

Whistleblower Policy

As extracted from Adyen's Global
Compliance Handbook

The Whistleblower Policy

Adyen strives to maintain a culture where Employees are encouraged to comply with laws, regulations, Adyen's core values and internal Policies, but also to ask questions and raise concerns about the business and compliance. Adyen has incorporated this commitment into the Adyen Formula and this Compliance Handbook, including in the Whistleblower Policy.

Situations might occur in which people do not uphold the standards of business conduct and might act in a wrongful manner. Adyen encourages its Employees (or any other stakeholder) who are in doubt about a certain activity to first ask themselves "Would I, or my colleague, blush if somebody else would know about this?". If the answer to this question is 'yes', Employees must not continue with this activity. If still uncertain, Employees are encouraged to discuss the matter with someone they feel comfortable with, such as a colleague, their team lead or a member of the Compliance Committee. This is also in line with the Adyen Formula.

The following policy describe the course of action to be taken when a (**suspected**) **wrongdoing** is observed and is relevant for all the entities of the Adyen Group.

In addition, when a breach of either of the abovementioned commitments are suspected or observed, the following policy outlines the formal reporting channels available to all Adyen Employees and/or Stakeholders, to report such incident or behavior and to receive the relevant legal protection as a consequence of such formal report.

3.1 The Whistleblower Policy

All Employees, Shareholders, suppliers, vendors and/or contractors that the Adyen Group engages with ("**Stakeholders**") are required to report 'Suspected Wrongdoings', including incidents or situations that have or can have major or public consequences because it involves a work related (threatening) breach of laws and/or internal rules having a legal basis, or danger for public health, danger for the safety of persons, danger for a breach of the environment, danger for the proper performance of a public service or undertaking as a result of undue acts or omissions, which take place under the responsibility of Adyen as an employer.

3.1.1 Internal Reporting

The channel designed to report Suspected Wrongdoings internally is the [Adyen Speak Up System](#), maintained by selected members of the Compliance Committee, as per [THIS](#) Hub page.

All Stakeholders can make use of the Adyen Speak Up System and file a report on a (Suspected) Wrongdoing, also anonymously if preferred.

In addition, suspected violations, including those that concern one or more members of the Management Board or Supervisory Board, can be reported directly to the Chairman of the Supervisory Board (if preferred, also anonymously) through the following address: Adyen PO Box 10095, 1001EB Amsterdam, ATTN: Chairman of the Supervisory Board or to piero@overmarsfamily.nl.

Stakeholders also have the possibility to consult a trusted, external, and independent advisor to discuss the (Suspected) Wrongdoing via the link: <https://www.huisvoorklokkenluiders.nl/ik-vermoed-een-misstand-of-inbreuk>.

All reported cases of Suspected Wrongdoing will be treated confidentially in relation to the Stakeholder, unless disclosure is required by law in the context of further investigations or subsequent judicial proceedings or in case the Stakeholder provides its consent for disclosure.

Stakeholders filing a report shall receive a confirmation of receipt of their report within seven days after reporting. They shall receive information regarding the assessment and/or follow up of their report within a reasonable time, however ultimately within three months after having received the confirmation of receipt. The selected members of the Compliance Committee are responsible for the assessment and/or follow up of the report.

All reports made are recorded in the Adyen Speak Up System in accordance with Adyen's Data Privacy Policy. Personal Data concerning both the Stakeholder who reported the Suspected Wrongdoing and the natural person who is allegedly responsible for a breach will be protected in accordance with the applicable laws and regulations.

3.1.2 External Reporting

Stakeholders are encouraged to report any Suspected Wrongdoing within the organization first, however they have the ability to report to an external organization, appointed by law and differing per country, (including the House for Whistleblowers ([Huis voor Klokkenluiders](#))¹, the DNB or another authorized institution in the Netherlands), for instance if one of the following circumstances occur:

- Stakeholders could not be reasonably held to report the Suspected Wrongdoing internally (e.g. if the situation is very urgent);
- Stakeholders are not satisfied with the manner in which the concern is being handled internally; or
- Stakeholders have reasonable grounds to fear that reporting a Suspected Wrongdoing will lead to repercussions.

In situations where company interest(s) might be at risk, for instance integrity related breaches of financial regulations, it is possible to report a Suspected Wrongdoing directly to the relevant authorities. More information on the procedure to report to DNB (in the Netherlands) is available [HERE](#).

2. Consequences of Reporting Suspected Wrongdoings

3.3.1 No Reprisal

Adyen or any of its Employees shall **not** dismiss, demote, suspend, threaten, harass or in any manner retaliate against an Employee or Stakeholder on account of them having reported a Suspected Wrongdoing in good faith, having disclosed information relating to a concern as part of an investigation, or having participated in some other way in an investigation relating to a concern.

Reprisals shall be considered a serious violation of both of this Policy and appropriate action will be taken to prevent further damage to the Employee or Stakeholder in question and to discipline those responsible for the reprisals. An Employee or Stakeholder's right to protection from retaliation does not give them immunity in respect of any complicity in the matters that are the subject of the reported Suspected Wrongdoing or an ensuing investigation or judicial proceedings. The selected members of the Compliance Committee will, for a period of two years following the initial reporting of a complaint, monitor to ensure no reprisals have occurred against the reporting Employee or Stakeholder.

3.3.2 Sanctions

Any Employee or Stakeholder found to have violated laws, regulations, Policies in the Compliance Handbook, or to have committed fraud, might be subject to disciplinary action, up to and including termination of employment, and reporting of infringement to the relevant regulatory authority in any jurisdiction. Violation of laws may subject the Employee or Stakeholder to civil, criminal, and/or administrative sanctions.

Any sanctions, or other actions taken, shall be proportionate to the violation and measures will be taken to protect the Employee or Stakeholder from unintended negative effects that go beyond the objective of the measure taken. In the event that the Employee or Stakeholder in question is found not to have committed any wrongdoing, then they will be protected against any negative effects or reprisals and this will be monitored by the selected members of the Compliance Committee.

¹ The external report can be filed at the House for Whistleblowers via [this LINK](#).

Annex I: Terminology

Term	Definition
Adyen N.V.	A public company with limited liability incorporated under the laws of, and domiciled in, the Netherlands at Simon Carmiggelstraat 6-50, 1011 DJ Amsterdam.
Adyen Group or Adyen	Adyen N.V. and all its Branches and Subsidiaries.
Branches	Refers to the US Branch, the UK Branch and the European Branches of Adyen N.V..
Compliance Committee	The committee appointed by the Management Board of Adyen (chaired by the CLCO) and responsible for monitoring compliance with financial laws and regulations in all jurisdictions in which Adyen conducts business.
Data Protection Officer (DPO)	Dedicated officer appointed by the Management Board and responsible for coordinating official investigations or inquiries into the processing of personal data by a public authority.
DNB	Dutch Central Bank (De Nederlandsche Bank).
Employee(s)	All employees of Adyen. In this context, Employees are deemed to include members of the Management Board [and of the Supervisory Board, every person employed by Adyen Group including Second-tier senior officers, self-employed contractors, agency staff, secondees, temporary staff and/or voluntary workers.
Management Board	The Board of Managing Directors of Adyen N.V. (<i>bestuur</i>).
Personal Data	Any information relating to an identified or identifiable individual, processed by Adyen, either in its capacity of a controller or processor.
Shareholder	Any individual or legal entity that is registered by Adyen as the legal owner of a percentage of shares of the share capital Adyen N.V..
Stakeholder	All current and potential customers, Shareholders, Employees, members of the Management Board and of the Supervisory Board, third party-vendors, partners, agent, and contractors that Adyen engages with or is involved with.
Subsidiaries	Entities of the Adyen Group, whose shares or voting rights are owned by Adyen N.V. for 50% or more.
Supervisory Board	The Supervisory Board of Adyen N.V..