

Convocation notice

Adyen N.V.

Annual General

Meeting 2024

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, the Netherlands, on 16 May 2024, starting at 09:00 hours (CEST).

Agenda

1. Opening and announcements.
2. Annual Report; advise on the Remuneration Report; adoption of the Annual Accounts; dividend policy and reservation of profits.
 - (a) Annual Report for the financial year 2023 (**discussion item**).
 - (i) Management Board report
 - (ii) Supervisory Board report
 - (iii) Dutch Corporate Governance Code 2022 statement
 - (iv) External Auditor's Report
 - (b) Advise on the Remuneration Report over the financial year 2023 (**advisory voting item**).
 - (c) Adoption of the Annual Accounts for the financial year 2023 (**voting item**).
 - (d) Dividend policy and reservation of profits (**discussion item**).
3. Discharge of the Management Board members from liability in respect of their duties performed during the financial year 2023 (**voting item**).
4. Discharge of the Supervisory Board members from liability in respect of their duties performed during the financial year 2023 (**voting item**).
5. Appointment of Adine Grate as member of the Supervisory Board (**voting item**).
6. Reappointment of Piero Overmars as member and Chair of the Supervisory Board (**voting item**).
7. Reappointment of Caoimhe Keogan as member of the Supervisory Board (**voting item**).
8. Authority to issue shares (**voting item**).
9. Authority to restrict or exclude pre-emptive rights (**voting item**).
10. Authority to acquire own shares (**voting item**).
11. Reappointment of the Auditor (**voting item**).
12. Any other business and closing.

Additional information

Meeting documents

The agenda with explanatory notes, the 2023 Annual Report, and other relevant meeting documents can be found on the Company's Investor Relations website (investors.adyen.com). The documents are published in English (and where required by law, Dutch versions are available). The information mentioned can be obtained free of charge via corporate.governance@adyen.com, or via ABN AMRO Bank N.V. (ava@nl.abnamro.com).

Record Date

A person who is registered as a shareholder of the Company on 18 April 2024 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 19 April 2024, however no later than 12:00 hours (CEST) on 10 May 2024. Shareholders can also register themselves via www.abnamro.com/evoting. In all circumstances, the intermediary will need to issue a statement via www.abnamro.com/intermediary, no later than 17:00 hours (CEST) on 10 May 2024, 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 and need to be received on 10 May 2024 by 12:00 hours (CEST). In all circumstances, the intermediary will need to issue a statement via www.abnamro.com/intermediary, no later than 17:00 hours (CEST) on 10 May 2024, 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 (<https://investors.adyen.com/events/agm-2024>) or can be obtained via ABN AMRO Bank N.V. The duly signed proxy instrument, together with the statement of entitlement as provided by the intermediary, needs to be received on 10 May 2024 by 12:00 hours (CEST) at the following e-mail address: 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 08:00 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 also present a copy of their proxy.

Questions

Shareholders attending the General Meeting, or shareholders who choose to be represented at the General Meeting by way of a proxy, may submit written questions addressed to the General Meeting to Adyen's Corporate Governance team (corporate.governance@adyen.com), up to 72 hours prior to the meeting (until 09:00 hours (CEST) on 13 May 2024). Adyen will address those questions, possibly combined, during the General Meeting. For further information, please visit the Company's Investor Relations website (investors.adyen.com).

Amsterdam, 4 April 2024

The Management Board of Adyen N.V.