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THE BRITISH SCHOOL OF AMSTERDAM

AFFIRMATION BY THE SUPERVISORY BOARD OF THE BRITISH SCHOOL OF AMSTERDAM
of
THE CODE OF CONDUCT OF THE SUPERVISORY BOARD STICHTING BRITISH SCHOOL OF AMSTERDAM OF JUNE 2010

Affirmation of the supervisory board (Raad van Toezicht) (the "**Supervisory Board**") of **Stichting The British School of Amsterdam**, a foundation (stichting), registered in the commercial register of the Chambers of Commerce in the Netherlands under number 40530919 (the "**Foundation**").

WHEREAS

A. In June 2010, in accordance with the requirement of Article 14.1 of the Articles of Association of the Foundation (**Articles**) the then members of the Supervisory Board agreed a Code of Conduct for the Supervisory Board (the "**Code of Conduct**") a copy of which is attached as **Schedule 1**.

B. In accordance with Article 11.2(e) of the Articles, all new Supervisory Board members must, prior to their appointment, agree to abide by and sign a copy of the Code of Conduct.

C. The present members of the Supervisory Board may not have done so and wish to affirm that they will abide by the Code of Conduct.

AFFIRMATION

Each of the undersigned affirms (or re-affirms as the case may be) that they will abide by the Code of Conduct.

Dated: 27 August 2025

John Cameron-Webb

Name: John Hesseltine Cameron-Webb
Title : supervisory board chair

Name: Ilya Valerievich Meshcheryakov
Title: supervisory board member

Hans Moltmaker

Name: Hans Moltmaker
Title: supervisory board member

Name: Johanna Maria Henrica Thomassen
Title: supervisory board member

PRINCIPAL
Ciaran Harrington

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THE BRITISH SCHOOL OF AMSTERDAM

Robert Fletcher

Name: Robert Geoffrey Fletcher
Title: supervisory board member

Name: Arjen Pieter Brandon-Bierenbroodspot
Title: supervisory board member

Name: Whitney Caneel Smith-Vlaming
Title: supervisory board member

Ian Wilmshurst

Name Ian Stephen Wilmshurst
Title: supervisory board member

L.P. Christoffels

Name: Lambertus Petrus Christoffels
Title: supervisory board member

Schedule 1

Code of Conduct
of
the Supervisory Board
of
The Stichting British School of Amsterdam

June 2010

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Definitions

Articles	Means the articles of association of the Stichting British School of Amsterdam
BSA	Means the Stichting British School of Amsterdam
Chairperson	Means the Chairperson of the SB
MB	Means Management Board and has the meaning given to it in the Articles
Principal	Means the Chairperson of the Management Board and has the meaning given to it in the Articles
SB	Means Supervisory Board of the BSA
SB Code	Means the SB Code of Conduct
Secretary	Means the Secretary to the SB
SB	Has the meaning given to it in the Articles and is the equivalent to the Board of Governors
SB Member	Has the meaning given to it in the Articles and is the equivalent of a Governor

Annexes

Annex 1	Articles

Introduction

BSA is a foundation (*stichting*) under Dutch law. The governance of the BSA is laid down in the Articles. According to the Articles the BSA has a SB. The SB Code is established based on article 13 of the Articles with the purpose of setting up rules on the decision making process and working procedures

within the SB, in addition to the provision made in the Articles. The Articles are attached as **annex 1** to the SB Code. In case of a conflict between the SB Code or the Articles, the Articles will prevail.

The SB Code is part of the total corporate governance structure of the BSA, which is besides the SB Code laid down in the following company documents: the Articles, the Code of Conduct for the MB, the Code of Conduct of the Parent Organization, the regulations of the Works Council and the various policies of the BSA.

Article 1 (Aims)

SB Members shall use their expertise and experience to help the BSA provide the best possible education for each of its pupils by enabling staff and pupils to reach the highest standards of achievement.

SB Members must contribute to the development of the BSA by setting the strategic framework within which the school operates; determining the character, aims and ethos of the school and developing and monitoring school policies, plans and procedures.

SB Members need to have a clear understanding of the role of the Principal which, through his/her day to day organization and management of the school, is to deliver the curriculum through the implementation of policies, plans and procedures agreed by the governing body.

The aim of the SB Code, therefore, is to provide SB Members with a clear understanding of their role and responsibilities and to provide a framework within which they will be able to carry out their duties effectively.

Article 2 (Commitment)

Those accepting the office as a SB Members will need to be mindful that the role does require a significant level of commitment.

SB Members are expected to prepare for and regularly attend meetings of the SB, committees and working groups.

SB Members should be familiar with the Articles and the SB Code.

SB Members should attend induction and other relevant training courses made available by or through the BSA in order to aid their development.

SB Members should make every effort to get to know the BSA and involve themselves in school activities.

All SB Members should involve themselves actively in the work of the SB and be willing to carry out their fair share of responsibilities including serving on committees and working parties and taking on links with curriculum subjects, school sections and other areas of special responsibility.

Article 3 (Conduct SB Members)

The SB collectively, and its members individually, are expected to exemplify good conduct at all times. This includes, but not exclusively, that BSA's governing rules, Articles and policies shall be faithfully followed.

SB Members shall act always in the best interests of the BSA, preserving its well-being and reputation.

SB Members must accept collective responsibility for all decisions taken by the SB, SB Members do not have the legal authority to act individually except when the SB or the Chairperson of the SB has delegated authority for them to do so.

SB Members should never speak out against decisions, in public or in private, outside the SB. The SB acts as a collective and communication to persons outside the SB shall be coordinated and after being discussed and confirmed in the SB.

SB Members must report any evidence of fraud, corruption or misconduct affecting the BSA which becomes known to them to the Chairperson of the SB or an appropriate person.

Article 4 (Confidentiality)

SB Members should observe complete confidentiality in all matters discussed at SB meetings unless the SB has specifically determined that a particular topic is not subject to such confidentiality. Matters concerning staff or pupils shall always be deemed confidential, except in so far as required by law.

SB Members should exercise the highest degree of caution when involved in sensitive issues arising outside the SB which may have an impact on the work of the SB or the operation of the school.

Article 5 (Conflict of interest)

A SB Member shall: (a) not enter into direct or indirect competition with the BSA while being on the SB or one year thereafter; (b) not demand or accept gifts or other benefits in relation to the exercise of their duties on the SB for himself or others; (c) not provide unjustified advantages to third parties to the detriment of the BSA; and (d) not take advantage of business opportunities to which the BSA is entitled for himself or for others.

A SB Member shall immediately report any conflict of interest or potential conflict of interest affecting themselves or another member of the SB to the SB and its Chairperson and shall provide all relevant information so that the matter can be assessed by the SB.

The SB shall decide after having heard the SB member concerned whether there is a conflict of interest. Deliberation of such decision shall occur without the SB Member concerned being present.

A SB Member may not take part in any discussion or decision-making that involves a subject or transaction in relation to which he has a conflict of interest with the BSA.

Article 6 (Decision making process and working procedures)

The decision making process of the SB will be in line with the Articles and especially articles 16 and 17. The Secretary will take minutes of each meeting and will record the decisions made by the SB. The Secretary will circulate the minutes of each meeting within two weeks after the meeting took place. In the case of absence of the Secretary the SB will organize replacement.

The Secretary will draft a list of the contact details of all SB Members and relevant persons/institutions and will keep this up to date. In case of changes this is reported to the SB Members.

Article 7 (Audit Committee)

An audit or finance committee established further to article 14 of the Articles shall supervise the activities of the MB with respect to:

(a) the operation of the internal risk management and control systems;

(b) the provision of financial information by the BSA (choice of accounting policies, application and assessment of effects of new rules, work of external auditors, etc.);

(c) compliance with recommendations and observations of internal and external auditors;

(d) relations with the external auditor, including, in particular, his independence, remuneration and any non-audit services for the company;

(e) the financing of the School.

The audit committee shall act as the principal contact for the external auditor if he

Has concerns regarding the accuracy of financial reporting.

The audit committee may not be chaired by the Chairperson or by a former member of the MB.

At least one member of the audit committee shall be a financial expert.

The audit committee shall decide whether and, if so, when the Principal, a member of the MB, the external auditor and the internal auditor, should attend its meetings.

The audit committee shall meet with the external auditor as often as it considers

necessary, but at least once a year, without MB members being present.

Article 8 (Relationships)

SB Members should operate as a team and always in the best interests of the BSA.

SB Members should recognize that each member of the SB has equal status irrespective of their appointing body unless particular responsibilities are conferred on them by the SB.

SB Members should listen to and respect the views of others and must be loyal to collective decisions made by the SB.

SB Members should develop effective working relationships with the Principal, Heads of School, senior management team, teachers, support staff, parents, works council and parent organization and other relevant agencies where appropriate.

Relationship with the Principal

The Principal is the most important employee of the Management Board. A candid, trusting and supportive relationship between Principal and SB – and most especially between Principal and Chairperson – is essential. To this there will be regular meetings between the Principal and Chairperson.

Relation with Management Board

The MB and the SB will meet at least one time each quarter. The MB will provide the SB before each meeting with a written report regarding their general duties as set out in article 7 of the Articles.

Relation with Works Council and Parent Organization

Normally there will be no direct contact between the SB Members and the parents, children and employees. The SB aims at meeting twice a year with the Parent Organization and the Works Council. This contact will go through the Parent SB Members and the Works Council SB Member. The Chairperson will try to attend at least one of meeting with the Parent Organization and one meeting with the Works Council.

Article 12 (Evaluation SB and MB)

The SB shall discuss at least once a year on its own, i.e. without the MB being present, its own functioning, the functioning of its committees and its individual members, and the conclusions that must be drawn on the basis thereof. The desired profile, composition and competence of the SB shall also be discussed. Moreover, the SB shall discuss at least once a year without the MB being present both the functioning of the MB as an organ of the BSA and the performance of its individual members, and the conclusions that must be drawn on the basis thereof. The report of the SB shall state how the evaluation of the functioning of the SB, the separate committees and the individual SB members has been carried out.

Article 13 (Transparency)

This document is available to any parent or employee on request.