

Proxy Form

Proxy Form

WRITTEN PROXY for the Annual General Meeting of Adyen N.V. to be held on 26 May 2020 at 10:00 hours (CEST) (the "**General Meeting**").

The undersigned:

| | |
|---------------------------------|--|
| <i>Name</i> | |
| <i>Address</i> | |
| <i>Postal code/city/country</i> | |

hereinafter referred to as the "**Shareholder**", acting in its capacity as holder of _____ (please include number) ordinary shares in the share capital of Adyen N.V., that are duly registered via the relevant intermediary to ABN AMRO Bank N.V. (the "**Shares**"), hereby grants a power of attorney (with the right of substitution) to represent the Shareholder at the General Meeting in order to speak and exercise the voting rights attached to the Shares on behalf of the Shareholder in respect of the agenda items for the General Meeting to:

- An independent third party** within the meaning of article IV.3.12 of the Dutch Corporate Governance Code, in this respect being Mr M.J.C. Arends, civil-law notary (*notaris*) of Clifford Chance LLP in the manner set out below under **Voting instructions**.

Voting instructions:

| No. | Agenda voting items | For | Against | Abstain |
|------------|--|--------------------------|--------------------------|--------------------------|
| 2.b. | Remuneration report over the year 2019 (Advisory vote) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.c. | Adoption of the annual accounts | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.e. | Remuneration policy | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.f. | Remuneration Supervisory Board | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | Discharge of Management Board members | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. | Discharge of Supervisory Board members | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. | Reappointment Piero Overmars as member and chairman of the Supervisory Board | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | | |
|----|---|--------------------------|--------------------------|--------------------------|
| 6. | Authority to issue shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. | Authority to restrict or exclude pre-emptive rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. | Authority to acquire own shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. | Auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signing

Depot Number: _____

Signature: _____

Name Bank: _____

Place: _____

Number of Shares: _____

Date: _____

Instructions and terms

1. Your proxy voting instructions (if applicable) will be taken into account only if the proxy voting form has been completed in full, duly signed and received in good order at the offices of ABN AMRO Bank N.V., Department Corporate Broking HQ 7050, P.O. Box 283, 1000 EA Amsterdam, the Netherlands, or, if sent in pdf-form electronically at the e-mail address: ava@nl.abnamro.com no later than 19 May 2020 17:00 hours (CEST).
2. If you hold your shares via an intermediary as defined under the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*), please make sure that this form is sent to your intermediary with a request to forward it to ABN AMRO Bank N.V. Your intermediary needs to confirm that you are a holder of ordinary shares Adyen N.V. on the record date (on 28 April 2020), no later than 20 May 2020 17:00 hours (CEST).
3. The proxy voting form is to be completed by pen only and is to be unequivocal with respect to your instructions (in case of deletions and corrections, please use a new form). Proxies and voting instructions which do not comply with these requirements will be disregarded.
4. Should you wish to submit your proxy electronically, please visit www.abnamro.com/evoting and follow the instructions on the website.
5. If you submit more than one proxy and/or voting instructions with respect to the same securities (whether on paper or in electronic form), only the proxy and/or voting instructions with the most recent date of completion and which meets the requirements under 1 and 2 will be taken into account. If no order can be established, all such proxies or voting instructions will be disregarded.
6. If you (e.g. as an asset manager, trustee or otherwise) act in the name of more than one shareholder, you are required to submit a separate proxy for each party (including yourself).
7. As a shareholder, by signing this form you confirm that as per the record date (on 28 April 2020) you have the voting rights attached to the shares held by you as per that date.
8. The voting is governed by the articles of association of Adyen N.V. and the proxy or voting instructions will be subject to Dutch law.
9. You hereby covenant and agree to indemnify and hold harmless Mr M.J.C. Arends, civil-law notary (*notaris*) of Clifford Chance LLP against any liability he might incur for any steps lawfully taken in connection with this proxy.

10. If you have questions regarding the proxy voting form, please contact ava@nl.abnamro.com

