

Supervisory Board Remuneration Policy

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Supervisory Board Remuneration Policy

1. Foundation of our Remuneration Policy

Objective

The objective of our global remuneration policies is to recruit and retain the best talent worldwide by offering competitive payment structures that take account of our strategy to focus on our merchant's growth, to change the payment landscape and on having fun.

Since the start of the company, we have successfully recruited and retained talent in line with the Adyen Formula (see below). We want to recruit and retain the best talent available in the market, which is not restricted to those who have a background in the payments industry.

Our remuneration policies are consistent with, and promote, sound and effective risk management and have always been aligned with our strategy and the Adyen Formula to create long-term value for our company and our merchants.

Adyen Formula

Adyen is a global company with different offices around the world that competes in local labor markets. How we work together globally is guided by the Adyen Formula. These eight principles are not constant – but constantly evolving to keep pace with our merchants, our business and growth of the team:

- We build to benefit all customers (not just one)
- We make good choices to build an ethical business and drive sustainable growth for our customers
- Winning is more important than ego; we work as a team – across cultures and time zones
- We include different people to sharpen our ideas
- We don't hide behind email, instead we pick up the phone
- We create our own path and won't be slowed down by "stewards"
- We launch fast and iterate
- We talk straight without being rude

The Adyen Formula ensures speed, which we view as the foundation of our company. We think fast. We work fast. We launch fast. Our merchants' demands shape our development, and we never stop – that is our job. We're creating our own path, with a global team driving sustainable growth.

The way we work is crucial to our success. It guarantees that we continue to make good choices to build an ethical business and it secures integrity of our company culture. The Adyen Formula is key to how we recruit, grow and retain talent globally. It underscores our foundational spirit, and ensures we keep our focus on our merchant's growth, on changing the payment landscape, and on having fun while doing it.

Guiding principles

We have defined guiding principles of our Remuneration Policy to ensure that the components of the Remuneration Policy reflect the objective and are adhered to the Adyen Formula.

- **Equal pay**
We value all perspectives, so we see no reason to reward one more than the other – same role, same pay. We are committed to ensuring equal pay, therefore we make sure this is included in our annual equal pay audit, to safeguard to uphold this standard. The annual equal pay audit includes a review

ensuring that the employment conditions of the Supervisory Board members are in line with those of the rest of the organization, unless compelling reasons exist to deviate.

- **Internal remuneration ratios**

On a yearly basis we look at our internal remuneration ratios to make sure Supervisory Board remuneration develops in line with the rest of the organization. On an annual basis we track possible changes to the relevant pay ratio, to be able to take account hereof when reviewing remuneration levels. In our annual remuneration report, we report on the internal remuneration ratios.

- **Level of support in society**

We strive to make good choices to build an ethical and sustainable business and drive sustainable growth for our merchants, articulated in the Adyen Formula. Our Corporate Social Responsibility approach is three-pronged: i) sharing our knowledge and technology to make a positive impact on society, ii) limiting our impact on the environment, and iii) empowering our employees around the world to create their own local initiatives.

2. Comparison with the external landscape

We consider various factors when determining the size of a remuneration package our Supervisory Board members. One of the factors is the comparison with the external landscape to ensure that the remuneration offered remains competitive.

To make a meaningful comparison with the external landscape, we believe it is key to define the right peer group approach which reflects Adyen's relevant market for Supervisory Board talent. We are competing with companies within various sectors for the best talent available in a global market. And although our direct competitors are part of our talent market, it is not necessarily restricted to the payment industry only.

Similar to the peer group approach as applied for our Management Board, we have defined 4 different categories we believe are together forming the foundation of our talent market and thus should be represented in our peer group:

Category	Description	Rationale
Payment platforms	Combination of our direct (business) competitors and (FinTech) companies active in the payment, cryptocurrency and banking platform sector	Comparison against companies operating in similar industry dynamics as Adyen
Financial sector	Selection of relevant banks	Comparison against companies acting in a similar governance environment and where remuneration is subject to (broadly) similar regulation as for Adyen
High-Tech	Companies active in software, platform or (digital) services related sectors	Comparison against companies active in innovation-driven and fast-moving industries, similar to the payment industry.
Listing index	Companies that are listed at the same stock exchange index as Adyen	Comparison against companies that are operating within similar Dutch stakeholder environment.

We determine the composition of the peer group on an annual basis, balancing the weight of the different categories appropriately. Individual peer companies are selected based on an objective approach, whereby quantitative and industry criteria such as market capitalization and revenue are used to ensure comparability in terms of size and structure. We aim to position around the median of the peer group in terms of size, while the spread between the smallest and largest companies is kept within reasonable boundaries.

As there is significant overlap in our talent market for Supervisory Board and Management Board members, we aim to operate a consistent peer group for both boards. However, we also observe significant differences in time commitment and responsibilities between one-tier and two-tier boards, especially for the role of Chair. Furthermore, pay practices within North American boards are different compared with European boards, amongst others due to the prevalence of equity awards. Therefore, we will exclude any US peers and European peers with one-tier boards from the Management Board peer group in our Supervisory Board peer group.

We will review the composition of the peer group on an annual basis in accordance with the criteria as mentioned above. We have the intention to keep the peer group as stable as possible. We will disclose on retrospective basis the peer group composition in our annual remuneration report.

We aim that the Base and Committee fees for our Supervisory Board members are positioned below the median of the peer group, aligned with the foundation of our Remuneration Policy and acknowledging our societal impact and internal pay ratios.

3. Components of our Remuneration Policy

3.1 Fees/ Fixed remuneration

Our Supervisory Board members receive a base fee / fixed remuneration for their role within the Supervisory Board and a committee fee for their role within the committees (if any). Both fees are set in accordance with their role, associated time commitment and responsibilities within the Supervisory Board and committees. The fees are paid fully in cash.

We will closely monitor the current levels against the developments of our Board's role, time commitment, responsibilities and the external market during the term of this policy.

We do not provide variable remuneration to our Supervisory Board members, nor do we grant equity(-linked) instruments. Our Supervisory Board members are only allowed to hold Adyen shares for the purpose of long-term investment.

3.2 Expenses

Our Supervisory Board members are reimbursed for the expenses they have incurred in the performance of their duties. We do not provide any loans or guarantees to our Supervisory Board members.

3.3 Agreements

All Supervisory Board members have entered into a service agreement with Adyen N.V., with a notice period of six months for Adyen and three months for the Supervisory Board members. The terms and conditions of the service agreements have been aligned with the Dutch Corporate Governance Code. The service agreements are entered into for a term of four years.

3.4 Governance

The Supervisory Board strives to keep the Remuneration Policy up to date with market circumstances and requirements set by local laws.

The Remuneration Policy is reviewed on a yearly basis by the different control functions within Adyen and is discussed within Adyen's Nomination and Remuneration Committee. Changes to the Remuneration Policy need to be approved by the Supervisory Board, and every 4 years by three fourth (3/4th) of the votes cast of the Annual Meeting of Shareholders. The Remuneration Policy and the results of the votes cast will be published on the Adyen website directly after the Annual Meeting of Shareholders.

Under exceptional circumstances, the Supervisory Board can temporarily and ultimately until the new Remuneration Policy is adopted, deviate from the Remuneration Policy. For this purpose, exceptional circumstances are limited to those circumstances that require deviation to serve the long-term interests and sustainability of the company as a whole or to assure its viability. In the event of such circumstances, Adyen's Nomination and Remuneration Committee will assess the situation and make a proposal to the

Supervisory Board, who may decide whether derogation of the Remuneration Policy is allowed in the relevant circumstances, or not. The deviation will be reported in the annual remuneration report.