

# Convening notice EGM Adyen

# Convening notice

Adyen N.V. (the **Company**) is pleased to invite its shareholders for the Extraordinary General Meeting (the **General Meeting**) to be held at the Hilton Double Tree Hotel, Oosterdoksstraat 4, (1011DK) Amsterdam on 14 January 2020 at 10.00 hours CET.

## Agenda and explanatory notes

1. Opening and announcements
2. Proposal re-appointment Joep van Beurden as member of the Supervisory Board (*voting item*)

The period for which Joep van Beurden is appointment as member of the Supervisory Board ends on 20 January 2020. In accordance with the Articles of Association of the Company, the Supervisory Board proposes to re-appoint Joep van Beurden as member of the Supervisory Board with effect as from the moment his current appointment period ends, being on 20 January 2020. The re-appointment will be for period of four (4) years.

Joep van Beurden (age: 59) is a Dutch citizen. Joep van Beurden is Chief Executive Officer (**CEO**) at Kendrion N.V., a developer and manufacturer of high-quality electromagnetic systems and components for industrial and automotive applications. Prior to that Joep was CEO at CSR Plc., a designer and developer of silicon and software systems for the Consumer Electronics and Automotive market, from 2007 to 2015. He has led global technology companies in the US and Europe for more than twenty (20) years.

Joep has served on the Supervisory Board of Adyen since its inception in 2017. Prior to this appointment, he has served as advisor to Adyen's executive team since 2015. Joep currently chairs Adyen's Nomination and Remuneration committee and will continue to do so, if reappointed.

The Supervisory Board proposes to re-appoint Joep as a Supervisory Board member of the Company in view of his extensive experience managing innovation led technology companies in the US, the UK and continental Europe.

The proposed re-appointment takes the Supervisory Board Profile and Equal Opportunity Policy into account. Joep is independent, as defined in the Dutch Corporate Governance Code. The re-appointment does not require the approval of the Dutch Central Bank (*De Nederlandsche Bank*) in this respect.

3. Any other business and closing



## Additional information

The agenda with explanatory notes and the instructions for attendance at the General Meeting will be available on the Company's website ([www.adyen.com](http://www.adyen.com)). The information mentioned can be obtained free of charge via the Company or via ABN AMRO Bank N.V., at the addresses stated below.

### Addresses

Adyen N.V.  
Investor Relations  
Simon Carmiggeltstraat 6-50  
1011 DJ Amsterdam  
The Netherlands

E-mail: [ir@adyen.com](mailto:ir@adyen.com)

ABN AMRO Bank N.V.  
Visiting address:  
Gustav Mahlerlaan 10  
1082 PP Amsterdam  
The Netherlands

Postal address:  
P.O. Box 283 (HQ 7212)  
1000 EA Amsterdam  
The Netherlands

E-mail: [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 17 December 2019 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 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 meeting are required to notify ABN AMRO Bank N.V. through their financial intermediary. Notification via the financial intermediary can take place as of 18 December 2019, but no later than 17:00 hours CET on 7 January 2020. Shareholders can also register themselves via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). In all circumstances, the intermediary will need to issue a statement via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary), no later than 12:00 hours CET on 8 January 2020, 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 for the 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 by proxy**

A shareholder who chooses to be represented 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 website of the Company or can be obtained via ABN AMRO Bank. The duly signed proxy instrument needs to be received on 7 January 2020 by 17:00 hours CET at the following address by mail or e-mail:

ABN AMRO Bank N.V.  
Department Corporate Broking HQ 7212  
P.O. Box 283  
1000 EA AMSTERDAM  
The Netherlands

E-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com)

### **Voting through internet/proxy**

A shareholder can choose to give a voting instruction to an independent third party to vote on behalf of the shareholder at the meeting. Electronic voting instructions can be given via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and need to be received on 7 January 2020 by 17:00 hours CET.

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

Registration for admission to the General Meeting will take place on the day of the General Meeting from 09:00 CET until the commencement of the General Meeting at 10:00 hours CET. After this time registration for admission is no longer possible. Persons entitled to attend the meeting must present a valid admission ticket for the 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.

### **Submission of questions for the General Meeting**

Shareholders attending the General Meeting are kindly invited to submit questions addressed to the General Meeting in advance. Please use Adyen's address set out above. For further information please visit our website [www.adyen.com](http://www.adyen.com) or contact Investor Relations at [www.adyen.com/ir](http://www.adyen.com/ir).