

# Royal Schiphol Group N.V.

## MANAGEMENT BOARD RULES

governing the internal proceedings of the management board

*Effective as per 3  
February 2023*

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## **1 STATUS, DEFINITIONS AND CONSTRUCTION**

### **1.1 Status**

1.1.1 These Rules were adopted by the Management Board on 1 February 2023 and approved by the Supervisory Board on 7 February 2023.

1.1.2 On 1 February 2023, each of the Managing Directors declared:

- (a) to apply and to be bound by the obligations of these Rules to the extent they apply to the Management Board and the Managing Directors; and
- (b) to procure that when new Managing Directors are appointed, these Managing 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 In these Rules, where the context permits, any reference to a gender includes all genders.

### **1.3 Construction**

1.3.1 Schedules are part of these Rules.

1.3.2 Annexes are not part of these Rules, and are attached for information purposes only.

## **2 RESPONSIBILITIES AND DIVISION OF DUTIES**

### **2.1 Responsibilities and division of duties**

2.1.1 Subject to the approval of the Supervisory Board, the Managing Directors may divide their duties. Schedule 2 sets out the Management Board's general

responsibilities and specifies how duties are currently divided between the Managing Directors.

## **2.2 Business Plan**

2.2.1 The Business Plan has a ten-year horizon and contains the strategy for the Company and Group Companies (the "**Strategic Plan**") and the tactical plan on all performance indicators (the "**Tactical Plan**").

2.2.2 Every three years the Management Board evaluates whether or not the Strategic Plan requires an amendment. Any amendment to the Strategic Plan is subject to the approval of the Supervisory Board, after consultation of the General Meeting.

2.2.3 The Strategic Plan must include:

- (a) an analysis of the external and internal context in which the Company and Group Companies operate;
- (b) the ambition, the associated strategic priorities and the five-year objectives of the Company and Group Companies;
- (c) the large-scale development projects in the plan period and the following five years; and
- (d) an outline of the financial substantiation of the strategy.

2.2.4 Each year the Management Board shall formulate a five-year tactical plan (the "**Tactical Plan**"), subject to the approval of the Supervisory Board, after sharing this document with the General Meeting for information purposes, at least fourteen days before being approved by the Supervisory Board.

2.2.5 The Tactical Plan must include:

- (a) a description of the current context in relation to the strategic objectives;
- (b) the Top Performance Indicators;
- (c) the (large-scale) projects planned for the plan period;
- (d) the main risks and how these can be mitigated;
- (e) CR priorities;
- (f) the financial details (invest and operating budgets, financing plan and notes);

(g) business drivers on the long term for years six until ten.

## **2.3 Financial information**

2.3.1 Under supervision of the Supervisory Board, the Management Board shall be responsible for instituting and maintaining internal procedures that ensure that all important financial information and relevant non-financial information is known to the Management Board, so as to guarantee the timelines, completeness and accuracy of the external financial reporting.

2.3.2 For that purpose, the Management Board shall ensure that financial information and relevant non-financial information relating to Group Companies shall be

directly reported to the Management Board and that the integrity of the information shall not be impaired.

## **2.4 CEO and chairman**

2.4.1 The Supervisory Board appoints one Managing Director as CEO.

2.4.2 The duties of the CEO are set out in Schedule 2.

2.4.3 The CEO acts as Chairman.

2.4.4 If the CEO position is vacant (*ontstentenis*) or the CEO is unable to act (*belet*), the Supervisory Board may appoint one of the other Managing Directors to temporarily perform the duties of Chairman as set out in these Rules.

## **2.5 Chief Financial Officer (CFO)**

2.5.1 The Supervisory Board appoints one of the Managing Directors as Chief Financial Officer.

2.5.2 The duties of the Chief Financial Officer are set out in Schedule 2.

## **2.6 Chief Operations Officer (COO)**

2.6.1 The Supervisory Board appoints one of the Managing Directors as Chief Operations Officer.

2.6.2 The duties of the Chief Operations Officer are set out in Schedule 2.

## **2.7 Accountable Manager (AM)**

2.7.1 The Management Board appoints one Accountable Manager (AM) in line with Regulation (EU) No 139/2014. The AM may, but does not necessarily need to be a Managing Director.

2.7.2 The AM has the authority to ensure that all activities can be financed and conducted in accordance with the applicable (safety) requirements. The AM has the authority to ensure that if there is a reduction in the level of resources or abnormal circumstances which may affect safety, the required reduction in the level of operations at the aerodrome is implemented. The AM is responsible for establishing and maintaining an effective (safety) management system. The AM

is the point of contact for the Competent Authority with regard to the aerodrome certificate.

2.7.3 The AM is responsible for the Integral Safety Management System (ISMS) and the execution thereof. The AM chairs the ISMS Top Safety Action Group (TOPSAG) and ISMS Safety Review Board (SRB).

2.7.4 The AM will be involved in decision-making regarding topics that concern the AM's responsibilities under Regulation (EU) No 139/2014, including the following topics:

- (a) the capacity declaration;
- (b) other regulations or restrictions in relation to airport operations;
- (c) provision of resources for the operation of the safety management system;
- (d) provision of resources for controlling risks (including improvement projects and provision of sufficient skilled personnel); and
- (e) CAPEX projects with a (potential) impact on safety.

2.7.5 The AM will join the Management Board meetings for topics related to safety.

### **3 COMPOSITION AND APPOINTMENT**

#### **3.1 Composition Management Board**

3.1.1 The Management Board shall consist of at least three members.

3.1.2 Managing Directors shall retire early in the event of inadequate performance, structural incompatibility of interests, and other instances where retirement is deemed necessary at the discretion of the Supervisory Board.

### **4 COMPANY SECRETARY**

#### **4.1 Duties and responsibilities**

4.1.1 The Company Secretary (or another person designated for that purpose) assists the Management Board. The Company Secretary 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 Management Board meetings.

#### **4.2 Appointment and dismissal**

4.2.1 Subject to approval of the Supervisory Board, the Management Board appoints and dismisses the Company Secretary. The Supervisory Board may recommend the appointment or dismissal of the Company Secretary to the Management Board.

### **5 MEETINGS OF THE MANAGEMENT BOARD AND DECISION-MAKING**

#### **5.1 Convening meetings and agenda**

5.1.1 Meetings will be held regularly, in accordance with a meeting schedule to be annually set by the Management Board. Additional meetings are convened at any Managing Director's request.

5.1.2 Meetings are convened in a timely manner by the Chairman or, if the Chairman is absent or unable to act, any Managing Director. The notice must specify the meeting agenda.

5.1.3 After consultation of the Company Secretary, the Managing Director convening a meeting sets the agenda for that meeting. Managing Directors may submit agenda items to the Managing Director convening the meeting.

#### **5.2 Meeting location**

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

#### **5.3 Attendance by proxy**

5.3.1 A Managing Director may be represented at a meeting by another Managing Director holding a proxy in writing.

5.3.2 The Management Board may require that certain officers and external advisors attend its meetings.

**5.4 Chairman of the meeting**

5.4.1 The Chairman chairs the meeting. If the Chairman is not present at a meeting and has not appointed another Managing Director as chairman of that meeting, the Managing 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 Management Board may only adopt resolutions in a meeting if at least two Managing Directors entitled to vote, including the Chairman if he or she is entitled to vote, are present or represented at the meeting.

5.5.2 If the Chairman believes there is an exceptional situation that requires the Management Board's immediate resolution, the quorum requirement referred to in this clause 5.5 does not apply, provided that:

- (a) at least two Managing Directors entitled to vote are present or represented at the meeting; and
- (b) reasonable efforts have been made to involve the other Managing Directors in the decision-making.

5.5.3 Resolutions adopted are communicated to Managing Directors not present at the meeting without delay.

**5.6 Adoption of resolutions - majority requirements**

5.6.1 Each Managing Director has one vote.

5.6.2 Where possible, the Management 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 Should the other Managing Directors deem a resolution to be passed to carry such significance that they consider effecting that resolution desirable, but if this is not supported by the Chairman, the Chairman shall be obliged to immediately inform the Chairman of the Supervisory Board thereof.

5.6.4 If there is insufficient agreement on certain matters during the meeting, the chairman of the meeting may defer these matters for further discussion or withdraw the proposal for a resolution on these matters.

## **5.7 Meeting minutes**

5.7.1 The Company Secretary or any other person designated as the meeting secretary prepares the meeting minutes. The minutes are adopted:

- (a) by a resolution adopted in the next meeting of the Management Board;  
or
- (b) by the chairman and secretary of the particular meeting, after having consulted the Managing Directors present or represented at that meeting.

## **5.8 Adopting resolutions without holding a meeting**

5.8.1 The Management Board may also adopt resolutions without holding a meeting, provided that:

- (a) the resolutions are adopted in writing; and
- (b) all Managing Directors entitled to vote have consented to adopting the resolutions without holding a meeting.

5.8.2 Clause 5.6 applies *mutatis mutandis* to adopting resolutions without holding a meeting.

## **5.9 Evidence of resolutions adopted**

5.9.1 Resolutions can be evidenced by a statement signed by the Chairman.

5.9.2 Resolutions adopted at a specific meeting can also be evidenced by a statement signed by the chairman of that meeting.

## **5.10 Resolutions requiring approval of the Supervisory Board or the General Meeting**

5.10.1 The Articles of Association list the resolutions of the Management Board that are subject to the approval of the Supervisory Board or the General Meeting. Pursuant to article 14.1 of the Articles of Association the Supervisory Board is authorised to set a threshold amounts for Supervisory Board approval in relation to certain Management Board resolutions. The Supervisory Board has set the threshold amounts at 25 million euros for the Management Board resolutions that require the Supervisory Board to fix those amounts according to article 14.1 of the Articles of Association. In addition, the Supervisory Board has set a threshold amount of 15 million euros 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.

5.10.2 The Management Board shall ensure that instructions to managing directors of Group Companies shall be based on a resolution of the general meeting of the relevant Group Company.

## **6 CONFLICTS OF INTEREST**

### **6.1 Preventing conflicts of interest**

6.1.1 Any conflict of interest between the Company and the Managing Directors should be prevented.

6.1.2 Managing 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;
- (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 the purpose of these Rules, a "conflict of interest" means:

- (a) a direct or indirect personal conflict of interest within the meaning of article 2:129(5) Dutch Civil Code; and
- (b) any other situation which causes reasonable doubt about whether the Managing Director concerned is primarily guided in the decision-making process by the interests of the Company and its business.

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

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

- (b) whose management or supervisory board includes a member who has a family law relationship with that Managing Director; or
- (c) where that Managing Director has a management or supervisory position.

### **6.3 Consequences**

- 6.3.1 A Managing Director may not participate in the deliberations and decision-making process on a subject where the Managing Director is found to have a conflict of interest pursuant to clause 6.2. The Managing Director does not qualify as a Managing Director entitled to vote in relation to that subject.

### **6.4 Obligation to report**

- 6.4.1 A Managing Director must without delay report any conflict of interest or potential conflict of interest to the chairman of the Supervisory Board and to 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.

### **6.5 Determination of conflicts of interest**

- 6.5.1 The Supervisory Board decides whether a Managing Director has a conflict of interest, without the Managing Director being present.

### **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 has found one or more Managing Directors to have a conflict of interest:
  - (a) may only be adopted if the Company enters into the transaction on terms that are customary in the market; and
  - (b) require the Supervisory Board's approval.

## **7 RELATIONSHIP WITH THE SUPERVISORY BOARD AND SHAREHOLDERS**

### **7.1 Information to the Supervisory Board**

- 7.1.1 The Management Board shall provide the Supervisory Board with information to the best of its knowledge on a timely basis on all facts and developments

concerning the Company, which the Supervisory Board may need to function as required and to properly carry out its duties.

7.1.2 The Management Board shall provide the Supervisory Board a monthly report prepared in a format to be agreed from time to time containing detailed information including finance, marketing, investments and staff. This periodic report shall be accompanied by a memorandum from the Management Board containing an explanation of, and comments on, the above as well as information on its policies.

7.1.3 Each year, without prejudice to the above, the Management Board shall provide the Supervisory Board with a budget for the following year, an up-to-date version of its long-term plans, the main features of the strategic policy, the general and financial risks, the management and control systems of the Company and the compliance with all relevant laws and regulations. These documents shall be provided on a timely basis so as to enable the Supervisory Board to approve them by latest December of the current year.

## **8 EVALUATION OF DIRECTORS. POSITIONS OUTSIDE THE COMPANY**

### **8.1 Evaluation**

8.1.1 The chairman of the Supervisory Board is the main contact for the Supervisory Board where it concerns the performance of the Managing Directors.

8.1.2 The Management Board must regularly, and at least annually, evaluate their own performance and the performance of each Managing Director respectively.

### **8.2 Positions outside the Company**

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

8.2.2 Managing Directors may not accept a position as supervisory board member or non-executive director of another company without the prior approval of the Supervisory Board.

## **9 CONFIDENTIALITY**

9.1.1 Each Managing Director must treat all information and documentation obtained in connection with their position as Managing Director with the necessary discretion, integrity and confidentiality.

## **10 MISCELLANEOUS**

**10.1 Decision not to comply with these Rules**

10.1.1 Subject to the approval of the Supervisory Board, the Management Board may occasionally resolve not to comply with these Rules by a resolution.

**10.2 Amendment of these Rules**

10.2.1 Subject to the approval of the Supervisory Board, the Management Board may amend these Rules, in accordance with the Articles of Association.

**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 exclusively by Dutch law.

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

## Schedule 1 Definitions

"**Accountable Manager**" means the accountable manager of the Company appointed in accordance with clause 2.7;

"**Annex**" means an annex to these Rules;

"**Articles of Association**" means the articles of association of the Company;

"**CEO**" means the CEO of the Company appointed in accordance with clause 2.4;

"**Chairman**" means the CEO with the title Chairman, in accordance with clause 2.4;

"**Chief Financial Officer or CFO**" means the chief financial officer of the Company appointed in accordance with clause **Fout! Verwijzingsbron niet gevonden.**;

"**Chief Operations Officer or COO**" means the chief operations officer of the Company appointed in accordance with clause 2.6;

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

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

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

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

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

"**Management Board**" means the management board of the Company;

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

"**Rules**" means these rules of the Management Board;

"**Schedule**" means a Schedule to these Rules; and

"**Supervisory Board**" means the supervisory board of the Company.



## **Schedule 2    General responsibilities of the Management Board and division of duties between the Managing Directors**

### **1        GENERAL RESPONSIBILITIES OF THE MANAGEMENT BOARD**

1.1.1    The Management Board manages the Company.

1.1.2    In fulfilling its responsibilities, the Management Board is guided by the interests of the Company and its business, taking into consideration the interest of the Company's stakeholders.

1.1.3    The responsibilities of the Management Board include:

- (a)     setting the Company's management agenda;
- (b)     enhancing the Group's performance;
- (c)     developing a general strategy, taking into account risks connected to the Group's business activities and sustainable long-term value creation;
- (d)     adopting values for the Company and the Group to contribute to a culture focused on long-term value creation, and incorporating and maintaining these values, and encouraging behaviour that is in line with these values by showing exemplary behaviour;
- (e)     determining and pursuing operational and financial objectives;
- (f)     structuring and managing internal business controls;
- (g)     preparing the Business Plan consisting of the Strategic Plan and the Tactical Plan;
- (h)     overseeing the Group's financial reporting process;
- (i)     compliance by the Group with applicable laws and regulations;
- (j)     compliance with and maintaining the corporate governance structure of the Group;
- (k)     compliance with safety standards and monitoring the safety performance of all airport operations;
- (l)     ensuring publication by the Company of any information required by applicable laws and regulations;

- (m) preparing the Company's annual report, the annual budget and significant capital expenditures;
- (n) pursuing corporate social responsibility; and
- (o) attending the meetings of the Supervisory Board or its committee(s) if invited by the Supervisory Board or the respective committee.

## **2 RESPONSIBILITIES ASSIGNED TO SPECIFIC MANAGING DIRECTORS**

### **2.1 CEO**

2.1.1 The CEO is primarily responsible for:

- (a) the Company's short and longer term strategy;
- (b) effective co-determination structures, to ensure that the Company is effective in achieving all its objectives;
- (c) ORS (*Omgevingsraad Schiphol*);
- (d) Stakeholder Management;
- (e) Eindhoven Airport, Lelystad Airport and Rotterdam Airport;
- (f) the Company's Masterplan and Mid Term Plan;
- (g) the innovation and sustainability strategy and objectives, and execution thereof;
- (h) Corporate Affairs;
- (i) Corporate Legal;
- (j) Human Resources;
- (k) the operational management of Amsterdam Airport Schiphol and for the Aviation business area (including aviation marketing, cargo and airline experience);
- (l) crisis management and the associated management of the on-call duties ('*piketdiensten*') at Amsterdam Airport Schiphol, and arranging a replacement in the event of their absence;
- (m) maintaining close and frequent contact with the Supervisory Board and in particular the Chairman of the Supervisory Board and providing

adequate information to the other Managing Directors of the outcome thereof on a timely basis;

- (n) ensuring that timely and adequate information is provided to the Supervisory Board and the individual Supervisory Directors as required for the proper execution of their task;
- (o) representing the Management Board in the People Committee and the Safety, Sustainability and Stakeholders Committee.
- (p) the effective functioning of the Management Board by ensuring that adequate information is provided to the Managing Directors on a timely basis as required to properly perform their duties and by periodically discussing the activities with the other Managing Directors;
- (q) preparing decision-making at and reports of Management Board meetings with the Management Board of group companies, and meetings with the heads of the designated corporate staff departments;
- (r) ensuring ample time to seek advice, consultation and other aspects related to preparing the decision-making process at and reports of Management Board meetings and supervising the execution of the resolutions passed; and
- (s) ensuring support of the other Managing Directors and mediate in the event of any difference of opinion between those Managing Directors

## **2.2 Chief Financial Officer**

2.2.1 The Chief Financial Officer is primarily responsible for:

- (a) activities relating to business economics and finance (including control and treasury);
- (b) risk management, internal audit, procurement and contracting, compliance and privacy;
- (c) non-financial information and reporting;
- (d) the international policy and the monitoring of the performance of the Alliances & Participations business area (with the exception of the operation of the subsidiary airports in the Netherlands);

- (e) the Commercial business area and the Company's commercial affairs that go beyond individual areas (incl. real estate related assets and the passenger experience);
- (f) the planning, development, realization and managing of all IT & Data assets within the Company;
- (g) the Data & AI strategy and objectives, and execution thereof;
- (h) first point of contact towards the shareholders and the capital markets;
- (i) representing the Management Board in the Audit Committee and the Capital Project, Operations & Investments Committee;
- (j) preparing the decision-making process on the level of the airport charges (together with the Chief Operations Officer), including coordination towards the Dutch Authority for Consumers and Markets;
- (k) preparing the decision-making process on investments (together with the Chief Operations Officer);
- (l) chairing the meetings of the Capital Lifecycle Board; and
- (m) serving as the chairman of the Integrity Committee and as such, receiving and taking decisions on reports made by employees of the Company on irregularities of a general, operational and financial nature within the company to the extent the reports made by these employees have not been made to the Chairman of the Supervisory Board pursuant to the rules governing the Company relating to the reporting of irregularities.

## **2.3 Chief Operations Officer**

2.3.1 The Chief Operations Officer is primarily responsible for:

- (a) the planning, development, realization and managing of all fixed assets within the Company (with the exception of real estate related assets);
- (b) management, support, execution and financial monitoring of all capital projects of the Company, including Pier A;
- (c) achieving the environmental objectives;
- (d) emergency response including participation in the 'Veiligheidsregio Kennemerland';

- (e) the performance and tasks of the Security Information Office;
- (f) preparing the decision-making process on the level of the airport charges (together with the Chief Financial Officer); and
- (g) preparing the decision-making process on investments (together with the Chief Financial Officer).