Audit Committee. The chairman of the Audit Committee must be independent pursuant to Best Practice provision 2.1.8 of the Code.

3 MEETINGS

- 3.1 The Audit 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 at least one day 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 Committee meetings.
- 3.4 The Audit 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 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 & Control Director shall serve as secretary of the Audit Committee unless the Audit Committee designates another person to fulfil this position.
- 3.6 Clause 5 of the Rules shall as much as possible be applied to Audit Committee meetings.

4 REPORT TO THE SUPERVISORY BOARD

- 4.1 The Audit Committee regularly reports to the Supervisory Board in respect of its deliberations and findings.
- 4.2 The Audit Committee's reporting includes:
- (a) how the tasks and responsibilities of the Audit Committee are carried out;
 - (b) (changes in) the composition of the Audit Committee; and
 - (c) meetings of the Audit 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 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.

Schedule 7 Capital Programme, Operations & Investments Committee Charter

1 TASK AND RESPONSIBILITIES

General

- 1.1 The Capital Programme, Operations & Investments Committee advises the Supervisory Board and prepares its decision making regarding the Company's Capital Programme (as defined below) and the Company's operations and investments in general.

Responsibilities

- 1.2 Responsibilities of the Capital Programme, Operations & Investments Committee include advising the Supervisory Board with regard to:
- (a) the Group's investment programme 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);
 - (b) advising the Supervisory Board regarding strategic operational projects and issues;

- (c) advising the Supervisory Board regarding the Preliminary Invest Decisions; and
- (d) other major investment strategies and programmes.

2 COMPOSITION

General

- 2.1 The Supervisory Board determines the size of the Capital Programme, Operations & Investments Committee, provided that the Capital Programme, Operations & Investments Committee consists of at least two members.
- 2.2 Members of the Capital Programme, Operations & Investments Committee are appointed by the Supervisory Board.

Chairman

- 2.3 The Supervisory Board appoints one of the Capital Programme, Operations & Investments Committee members as the Committee's chairman.

3 MEETINGS

- 3.1 The Capital Programme, Operations & Investments 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 Capital Programme, Operations & Investments Committee may invite Managing Directors to attend Capital Programme, Operations & Investments Committee meetings.
- 3.3 The Company Secretary (or another person designated for that purpose) shall act as secretary to the Capital Programme, Operations & Investments Committee.
- 3.4 Clause 5 of the Rules shall as much as possible be applied to Capital Programme, Operations & Investments Committee meetings.

4 REPORT TO THE SUPERVISORY BOARD

- 4.1 The Capital Programme, Operations & Investments Committee regularly reports to the Supervisory Board in respect of its deliberations and findings.
- 4.2 The Capital Programme, Operations & Investments Committee's reporting includes:

- (a) how the tasks and responsibilities of the Capital Programme, Operations & Investments Committee are carried out;
- (b) (changes in) the composition of the Capital Programme, Operations & Investments Committee;
- (c) meetings of the Capital Programme, Operations & Investments Committee and the main items discussed;
- (d) the status/ progress of the various capital investment strategies and programmes; and
- (e) operational matters as necessary.

Schedule 8 People Committee Charter

1 TASK AND RESPONSIBILITIES

General

- 1.1 The People 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.

Responsibilities

- 1.2 Responsibilities of the People 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 and Supervisory Directors;
 - (d) appointment and reappointment of Managing Directors and Supervisory Directors;
 - (e) succession and replacement of Managing Directors and Supervisory Directors;
 - (f) the Human Resources strategy;
 - (g) talent management and succession planning for key positions in the Company;
 - (h) the Company's values and culture;
 - (i) the Company's diversity and inclusion principles for the composition of the Supervisory Board and the Management Board;
 - (j) policies and practices regarding selection criteria, appointment procedures and remuneration for senior management; and
 - (k) remuneration of individual Managing Directors.
- 1.3 For the purpose of the responsibility referred to under section 1.2.1(h) above, the People 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 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 Committee, provided that the People Committee consists of at least two members.
- 2.2 Members of the People 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 Committee.

Chairman

- 2.4 The Supervisory Board appoints one of the People Committee members as the Committee's chairman.

3 MEETINGS

- 3.1 The People 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 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 Committee.
- 3.4 Clause 5 of the Rules shall as much as possible be applied to People Committee meetings.

4 REPORT TO THE SUPERVISORY BOARD

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

4.2 The People Committee's reporting includes:

- (a) how the tasks and responsibilities of the People Committee are carried out;
- (b) (changes in) the composition of the People Committee; and
- (c) meetings of the People Committee and the main items discussed.

Schedule 9 Safety, Sustainability & Stakeholders Committee Charter

1 TASK AND RESPONSIBILITIES

General

- 1.1 The Safety, Sustainability & Stakeholders Committee advises the Supervisory Board and prepares its decision making regarding safety, sustainability and stakeholder related matters.

Responsibilities

- 1.2 Responsibilities of the Safety, Sustainability & Stakeholders Committee include advising the Supervisory Board and preparing its decision making regarding:

- (a) safety related matters, including passenger safety, staff safety and safety of the airport in general;
- (b) sustainability related matters, 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.)
- (c) stakeholder involvement, stakeholder consultation and social responsibility related matters;
- (d) health related matters, including absenteeism, incidents and health impact of the airport in general;
- (e) corporate responsibility in general; and
- (f) public affairs in general.

- 1.3 In addition, the Safety, Sustainability & Stakeholders 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 Safety, Sustainability & Stakeholders Committee, provided that the Safety, Sustainability & Stakeholders Committee consists of at least two members.
- 2.2 Members of the Safety, Sustainability & Stakeholders Committee are appointed by the Supervisory Board.

Chairman

- 2.3 The Supervisory Board appoints one of the Safety, Sustainability & Stakeholders Committee members as the Committee's chairman.

3 MEETINGS

- 3.1 The Safety, Sustainability & Stakeholders 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 Safety, Sustainability & Stakeholders Committee meetings.
- 3.3 The Company Secretary (or another person designated for that purpose) shall act as secretary to the Safety, Sustainability & Stakeholders Committee.
- 3.4 Clause 5 of the Rules shall as much as possible be applied to Safety, Sustainability & Stakeholders Committee meetings.

4 REPORT TO THE SUPERVISORY BOARD

- 4.1 The Safety, Sustainability & Stakeholders Committee regularly reports to the Supervisory Board in respect of its deliberations and findings.
- 4.2 The Safety, Sustainability & Stakeholders Committee's reporting includes:
 - (g) how the tasks and responsibilities of the Safety, Sustainability & Stakeholders Committee are carried out;
 - (h) (changes in) the composition of the Safety, Sustainability & Stakeholders Committee; and
 - (i) meetings of the Safety, Sustainability & Stakeholders Committee and the main items discussed.

Schedule 10 Ad hoc Transaction Committee Charter

1 TASK AND RESPONSIBILITIES

General

- 1.1 In accordance with section 3.3 of these Rules, the duties and internal proceedings of an ad hoc committee need to be set out in writing by the Supervisory Board.
- 1.2 This charter forms part of these Rules for as long as this ad hoc Committee is deemed to be necessary.
- 1.3 The Transaction Committee advises the Supervisory Board in its monitoring role overseeing the sale of the shares held by the Company in Groupe ADP as well as the buy-back of the Company's shares held in Groupe ADP and the consequences thereof.

Responsibilities

- 1.4 Responsibilities of the Transaction Committee include advising the Supervisory Board regarding:
 - (a) design and strategy of the transaction process;
 - (b) the selection of one or multiple purchasers for the shares held by the Company in Groupe ADP;
 - (c) the consequences of the buy-back of the Company's shares held by Groupe ADP.
- 1.5 In addition, the Transaction Committee shall act as advisory body to the Management Board in respect of the matters set out in section 1.4 above.

2 COMPOSITION

General

- 2.1 The Supervisory Board determines the size of the Transaction Committee, provided that the Transaction Committee consists of at least two members.
- 2.2 Members of the Transaction Committee are appointed by the Supervisory Board.

Chairman

- 2.3 The Supervisory Board appoints one of the Transaction Committee members as the Committee's chairman.

3 MEETINGS

- 3.1 The Transaction Committee shall meet whenever any of its members or any of the Management Board 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 CFO shall always attend Transaction Committee meetings. Other Managing Directors may join as well.
- 3.3 The Company Secretary (or another person designated for that purpose) shall act as secretary to the Transaction Committee.
- 3.4 Clause 5 of the Rules (*meetings of the supervisory board and decision-making*) shall as much as possible be applied to Transaction Committee meetings.

4 REPORT TO THE SUPERVISORY BOARD

- 4.1 The Transaction Committee regularly reports to the Supervisory Board in respect of its deliberations and findings.
- 4.2 The Transaction Committee's reporting includes:
- (d) how the tasks and responsibilities of the Transaction Committee are carried out;
 - (e) (changes in) the composition of the Transaction Committee; and
 - (f) meetings of the Transaction Committee and the main items discussed.