

# *Convocation notice*

Adyen N.V.

Annual General  
Meeting

# Convocation notice

Adyen N.V. (the **Company**) is pleased to invite its shareholders to the Annual General Meeting of Shareholders (the **General Meeting**), to be held at the Double Tree by Hilton Amsterdam Central Station, Oosterdoksstraat 4, 1011 DK Amsterdam, on 11 May 2023, starting at 09:00 hours (CEST).

## Agenda

1. Opening and announcements.
2. Annual Report; adoption of the Annual Accounts; dividend policy and reservation of profits; remuneration report; Management Board Remuneration policy; Supervisory Board Remuneration policy; increase of the cap on variable remuneration outside the European Economic Area to 200% of fixed remuneration.
  - (a) Annual Report for the financial year 2022 (*discussion item*).
  - (b) Adoption of the Annual Accounts for the financial year 2022 (*voting item*).
  - (c) Dividend policy and reservation of profits (*discussion item*).
  - (d) Advise on the Remuneration report over the financial year 2022 (*advisory voting item*).
  - (e) Determination of the Remuneration policy for the Management Board (*voting item*).
  - (f) Determination of the Remuneration policy for the Supervisory Board (*voting item*).
  - (g) Approval of an increased cap on variable remuneration for staff members who predominantly perform their work outside the European Economic Area to 200% of fixed remuneration (*voting item*).
3. Discharge of the Management Board members (*voting item*).
4. Discharge of the Supervisory Board members (*voting item*).
5. Reappointment of Ingo Uytdehaage as member of the Management Board with the title co-Chief Executive Officer (*voting item*).
6. Reappointment of Mariëtte Swart as member of the Management Board with the title Chief Risk and Compliance Officer (*voting item*).
7. Appointment of Brooke Nayden as member of the Management Board with the title Chief Human Resources Officer (*voting item*).
8. Appointment of Ethan Tandowsky as member of the Management Board with the title Chief Financial Officer (*voting item*).
9. Reappointment of Pamela Joseph as member of the Supervisory Board (*voting item*).
10. Reappointment of Joep van Beurden as member of the Supervisory Board (*voting item*).
11. Amendment to the Articles of Association of the Company (*voting item*).
12. Authority to issue shares (*voting item*).

13. Authority to restrict or exclude pre-emptive rights (**voting item**).
14. Authority to acquire own shares (**voting item**).
15. Reappointment of the Auditor (**voting item**).
16. Any other business and closing.

## Additional information

### Meeting documents

The agenda with explanatory notes, the 2022 Annual Report, the proposed Remuneration policies for the Management Board and the Supervisory Board, the letter from the Chair of the Nomination and Remuneration Committee in relation to the proposed remuneration policies for the Management Board and the Supervisory Board, the proposal to amend the Articles of Association and other relevant meeting documents can be found on the Company's Investor Relations website ([investors.adyen.com](https://investors.adyen.com)). The documents are published in English (and only where required by law, Dutch versions are available). The information mentioned can be obtained free of charge via Adyen's Deputy Company Secretary, Suze Derkse ([suze.derkse@adyen.com](mailto:suze.derkse@adyen.com)) or via ABN AMRO Bank N.V. ([corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)).

### Record Date

A person who is registered as a shareholder of the Company on 13 April 2023 after close of trading and processing of all settlements (the **Record Date**) and has timely registered (as described below) will be considered as having the right to vote at and attend the General Meeting. The administration of the relevant financial intermediary under the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*) shall be consulted to determine which persons are deemed to be registered shareholders of the Company as per the Record Date.

### Registration

Shareholders who wish to attend the General Meeting are required to notify ABN AMRO Bank N.V. through their financial intermediary. Notification via the financial intermediary can take place as of 14 April 2023, however no later than 12:00 hours (CEST) on 4 May 2023. Shareholders can also register themselves via [www.abnamro.com/evoting](https://www.abnamro.com/evoting). In all circumstances, the intermediary will need to issue a statement via [www.abnamro.com/intermediary](https://www.abnamro.com/intermediary), no later than 17:00 hours (CEST) on 4 May 2023, stating that the shares were registered in the name of the holder thereof on the Record Date whereupon the holder will receive a proof of registration which will also serve as an admission ticket to the General Meeting. In addition, the intermediaries are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the shareholding on the Record Date in an efficient manner.

### Voting through internet

A shareholder can choose to give a voting instruction to an independent third party to vote on behalf of the shareholder at the General Meeting. Electronic voting instructions can be given via [www.abnamro.com/evoting](https://www.abnamro.com/evoting) and need to be received on 4 May 2023 by 12:00 hours (CEST). In all circumstances, the intermediary will need to issue a statement via [www.abnamro.com/intermediary](https://www.abnamro.com/intermediary), no later than 17:00 hours (CEST) on 4 May 2023, stating that the shares were registered in the name of the holder thereof on the Record Date.

### Voting by proxy

A shareholder who chooses to be represented at the General Meeting shall, in addition to registering for the meeting as described above, send in a signed proxy instrument separately. A standard written proxy is available on the Company's Investor Relations website ([investors.adyen.com](https://investors.adyen.com)) or can be obtained via ABN AMRO Bank N.V. The duly signed proxy instrument needs to be received on 4 May

2023 by 12:00 hours (CEST) at the following e-mail address: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com).

### **Admittance to the General Meeting**

Registration for admission to the General Meeting will take place on the day of the General Meeting from 08:30 hours (CEST) until the commencement of the General Meeting at 09:00 hours (CEST). After this time registration for admission is no longer possible. Persons entitled to attend the General Meeting must present a valid admission ticket for the General Meeting and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document. Proxy holders must present a copy of their proxy.

### **Questions**

Shareholders attending the General Meeting may submit written questions addressed to the General Meeting to Suze Derkse, Deputy Company Secretary, at [suze.derkse@adyen.com](mailto:suze.derkse@adyen.com) up to 72 hours prior to the meeting (until 09:00 hours (CEST) on 8 May 2023). Adyen will address those questions, possibly combined, either before the General Meeting on its website, or during the General Meeting. For further information, please visit the Company's Investor Relations website ([investors.adyen.com](https://investors.adyen.com)).

Amsterdam, 29 March 2023

The Management Board of Adyen N.V.